

# 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/17-18/28

Date: 14<sup>th</sup> August 2017

**Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Kind Attn.: Ms. Pooja Sanghvi - Relationship Manager**

**Ref: Code No. 530073**

By Online filing

**National Stock Exchange of India Limited**

Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai - 400051

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

**Symbol: SANGHVIMOV**

By Online filing

**Sub: Submission of Annual Report for the financial year 2016-17**

Dear Madam/Sir,

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to forward herewith a copy of Twenty-eighth Annual Report containing Notice of ensuing Annual General Meeting, Director's Report, Report on Corporate Governance, Management Discussion & Analysis Report, Independent Auditor's Report, Certificate by CEO & CFO, Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March 2017, including Notes to forming the part of financial statements, Cash Flow Statement for the Financial Year 2016-17, for your record.

Kindly take the same on record and acknowledge.

Thanks & Regards,

**For SANGHVI MOVERS LIMITED**

**RAJESH P. LIKHITE  
COMPANY SECRETARY &  
CHIEF COMPLIANCE OFFICER**



Encl.: As Above



**SANGHVI**

# **SANGHVI MOVERS LIMITED**



**TWENTY EIGHTH ANNUAL REPORT 2016-2017**



LIEBHERR LR 1800 (Capacity 800 MT) Crawler Crane in configuration SDWB 63+42 M erecting Head Gear module of 200 MT at Hindustan Zinc Limited, Dariba, Rajasthan

DEMAG CC 2400 (Capacity 450 MT) Crawler Crane, main boom 36M erecting Bridge Girder 80 MT at Afcons Infrastructure Limited site at Etawah, Uttar Pradesh





<p><b>Board of Directors</b></p> <p>Chandrakant Sanghvi - Chairman &amp; Managing Director  Vijay Mainkar - Independent Director  Dara Damania - Independent Director  S. Padmanabhan - Independent Director  Pradeep Rathi - Independent Director  Dinesh Munot - Independent Director  Madhukar Kotwal - Independent Director  Mina Sanghvi - Non Executive Woman Director  Sham Kajale - Executive Director &amp; CFO</p>	<p><b>Bankers</b></p> <p>Axis Bank  Bank of Baroda  HDFC Bank  ICICI Bank  State Bank of India  The Saraswat Co-op Bank Limited</p>																														
<p><b>Company Secretary &amp; Chief Compliance Officer</b></p> <p>Rajesh Likhite</p>	<p><b>Information for the Shareholders</b></p> <p><b>Annual General Meeting : Wednesday, 09<sup>th</sup> August 2017</b></p> <p><b>Time : 3.30 pm</b></p> <p><b>Venue : Registered Office of the Company</b></p> <p>Date of Book : 26<sup>th</sup> July, 2017 to  Closure : 09<sup>th</sup> August 2017  (Both days inclusive)</p>																														
<p><b>Auditors</b></p> <p>B S R &amp; Co. LLP.  Chartered Accountants</p>																															
<p><b>Registered Office</b></p> <p>Survey No. 92, Tathawade,  Taluka Mulshi, Pune - 411033  Tel : 91-20-66744700  Fax : 91-20-66744724  E-Mail : info@sanghvicranes.com,  cs@sanghvicranes.com  Website : www.sanghvicranes.com  CIN : L29150PN1989PLC054143</p>	<table border="1"> <thead> <tr> <th>CONTENTS</th> <th>PAGE NO.</th> </tr> </thead> <tbody> <tr> <td colspan="2"><b>BUSINESS OVERVIEW:</b></td> </tr> <tr> <td>Financial Highlights</td> <td>2</td> </tr> <tr> <td>Chairman's Message</td> <td>3</td> </tr> <tr> <td colspan="2"><b>STATUTORY REPORTS:</b></td> </tr> <tr> <td>Notice</td> <td>7</td> </tr> <tr> <td>Director's Report</td> <td>17</td> </tr> <tr> <td>Management Discussion and Analysis</td> <td>43</td> </tr> <tr> <td>Report on Corporate Governance</td> <td>46</td> </tr> <tr> <td>Audit Report</td> <td>65</td> </tr> <tr> <td colspan="2"><b>FINANCIAL STATEMENTS:</b></td> </tr> <tr> <td>Balance Sheet</td> <td>72</td> </tr> <tr> <td>Statement of Profit &amp; Loss Account</td> <td>73</td> </tr> <tr> <td>Cash Flow Statement</td> <td>74</td> </tr> <tr> <td>Notes forming part of the Financial Statements</td> <td>76</td> </tr> </tbody> </table>	CONTENTS	PAGE NO.	<b>BUSINESS OVERVIEW:</b>		Financial Highlights	2	Chairman's Message	3	<b>STATUTORY REPORTS:</b>		Notice	7	Director's Report	17	Management Discussion and Analysis	43	Report on Corporate Governance	46	Audit Report	65	<b>FINANCIAL STATEMENTS:</b>		Balance Sheet	72	Statement of Profit & Loss Account	73	Cash Flow Statement	74	Notes forming part of the Financial Statements	76
CONTENTS		PAGE NO.																													
<b>BUSINESS OVERVIEW:</b>																															
Financial Highlights		2																													
Chairman's Message		3																													
<b>STATUTORY REPORTS:</b>																															
Notice		7																													
Director's Report		17																													
Management Discussion and Analysis		43																													
Report on Corporate Governance		46																													
Audit Report	65																														
<b>FINANCIAL STATEMENTS:</b>																															
Balance Sheet	72																														
Statement of Profit & Loss Account	73																														
Cash Flow Statement	74																														
Notes forming part of the Financial Statements	76																														
<p><b>Registrar &amp; Share Transfer Agent</b></p> <p>Link Intime India Private Limited  Block No. 202, Akshay Complex, 2<sup>nd</sup> Floor,  Near Ganesh Temple, Off Dhole Patil Road,  Pune – 411001  Tel : +91 20 26160084/26161629  Fax : +91 20 26163503  E-mail : pune@linkintime.co.in  Website : www.linkintime.co.in</p>																															
<div style="display: flex; justify-content: space-around; text-align: center;"> <div style="border: 2px solid black; border-radius: 15px; padding: 5px 15px; background-color: #cccccc; width: 20%;">ENGINEERING</div> <div style="border: 2px solid black; border-radius: 15px; padding: 5px 15px; background-color: #cccccc; width: 20%;">CRANE RENTALS</div> <div style="border: 2px solid black; border-radius: 15px; padding: 5px 15px; background-color: #cccccc; width: 20%;">LIFT PLANNING</div> <div style="border: 2px solid black; border-radius: 15px; padding: 5px 15px; background-color: #cccccc; width: 20%;">HEAVY LIFT</div> </div>																															



**FINANCIAL HIGHLIGHTS**

(₹ in Lakhs)

PARTICULARS	2016-17	2015-16	2014-15	2013-14	2012-13
<b>Total Income</b>	56,288.21	53,728.79	31,562.58	24,973.26	34,741.01
Total Expenditure	18,665.94	18,378.84	12,974.23	10,790.31	10,745.81
<b>Gross Profit</b>	37,622.27	35,349.95	18,588.35	14,182.95	23,995.20
Interest	6,474.00	5,539.69	4,266.68	4,620.68	6,337.40
<b>Profit before Depreciation &amp; Tax</b>	31,148.26	29,810.26	14,321.67	9,562.27	17,657.80
Depreciation	14,998.45	12,631.68	12,001.67	11,858.69	11,809.77
<b>Profit Before Tax</b>	16,149.82	17,178.58	2320	-2,296.42	5,848.03
Provision For Taxation-					
Current Tax & Previous Years' Tax	5,360.12	5,823.14	1,444.59	31.81	1,417.20
Differed Tax	(128.13)	659.86	69.51	-877.97	338.03
<b>Profit After Tax Before Extra Ordinary Items</b>	10,917.84	10,695.58	805.9	-1,450.26	4,092.74
<b>Profit After Tax After Extra-Ordinary Items</b>	10,917.84	10,695.58	805.9	-1,450.26	4,092.74
<b>Cash Profit</b>	25,916.28	23,327.26	12,877.07	9,530.46	16,240.52
Gross Block as per Cost of Acquisition	2,35,675.47	2,20,295.79	1,71,702.75	1,71,282.50	1,68,051.44
Accumulated Depreciation	1,06,597.68	95,190.18	82,574.08	70,799.39	59,030.85
Net Block	1,29,077.79	1,25,105.62	89,128.67	1,00,483.11	1,09,020.59
<b>Dividend</b>					
In Percentage	200*	150	25	Nil	50
In Amount	1,731.52*	1298.64	216.44	Nil	432.88
Paid-Up Capital	865.76	865.76	865.76	865.76	865.76
Reserves	85,270.32	74,677.12	64,571.22	64,025.82	65,476.08
Shareholders' Funds	86,136.08	75,542.88	65,436.98	64,891.58	66,341.84
Debt : Equity	0.64:1	0.81:1	0.51:1	0.72:1	0.88:1
<b>Earning Per Share (₹)</b>					
<b>Basic</b>	25.22	24.71	1.86	-3.35	9.45
<b>Diluted</b>	25.22	24.71	1.86	-3.35	9.45
Cash EPS (₹)	59.87	53.89	29.75	22.02	37.52
Book Value (₹)	198.98	174.51	151.17	149.91	153.26
<b>Capex</b>	22,453.04	48,613.75	1,600.00	Nil	Nil

\* Subject to approval of the Members.

## Chairman's Message



Dear Shareholders,

Financial year 2016-17 has been another good year of progress and growth for Sanghvi Movers Limited and I take this opportunity to share the performance of your Company and several initiatives undertaken during the year that have contributed to this performance.

### Indian Economy:

During the financial year 2016-17, the global macro-economic situation was impacted by various events, which have in turn affected the business environment in India. The Indian economy is in a strong position compared to the continued tepid global economic growth and outlook. Many sectors such as infrastructure, power generation (especially renewable energy), transmission and distribution, refineries and petrochemicals, are seeing increased investments leading to infrastructure sector growth. While there are challenges in any business environment, India's overall macro fundamentals are strong.

Keeping in view the market conditions, your Company has performed exceedingly well and delivered strong growth in the last financial year. The continued growth of Sanghvi Movers Limited is linked to the overall performance of the Indian economy and sustainable public and private sector capital expenditure. Against this milieu, the Company will continue to focus on sustaining profitable growth, maintain operational excellence and selectively pursue large orders.

### Performance highlights:

In the fiscal year 2016-17, turnover of your Company was at an all-time high at ₹ 562.88 crores, representing an increase of 6 percent over the previous year. Net profit before tax (excluding exceptional items) was ₹ 161.49 crores. Your Company was able to grow revenues and profitably despite the challenges prevailing in the global and the tough domestic business environment. The Company generated significant cash accruals, strengthened its Balance Sheet and financial position and continued to return value to its shareholders.

### Dividend:

Your Board has recommended a dividend of ₹ 4/- per share of ₹ 2/- fully paid-up (200 percent) subject to your approval at the Annual General Meeting.

### Capex:

#### Capex for FY 2016-17

The company has done Net Capital Expenditure of ₹151 Crores in the current financial year and has purchased 5 Nos. New Terex Demag CC 3800-1 Cranes (Capacity – 650 MT) and Derrick Attachments. These cranes can erect windmills upto 3 MW and has height of 165 meters, these are next generation cranes for future wind mills & projects. In addition to this, the Company has already bought Office premises in BKC, Bombay. Hence the Total Capex done for the FY 2016-17 is around ₹ 205 Crores.

The company has judiciously used its cash flow partly towards funding its capex plan for FY 2017 and partly for reducing its bank loans. The company has repaid loans in excess of ₹ 265 Crores during the last financial year. As on

31<sup>st</sup> March, 2017, Total Outstanding Bank Borrowings including Cash Credit, Buyers' Credit, & Unsecured Loans is ₹ 545 Crores. The Debt: Equity Ratio is 0.63: 1 which is quite comfortable considering the capital intensive nature of company's business model and the asset base which it has created over last 25 years.

**Proposed Capex for FY 2017-18**

The company proposes to import 7 Nos. Brand New Terex Demag CC 3800 Cranes (Capacity – 650 Tons) and 18 Nos. Brand New Grove GMK 6300L Cranes (Capacity – 300 Tons). The Net Capex (after sale of cranes under Trade-in agreement) would be around ₹ 275 Crores.

The projected amount of Debt: Equity Ratio as on 31 March 2018 after doing this capex would be around 0.80:1.

**CSR:**

Your Company has spent a sum of ₹ 121.37 Lakhs on CSR during the financial year 2016-17. Your Company is also committed to its social responsibility agenda and contributes meaningfully to the communities that it operates in. Your Company continues to focus in the areas of Education, Healthcare and Sustainable Livelihood.

Our commitment towards the communities where we operate also remained steadfast. One of our key initiatives last year was to provide education to underprivileged children's, that was run in partnership with Pune City Connect Development Foundation, Teach for India, Jagriti School for Blind Girls, Helplife, I teach movement, Vanitashray and Sant Gajanan Maharaj Shikshan Sanstha. The Company also supported Maher, Late Vaibhav Phalnikar Memorial Foundation, Ashray, KEM Micro Grid Village Project, Navkshitij, Lata Mangeshkar Medical Foundation and Janseva Foundation. Work in these areas is expected to be enhanced further in the years ahead.

**Conclusion:**

The Indian economy is in a strong position and many core sectors saw increased investments leading to positive growth. I believe, human capital plays a vital role



in achieving in the success of our company. I believe our existing talent pool will enable your Company to continue to outperform peers.

I thank you all for your immense support and continued confidence in the Management of our Company. I would like to convey my gratitude to all our stakeholders including our esteemed banks, vendors and customers for their consistent faith in us. We seek the cooperation of all stakeholders to make the journey even more exciting and rewarding, going forward. I am optimistic that Sanghvi Movers Limited will continue to grow and succeed.

Yours truly,

**Chandrakant P. Sanghvi**  
Chairman & Managing Director



Mr. C. P. Sanghvi and Mr. Steve Filipov, President Terex Cranes signing the contract for purchase of seven units of Demag CC 3800-1 (Capacity of 600 MT), Highest No of CC 3800-1 Cranes purchased.



Mr. C. P. Sanghvi and Mr. Jens Ennen, Senior Vice President, Mobile Cranes for Europe and Africa, Manitowoc signing the purchase agreement for purchase of 18 units of Grove GMK 6300L (Capacity 300 MT) All Terrain Cranes, Largest single order.



TERREX DEMAG CC 2400-1 (Capacity 400MT) Crawler mounted lattice boom Crane in SSL- 48Mtrs configuration erecting column of 210MT at KKSEPL, IOCL VADODRA

SANY SCC 2500C Crawler Cranes (Capacity 250MT) two nos. erecting 52MT in tandem with luffing configuration for Lanco Infratech Ltd, Korba, Chhattisgarh



### Notice

NOTICE is hereby given that the Twenty-eighth Annual General Meeting of the Members of Sanghvi Movers Limited will be held on Wednesday, the 09<sup>th</sup> day of August 2017, at 3.30 p.m. at the Registered Office of the Company, at Survey No. 92, Tathawade, Taluka Mulshi, Pune 411033, to transact the following business:

#### Ordinary Business:

1. To receive, consider and adopt the Financial Statements for the year ended on 31<sup>st</sup> March 2017, including audited Balance Sheet as at 31<sup>st</sup> March 2017 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 declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Mina C. Sanghvi (holding DIN 00116748), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. C. P. Sanghvi (holding DIN 00116599), who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants, Pune, (Firm Registration Number 101248W/W100022 allotted by the Institute of Chartered Accountants of India) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting of the Company, to be held in the year 2019 on such remuneration, as may be determined by the Board of Directors in consultation with the Auditors.”

#### Special Business:

6. **Revision in remuneration of Mr. Rishi C. Sanghvi, General Manager – Business Development of the Company, as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1)(f) of the Companies Act, 2013 and recommendation of Nomination & Remuneration Committee and Board, the consent of the Members of the Company be and is hereby accorded, to revise the terms and conditions of appointment of Mr. Rishi C. Sanghvi, son of Mr. C. P. Sanghvi, Chairman & Managing Director of the Company and Mrs. Mina C. Sanghvi, Non-Executive Women Director of the Company, to hold and continue to hold an office or place of profit as the General Manager - Business Development of the Company, on a Cost to the Company of ₹ 2,75,000/- (₹ Two Lakh Seventy Five Thousand Only) per month and other allowances and perquisites, benefits and amenities as applicable to others in the same grade as per the policy of the Company, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with effect from 01<sup>st</sup> April 2017.



**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized 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 : 30<sup>th</sup> May 2017

**Registered Office:**

Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033  
CIN: L29150PN1989PLC054143  
Tel No. +91 (20) 66744700  
Fax No: +91 (20) 66744727  
E-mail: [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com)  
Website: [www.sanghvicranes.com](http://www.sanghvicranes.com)

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard 2 (herein after referred as SS-2) issued by The Institute of Company Secretaries of India setting out material facts concerning the business under Item No. 6 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 re-appointment as Director/(s) under Item No. 3 and 4 of the Notice, are also annexed.

Pursuant to SS-2 issued by The Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at

[http://www.sanghvicranes.com/media/SML\\_28th\\_AGM\\_Map.pdf](http://www.sanghvicranes.com/media/SML_28th_AGM_Map.pdf).

2. IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE\_COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. In order to get their future dividend through Electronic Clearing Service (ECS) Members who are holding shares in physical form are requested to inform their Bank Account Details i.e. Name of the Bank, Branch, its address, Account Number and Type of Account to M/s Link Intime India Private Limited (LIPL) or to the Company. Shareholders holding shares in electronic form are requested to inform their Bank Account details to their respective Depository Participants. Those Members who do not opt for ECS facility may inform their details to LIPL for printing the same on the Dividend Warrants to ensure safety.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies are requested to bring their duly filled Attendance Slips to be deposited to Company's officials at the venue of the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26<sup>th</sup> day of the July 2017 to Wednesday, 09<sup>th</sup> day of August 2017 (both days inclusive), for determining the names of Members eligible for the dividend for the financial year ended 31<sup>st</sup> March 2017.
8. In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Mina C. Sanghvi and Mr. C. P. 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. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. Requisite declarations have been received from the Directors for their appointment/re-appointment.
10. Members whose shareholding is in the dematerialized form are requested to direct change of address and updation of bank account details to the respective depository participants.
11. Members are requested to:
  - consider dematerializing the Equity Shares held by them,
  - intimate to the Company's Registrar & Share Transfer Agent/their Depository Participants (DP) changes, if any, in their registered addresses at an early date,
  - quote ledger folio numbers and/or DP Identity and Client Identity Numbers in all their correspondence,
  - inform the Registrar & Share Transfer Agent of the Company the particulars of Bank Account Number with the Name of the Bank and its Branch,
  - direct all their correspondence to the Registrar & Share Transfer Agent of the Company and
  - bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.

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 that the information required may be made available at the Meeting.
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 2010, 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. Electronic copy of the Notice of the Twenty-eighth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the Twenty- eighth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the Twenty- eighth Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website [www.sanghvicranes.com](http://www.sanghvicranes.com) for their download.
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 for casting the vote through Ballot Paper or venue e-Voting will be made available at the Meeting and the Members attending the Meeting who have not casted their vote by means of remote e-Voting shall be able to cast their vote at the Meeting through Ballot Paper or venue e-Voting.

The Members who have casted their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again. In case any Member casts his / her vote through Ballot or venue e-Voting to be conducted at the Meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote casted through Ballot or venue e-Voting shall be considered as invalid.

**INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS:**

19. The e-Voting period commences on 06<sup>th</sup> August 2017 (09.00 am IST) and ends on 08<sup>th</sup> August 2017 (05.00 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. Wednesday, 02<sup>nd</sup> August 2017 only shall be entitled to avail the facility of remote e-Voting / Ballot / venue e-Voting. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. 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/Members
- (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.
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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) 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.
- (viii) For Members 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 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 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.
- (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).
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- a. Please follow all steps as given above, to cast vote.
    - I. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share capital of the Company as on the cut-off date (record date) of 02<sup>nd</sup> day of August 2017.
    - II. At the Annual General Meeting (AGM), at the end of discussion on the resolutions on which voting is to be held, voting by use of "Ballot Paper or venue e-Voting" will be allowed for all those Members who are present at the AGM but have not casted their votes by availing the remote e-Voting facility.
    - III. Mr. Vinayak Khanvalkar, Partner, Kanj & Associates, Practising Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the remote e-Voting, Ballot and Venue e-Voting processes in a fair and transparent manner.
    - IV. The Scrutinizer, after scrutinizing the votes casted through remote e-Voting and at the Meeting through ballot or venue e-Voting will prepare a consolidated report and submit the same to the Chairman and Managing Director or Executive Director & CFO of the Company within two days of conclusion of the Meeting i.e. on or before 11<sup>th</sup> day of August 2017.
    - V. The Results declared alongwith the report of the Scrutinizer shall be placed 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 Chairman and Managing Director or Executive Director & CFO of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 05.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
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 Shareholders in electronic form, at the email address, registered with the Depository Participant. We request you to update your email address with your Depository Participant to ensure that documents reach your preferred email address. By registering email address, you will receive the communication swiftly, save trees, reduce paper consumption, eliminate wastage of paper, avoid loss of documents in post and savings on the printing and postage.
23. The Annual Report is available on the website of the Company i.e. on [www.sanghvicranes.com](http://www.sanghvicranes.com).
24. 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.
25. The Register of Directors' shareholding & Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General 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 : 30<sup>th</sup> May 2017

**Registered Office:**

Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033  
CIN: L29150PN1989PLC054143  
Tel No. +91 (20) 66744700  
Fax No: +91 (20) 66744727  
E-mail: [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com)  
Website: [www.sanghvicranes.com](http://www.sanghvicranes.com)

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 6

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

Mr. Rishi C. Sanghvi has completed B.S. Mechanical & Minor Economics from Rensselaer Polytechnic Institute, Troy, New York, US and Master in Business Administration from Cornell University, New York, US. Mr. Rishi C. Sanghvi was appointed as General Manager- Business Development w.e.f. 01<sup>st</sup> June 2016. The Nomination and Remuneration Committee and the Board in their Meeting held on 30<sup>th</sup> May 2017, revised the remuneration of Mr. Rishi C. Sanghvi to ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand Only) per month w.e.f. 01<sup>st</sup> April 2017 subject to the approval of the Members. The details of remuneration are as follows:

#### Remuneration:

##### Salary:

A Salary (Basic Salary) of ₹ 96,250/- (Rupees Ninety Six Thousand Two Hundred and Fifty only) per month, subject to maximum permissible limit upto ₹ 5,00,000/- (Rupees Five 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 & Remuneration Committee ("NRC") or by the NRC on authority of the Board, within the said maximum amount.

##### Ex-gratia:

One Months' Basic Salary.

##### Perquisites:

In addition to the Salary payable, Mr. Rishi C. Sanghvi 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:

House Rent Allowance ₹ 55,000/- (Rupees Fifty Five Thousand only) per month, subject to maximum permissible limit upto ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only).

Educational Allowance, conveyance allowance, medical allowance and monthly performance incentive: As per the provisions of Income-Tax Rules, 1962.

Reimbursement of Medical Expenses including hospitalization, nursing home and surgical charges incurred for self and family and newspaper expenses, ₹ 1,800/- (Rupees One Thousand Eight Hundred only) per month.

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 including Superannuation as per the Rules of the Company.



The provision of one Chauffeur driven car, which shall be fueled and maintained by the Company, to be valued as per the provisions of Income Tax Rules, 1962 for the time being in force.

**Medical Insurance:**

As per the rules of the Company.

**Leave Travel Concession/Assistance:**

As per the rules of the Company.

In terms of Section 188 (1) (f) of the Companies Act, 2013 read with Rule 15(3)(i) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 2,50,000/- shall be subject to approval by the Board of Directors of the Company and prior approval of the Members of the Company by special resolution.

Members are requested to consider and approve appointment of Mr. Rishi C. Sanghvi, as General Manager – Business Development u/s 188(1)(f) of the Companies Act, 2013, effective from 01<sup>st</sup> April 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. C. P. Sanghvi, and Mrs. Mina C. Sanghvi, being relatives of Mr. Rishi C. Sanghvi are concerned or interested in the said resolution.

The Board of Directors recommends the resolution for your approval as a Special 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 : 30<sup>th</sup> May 2017

**Registered Office:**

Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033  
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Tel No. +91 (20) 66744700  
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Website: [www.sanghvicranes.com](http://www.sanghvicranes.com)

## Directors' Report

Your Directors take pleasure in presenting the Twenty-eighth Annual Report on the business and operations of the Company together with Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2017.

(₹ in Lakhs)

<b>Financial Results</b>	<b>2016-2017</b>	2015-2016
Total Income	<b>56,288.21</b>	53,728.79
Total Expenditure	<b>18,665.94</b>	18,378.84
Profit before Interest and Depreciation	<b>37,622.27</b>	35,349.95
Interest	<b>6,474.00</b>	5,539.69
Depreciation	<b>14,998.45</b>	12,631.68
Profit Before Tax	<b>16,149.82</b>	17,178.58
Provision for Taxation	<b>5,231.99</b>	6,483.00
Profit after Tax	<b>10,917.83</b>	10,695.58
Surplus brought forward from last year	<b>31,536.17</b>	22,664.11
Profit available for Appropriation	<b>42,454.01</b>	33,359.69
<b>Appropriations:</b>		
Transfer to General Reserves	<b>0</b>	0
Dividend	<b>1,731.52</b>	1,515.08
Tax on Dividend	<b>352.53</b>	308.43
Surplus carried forward to Balance Sheet	<b>40,369.96</b>	31,536.17

# Figures have been regrouped/reclassified wherever necessary due to adoption of IND AS

### BUSINESS REVIEW

In spite of challenging market conditions, your Company generated revenue of ₹ 56,288 Lakhs, an increase of 5% as compared to the previous year and the net profit of ₹ 10,918 Lakhs, as compared to the previous year's net profit of ₹ 10,696 Lakhs. The wind mill sector continues to be the largest contributor to the revenues 71% followed by the Power sector 11%, Refineries 9% and other sectors 9%.

Your Company witnessed a growth of 5% during Financial Year 2016-17 on account of the increased capacity utilization and better gross yield rates. The Company's performance during Financial Year 2016-17 was mainly attributable to the robust measures undertaken by the Company at all levels such as focus on pricing, disciplined project executions, focused management approach, prudent financial management and better control over cost, consistent follow-up for receivables and reduced interest costs on borrowings.

### POWER GENERATION

Your Company has been earning regular income from the business of power generation from windmills commissioned in Jaisalmer, Rajasthan and Chitradurga, Karnataka. Total Income earned out of Wind Power Generation was ₹ 194 Lakhs.



## **DIVIDEND**

The Board has recommended Dividend ₹ 4.00/- per Equity Share i.e. @ 200% on Equity Shares for the year ended 31<sup>st</sup> March 2017. The Dividend @ ₹ 4.00/- per Equity Share will be paid to eligible Members, after the approval by the Members at the forthcoming Annual General Meeting. The total cash outflow on account of dividend payments will be ₹ 1,731.52 Lakhs and dividend distribution tax of ₹ 352.53 Lakhs.

## **TRANSFER TO RESERVES**

The Company proposes to retain the balance amount in the profit and loss account.

## **SHARE CAPITAL**

The paid up equity capital as on 31<sup>st</sup> March 2017 was ₹ 865.76 Lakhs During the period under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

## **FINANCE**

During the year under review, the Company has availed financial assistance from Axis Bank, The Saraswat Co-operative Bank, HDFC Bank, Bank of Baroda, State Bank of India and ICICI Bank. The Company continues to focus on judicial management of its working capital with various initiatives for bringing down the cost of borrowings. The costs of facilities such as commercial paper, bill discounting facility, etc. were kept under check through its continuous monitoring. The Company has also taken long-term loans at very competitive interest rates. The Company is enjoying working capital facilities from State Bank of India. Total secured loan outstanding as of 31<sup>st</sup> March 2017 was ₹ 51,140 Lakhs. The Company is regular in its repayment obligation with its banks.

During the year, the following credit ratings were assigned to the Company:

1. 'ICRA A Plus' as credit rating for long term loans, which indicates adequate degree of safety in respect of bank loan profile of the Company and 'ICRA A1' as credit rating for short term loans;
2. 'ICRA A 1 Plus' as credit rating for commercial paper, which indicates very strong degree of safety regarding timely payment of financial obligations.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

## **DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. As of 31<sup>st</sup> March 2017 there are no fixed deposits outstanding.

## **FOREIGN EXCHANGE EARNINGS AND OUT-GO**

During the year under review, there were no foreign exchange earnings and the foreign exchange outgo amounted to ₹ 19,725 Lakhs.

## **ACCOUNTS**

The accounts read with the notes thereon are self-explanatory and hence do not call for any explanatory statement.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All related party transactions which were entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The statement that the transactions are at arm's length and in the ordinary course of business is supported by a Certificate from the Managing Director. The Company has also obtained the certificate from a Chartered Accountant on periodical basis. All Related Party Transactions are placed before the Audit Committee for their approval and to the Board, as and when required. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website, i.e. [http://www.sanghvicranes.com/media/SML\\_RPT.pdf](http://www.sanghvicranes.com/media/SML_RPT.pdf)

### **PARTICULARS REGARDING CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The Company does not own any manufacturing facility and hence our processes are not energy intensive. Hence particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

### **INSURANCE**

The assets of the Company including buildings, sheds, machinery, cranes, etc. are adequately insured.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31<sup>ST</sup> MARCH 2017 AND 30<sup>TH</sup> MAY 2017 (DATE OF THE REPORT)**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31<sup>st</sup> March 2017) and the date of the Report (30<sup>th</sup> May 2017). There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

### **DIRECTORS**

Mrs. Mina C. Sanghvi and Mr. C. P. Sanghvi are liable to retire by rotation and being eligible offer themselves for re-appointment. Mrs. Mina C. Sanghvi is a Commerce Graduate and Diploma in System Analysis and has expertise in the areas of Business management, Human Resource Development and system design. Mr. C. P. Sanghvi is a Graduate in Engineering and has completed M.S from University of Columbia, USA and has expertise in Engineering and Business Management.

### **DECLARATION GIVEN BY INDEPENDENT DIRECTORS U/S 149 (6) OF THE COMPANIES ACT, 2013**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

### **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

The Company has framed various programmes to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such programmes have been disclosed on the Company's website at the following link: [http://www.sanghvicranes.com/media/SML\\_FPFID.pdf](http://www.sanghvicranes.com/media/SML_FPFID.pdf)

### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and SEBI circular no. SEBI/HO/CEFD/CIR/P/2017/004 dated January 05<sup>th</sup>, 2017, the Members of the Board carried out a formal review for evaluating the performance and effectiveness of the Board, Committees of the Board and of the individual Directors including the Chairman of the Board.

The performance of the Board was evaluated on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, participation in assessment of annual operating plan, risks etc. Using appropriate criteria the performance of the various Committees was separately evaluated by the Board.



In a separate meeting of Independent Directors, performance of Non-Independent Director, performance of the Board as a whole and performance of the Chairperson were evaluated. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as achievement against key performance objectives, attendance at meetings, time devoted for the Company, contribution in the Board process etc.

### **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration is annexed herewith as "Annexure A".

### **NUMBER OF MEETINGS OF THE BOARD**

A calendar of meetings is prepared and circulated in advance to the Directors. During the year four Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control Framework which is commensurate with the size, scale and complexity of its operations. This framework ensures adequate safeguards and processes to address the evolving business requirements. Key controls have been identified along with risks and mitigation processes covering major areas across all businesses and functions. Internal controls are reviewed by Internal Audit Department on a periodical basis.

The Audit Committee and Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2016-17 for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable Financial disclosures.

### **AUDITORS**

- a. Statutory Auditors  
B S R & Co. LLP, Chartered Accountants, Pune, (Firm Registration Number 101248W allotted by the Institute of Chartered Accountants of India), who are the Statutory Auditors of the Company, hold office until the

conclusion of the thirtieth Annual General Meeting of the Company, to be held in the year 2019, subject to ratification of their appointment at every Annual General Meeting. The resolution seeking Member's ratification for the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Pune, is included in item no. 5 of the Notice convening the Annual General Meeting.

b. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments and modifications thereof, the Company has appointed M/s. Kanj & Associates, Practising Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure B".

### **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary.

### **COMMENTS ON AUDITORS' REPORT**

Statutory Auditors: There are no qualifications, reservations or adverse remarks or disclaimers made by B S R & Co. LLP, Statutory Auditors.

Secretarial Auditor: The Company has filed Some e-forms with a delay by payment of additional fees. The Company is in the process of filing of Form MGT 14 for reappointment of Managing Director and for approval of financial statements.

### **EXTRACT OF THE ANNUAL RETURN**

In accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, Section 92 (3) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual return of the Company for the Financial Year ended on 31<sup>st</sup> March 2017 is provided in the "Annexure C" to the Directors' Report.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

In accordance with the Guidelines of the Securities and Exchange Board of India and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and the provisions of the Companies Act, 2013, Report on Corporate Governance with Auditor's certificate, Management Discussion & Analysis Report are annexed and form part of annual report.

Your Company has been benchmarking itself with well established Corporate Governance practices besides strictly complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Taking into consideration crucial role of Independent Directors in bringing about good governance, your Company continued its efforts in utilizing their expertise and involving them in all critical decision making processes.

Your Company is fully compliant with the Corporate Governance guidelines, as laid out in SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. All the Directors (and also the Members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. The details of the Code of Conduct are furnished in the Corporate Governance Report attached to this Report. The Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of the Corporate Governance Report, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

The Statutory Auditors of the Company have examined the requirements of Corporate Governance with reference to SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and have certified the Compliance, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The Certificate in this regard is attached to the Corporate Governance Report.



The Managing Director/Chief Financial Officer (CEO/CFO) certification as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 is attached to the Corporate Governance Report. Related Party disclosures/transactions are detailed in note no. 24 of the notes to the financial statements.

### **RISK MANAGEMENT**

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Company has constituted a Risk Management Committee. The Company has a Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk framework defines the risk management approach across the enterprise at various levels. To strengthen the risk management framework, Company has formed segment level risk committees to identify, analyze and mitigate the potential risks.

### **KEY MANAGERIAL PERSONNEL**

No changes in Key Managerial Personnel appointed by the Company in the Board Meeting held on 30<sup>th</sup> May 2014, Mr. C. P. Sanghvi - Managing Director, Mr. Sham D. Kajale - Executive Director & CFO and Mr. Rajesh P. Likhite - Company Secretary were designated as "Key Managerial Personnel" of the Company pursuant to Sections 2 (51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **PARTICULARS OF EMPLOYEES**

Pursuant to Section 197(12) of the Act read with the relevant rules and having referred to provisions of the first proviso to Section 136(1) of the Act, the Annual Report is being sent to the Members of the Company, excluding details of particulars of employees and related disclosures. The said information/details are available for inspection at the Registered Office of the Company during working hours, on any working day. Any Member interested in obtaining this information may write to the Company Secretary and this information would be provided on request.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Your Company has adopted a Whistle Blower Policy pursuant to which the Whistle Blower can raise concerns relating to reportable matters (as defined in the policy) such as unethical behaviour, breach of Code of Conduct, actual or suspected fraud, ethics policy, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of any law and retaliation against the Directors and employees, etc. Further, the mechanism adopted by your Company encourages the Whistle Blower to report genuine concerns or grievances, provides adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional circumstances. The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. During the year, nil complaints were received. Brief details about the policy are provided in the Corporate Governance Report attached herewith.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Members and the designated employees have confirmed compliance with the Code.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Board of Directors of the Company have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of, Mrs. Mina C. Sanghvi - Chairperson of the Committee, Mr. Dara Damania and Mr. S

Padmanabhan, as members of the Committee as per the requirement of the Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. As on 31<sup>st</sup> March 2017, the Committee comprises three Directors. The said Committee has formulated the CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities. Additionally, the CSR Policy has been uploaded on the website of the Company at <http://www.sanghvicranes.com/media/CORPORATESOCIALRESPONSIBILITYCOMMITTEE.pdf>.

The Company has incurred expenditure on various CSR activities aggregating to ₹ 121.37 Lakhs during the financial year 2016-17. The detailed report on the CSR activities is attached as Annexure F.

### **SECRETARIAL STANDARDS**

The Company will comply with the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI), as and when they are made effective.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Internal Complaints Committee (ICC) has been set up across all its location in India to redress complaints received regarding sexual harassment. The cases reported to the Committee are investigated by the Committee Members and the detailed report thereon is presented to the Board of Directors on a regular basis. During the year, nil cases were reported to the Committee.

The Board confirms that as at 31<sup>st</sup> March 2017, there were no pending cases of anti-harassment in the Company.

### **PERSONNEL**

Employee relations have been cordial during the year under review.

### **ACKNOWLEDGMENTS**

Your Directors take this opportunity to thank the Government of India, concerned State Governments, Government Authorities, the Stakeholders, Business Associates, Banks, Financial Institutions, Customers, Vendors and Service Providers for the valuable support and co-operation extended by them during the year.

Your Directors would also like to place on record their sincere thanks and appreciation for the contribution, consistent hard work, dedication and commitment of our employees at all levels for their contribution to the success achieved by the Company.

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

Place : Pune  
Date : 30<sup>th</sup> May 2017

**Chandrakant Sanghvi**  
**Chairman & Managing Director**  
(DIN: 00116599)

### **Registered Office:**

Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033  
CIN: L29150PN1989PLC054143  
Tel No. +91 (20) 66744700  
Fax No: +91 (20) 66744724

## Annexure A to the Directors Report

### Remuneration Policy

Particulars	Details
Name of the Committee	Nomination & Remuneration Committee
Requirements as per Companies Act, 2013	As per Section 178 of the Companies Act, 2013, every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination & Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one-half shall be Independent Directors.
Requirements as per Listing Regulations	According to SEBI circular no. CIR/CFD/POLICY CELL/2/2014 dated 17 <sup>th</sup> April 2014 and Regulation 19 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, it is mandatory for companies to set up a Nomination & Remuneration Committee to formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend a policy relating to the remuneration of the Directors, key managerial personnel and other employees. The Committee will be formulating criterion to evaluate Independent Directors and identifying people who are qualified to be appointed as Directors and at the senior management levels.
Terms of Reference	<p>The functioning and the terms of reference of the Committee are consistent with the recommendations as prescribed under the Listing Regulations.</p> <p>The Committee governs, reviews and recommends remuneration/perquisite/commission package payable to the Managing Director, Executive Director and other Managerial Personnel (if any), within the overall ceiling as prescribed by the Board / under the Companies Act, 2013. Further, it also reviews:</p> <ol style="list-style-type: none"> <li>I. the overall compensation structure and policies of the Company with a view to attract, retain and motivate employees;</li> <li>II. compensation levels of the Company's employees vis-à-vis other companies and industry in general.</li> </ol>

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

Objectives	<p>As per the Listing Regulations, the role of the Committee shall, inter alia, include the following:</p> <ol style="list-style-type: none"> <li>1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;</li> <li>2. Formulation of criteria for evaluation of Independent Directors and the Board;</li> <li>3. Devising a policy on Board diversity;</li> <li>4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.</li> </ol>
Model Role & Responsibilities of the Committee	<p>Assisting the Board in:</p> <ol style="list-style-type: none"> <li>1. Evaluate the Whole-Time Director's performance in the light of these established goals and objectives;</li> <li>2. Review and recommend the compensation and variable pay for Whole-Time Directors to the Board;</li> <li>3. Reviewing and overseeing Company's employee benefit programs;</li> <li>4. The Committee shall perform an annual evaluation on its performance, using the established procedures by the Committee;</li> <li>5. The Committee shall review and approve the disclosures in Annual Report;</li> <li>6. Recommend new Board Members in case of resignation of current Members or a planned expansion of the Board;</li> <li>7. Management and employee hiring, training, development, deployment and motivation and internal communication and culture building.</li> </ol>
No. of Members	<p>The Committee shall include at least three Independent Directors. The Chairman of the Committee shall be designated by the Board.</p> <p>At present the Nomination &amp; Remuneration Committee of Board of Directors of SML consists of four Members and all of them are Independent Directors.</p>
Quorum	<p>The quorum of the meetings shall be one third of the total strength or two Directors whichever is more. The attendance through video conferencing is permitted under Companies Act, 2013. Hence the Board may consider the attendance through video conferencing.</p>
Reporting Authority	Board of Directors
Review of Committee Charter	<p>To review the adequacy of the charter in every two years and to recommend any proposed changes in the charter to the Board.</p>

## Annexure B to the Directors Report

Form No. MR-3

### Secretarial Audit Report

For The Financial Year Ended 31<sup>st</sup> March, 2017

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
Members,  
**Sanghvi Movers Limited**  
S. No. 92 Tathawade  
Taluka Mulshi,  
Pune - 411033

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SANGHVI MOVERS LIMITED. (hereinafter called as "the Company or SML"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There are no events occurred during the period which attracts provisions of these guidelines hence not applicable.

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: There are no events occurred during the period which attracts provisions of these guidelines hence not applicable.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: There are no events occurred during the period which attracts provisions of these guidelines hence not applicable.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: There are no events occurred during the period which attracts provisions of these guidelines hence not applicable. And
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: There are no events occurred during the period which attracts provisions of these guidelines hence not applicable.
- vi. We further report that, having regard to the compliance system prevailing in SML and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to SML:
- a. Water (Prevention and Control of Pollution) Act, 1974;
  - b. Motor Vehicles Act, 1988.

We have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India:
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited;

During the period under review the Company has generally complied with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Some e-forms were filed with the Registrar of Companies, Pune with a delay by payment of additional fees.
2. Form MGT 14 pursuant to section 117 (3) (c) of the Companies Act, 2013 for the board resolution passed for reappointment of Managing Director for term of five years is yet to filed. However Company has filed form MGT 14 and MR 1 for the resolution passed in the Annual General Meeting for reappointment of Managing Director for a term of 5 years.
3. Form MGT 14 pursuant to section 117 (3) (g) read with Section 179 (3) (g) of the Companies Act, 2013 for the board resolution passed for Approval of Financial Statements for F.Y 2015-16 is yet to filed. However Company has filed form MGT 14 for Approval of Directors' report for F.Y. 2015-16.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes



on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decision in the board meetings were carried through by majority and it was informed to us while there were no dissenting views of the members and hence not captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period SML has not taken any actions or enter into events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **KANJ & ASSOCIATES,**  
**Company Secretaries,**

**V. S. KHANVALKAR**  
PARTNER

FCS No.: 2489  
C P No.:1586

Date: 30<sup>th</sup> May, 2017  
Place: Pune

This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

## Annexure A

To,  
Members,  
**Sanghvi Movers Limited**  
S. No. 92 Tathawade  
Taluka Mulshi,  
Pune - 411033.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **KANJ & ASSOCIATES,**  
**Company Secretaries,**

**V. S. KHANVALKAR**  
PARTNER

FCS No.: 2489  
CP No.: 1586

Date: 30<sup>th</sup> May, 2017  
Place: Pune

## Annexure C to the Directors Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

(as on the financial year ended on 31<sup>st</sup> March 2017)

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. Registration and Other Details:

I	CIN	L29150PN1989PLC054143
II	Registration Date	03 <sup>rd</sup> November 1989
III	Name of the Company	Sanghvi Movers Limited
IV	Category / Sub-Category of the Company	Company having share capital
V	Address of the Registered office and contact details	S. No. 92, Tathawade, Taluka Mulshi, Pune – 411033
VI	Whether listed company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Block No 202, Akshay Complex, 2 <sup>nd</sup> Floor, Near Ganesh Temple, Off Dhole Patil Road, Pune – 411001

### II. Principal Business Activities of the Company

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Crane hiring services	773	99.65
2	Power generation	4320	0.35

### III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1	NA	NA	NA	NA	NA

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	Category of Shareholders	Shareholding at the beginning of the year - 2016			Shareholding at the end of the year - 2017			% Change during the year	
		Demat	Physical	Total	% of Total	Demat	Physical		Total
(A)	Shareholding of Promoter and Promoter Group								
[1]	Indian								
(a)	Individuals / Hindu Undivided Family	57,70,129	1,45,00,000	2,02,70,129	46.82	57,70,129	1,45,00,000	2,02,70,129	46.82
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00
(d)	Any Other (Specify)								
	Bodies Corporate	25,000	0	25,000	0.06	25,000	0	25,000	0.06
	Sub Total (A)(1)	57,95,129	1,45,00,000	2,02,95,129	46.88	57,95,129	1,45,00,000	2,02,95,129	46.88
[2]	Foreign								
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00
(e)	Any Other (Specify)								
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	57,95,129	1,45,00,000	2,02,95,129	46.88	57,95,129	1,45,00,000	2,02,95,129	46.88
(B)	Public Shareholding								
[1]	Institutions								
(a)	Mutual Funds / UTI	1,01,18,801	3,000	1,01,21,801	23.38	66,46,524	0	66,46,524	15.35
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00
(e)	Foreign Portfolio Investor	21,21,485	0	21,21,485	4.90	12,77,733	0	12,77,733	2.95
(f)	Financial Institutions / Banks	5,706	0	5,706	0.01	32,745	0	32,745	0.08
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00
(i)	Any Other (Specify)								
	Foreign Financial Institution	0	0	0	0.00	0	0	0	0.00
	UTI	0	2,000	2,000	0.00	0	2,000	2,000	0.00
	Sub Total (B)(1)	1,22,45,992	5,000	1,22,50,992	28.30	79,57,002	2,000	79,59,002	18.38
[2]	Central Government/ State Government(s)/ President of India								
	Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00

	Category of Shareholders	Shareholding at the beginning of the year - 2016			Shareholding at the end of the year - 2017			% Change during the year	
		Demat	Physical	Total	% of Total	Demat	Physical		Total
[3]	Non-Institutions								
(a)	Individuals								
(i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	38,74,972	2,19,040	40,94,012	9.46	56,48,498	2,12,540	58,61,038	13.54
(ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	38,80,983	0	38,80,983	8.97	51,04,565	0	51,04,565	11.79
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00
(e)	Any Other (Specify)								
	Trusts	0	0	0	0.00	0	0	0	0.00
	Hindu Undivided Family	3,61,778	0	3,61,778	0.84	5,37,545	0	5,37,545	1.24
	Foreign Companies	0	0	0	0.00	0	0	0	0.00
	Non Resident Indians (Non Repat)	3,23,967	0	3,23,967	0.75	3,34,137	0	3,34,137	0.77
	Non Resident Indians (Repat)	4,15,749	0	4,15,749	0.96	5,07,117	0	5,07,117	1.17
	Clearing Member	66,784	0	66,784	0.15	1,55,209	0	1,55,209	0.36
	Bodies Corporate	15,94,106	4,500	15,98,606	3.69	25,29,758	4,500	25,34,258	5.85
	Sub Total (B)(3)	1,05,18,339	2,23,540	1,07,41,879	24.82	48,16,829	2,17,040	1,50,33,869	34.73
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	2,27,64,331	2,28,540	2,29,92,871	53.12	2,27,73,831	2,19,040	2,29,92,871	53.12
	Total (A)+(B)	2,85,59,460	1,47,28,540	4,32,88,000	100.00	2,85,68,960	1,47,19,040	4,32,88,000	100.00
(C)	Non Promoter - Non Public								
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00
	Total (A)+(B)+(C)	2,85,59,460	1,47,28,540	4,32,88,000	100.00	2,85,68,960	1,47,19,040	4,32,88,000	100.00

**ii. Shareholding by Promoters and Promoter Group**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in the shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ Encumbered to total shares	
1	Chandrakant Phoolchand Sanghvi	10,031,098	23.17	-	10,031,098	23.17	-	0.00
2	Rishi Chandrakant Sanghvi	5,319,740	12.28	-	5,319,740	12.28	-	0.00
3	Mina Chandrakant Sanghvi	4,418,791	10.21	-	4,418,791	10.21	-	0.00
4	Niyoshi Chandrakant Sanghvi	500,500	1.16	-	500,500	1.16	-	0.00
5	Jethi Builders & Traders Private Limited	25,000	0.06	-	25,000	0.06	-	0.00

**iii. Change in Promoters Shareholding**

Sl. No.	Particulars	Shareholding at the beginning of the year		No. of shares		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At beginning of the year: Date wise increase / decrease in promoters' shareholding during the year specifying the reasons for increase / decrease (e.g. transfer / sale/purchase, etc)	20,295,129	46.88	0	0				
1	Chandrakant Phoolchand Sanghvi	10,031,098	23.17	0	0	10,031,098	23.17	10,031,098	23.17
2	Rishi Chandrakant Sanghvi	5,319,740	12.28	0	0	5,319,740	12.28	5,319,740	12.28
3	Mina Chandrakant Sanghvi	4,418,791	10.21	0	0	4,418,791	10.21	4,418,791	10.21
4	Niyoshi Chandrakant Sanghvi	500,500	1.16	0	0	500,500	1.16	500,500	1.16
5	Jethi Builders And Traders Pvt. Ltd.	25,000	0.06	0	0	25,000	0.06	25,000	0.06
	At the end of the year:							20,295,129	46.88

**iv. Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDR's and ADR's)**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year		No. of shares		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1	Kedar Dattatraya Borgaonkar	15,77,770	3.64	5,18,945	-	20,96,715	4.84
2	HDFC Trustee Company Limited - HDFC Prudence Fund	21,92,264	5.06	-	5,00,000	16,92,264	3.91
3	DSP Blackrock Micro Cap Fund	0	0	10,98,012	-	10,98,012	2.54
4	Reliance Capital Trustee Co Ltd-A/C Reliance Mid & Small Cap Fund	7,50,000	1.73	3,27,500	-	10,77,500	2.49
5	HDFC Trustee Company Limited - HDFC Infrastructure Fund	15,00,000	3.47	-	7,12,862	7,87,138	1.82
6	TVF Fund Ltd	8,02,945	1.85	-	1,54,130	6,48,815	1.50
7	DSP Blackrock Small And Mid Cap Fund	0	0	5,56,054	-	5,56,054	1.28
8	HSBC Midcap Equity Fund	4,35,954	1.01	1,12,000	-	5,47,954	1.27
9	DSP Blackrock India T.I.G.E.R. Fund	0	0	5,29,156	-	5,29,156	1.22
10	Sanghvi Erectors Pvt. Ltd.	6,19,414	1.43	-	1,63,307	4,56,107	1.05

**V. Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding at the beginning of the year		No. of shares		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1	Mr. C. P. Sanghvi	10,031,098	23.17	0	0	10,031,098	23.17
2	Mr. Dara Damania	Nil	Nil	0	0	Nil	Nil
3	Mr. S. Padmanabhan	Nil	Nil	0	0	Nil	Nil
4	Mr. Pradeep R. Rathi	Nil	Nil	0	0	Nil	Nil
5	Mr. Dinesh Munot	Nil	Nil	0	0	Nil	Nil
6	Mr. V. B. Mainkar	3,577	0.008	0	0	3,577	0.008
7	Mr. Madhukar V. Kotwal	Nil	Nil	0	0	Nil	Nil
8	Mrs. Mina C Sanghvi	4,418,791	10.21	0	0	4,418,791	10.21
9	Mr. Sham. D. Kajale	Nil	Nil	0	0	Nil	Nil
10	Mr. Rajesh P. Likhite	Nil	Nil	0	0	Nil	Nil

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### VI. Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	5,792,024,453	228,280,000	-	6,020,304,453
ii) Interest due but not paid	2,785,211	15,391,047	-	18,176,258
iii) Interest accrued but not due	79,951,869	-	-	79,951,869
<b>Total (i+ii+iii)</b>	<b>5,874,761,533</b>	<b>243,671,047</b>	<b>-</b>	<b>6,118,432,580</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	-	94,623,505	-	94,623,505
· Reduction	(724,414,397)	-	-	(724,414,397)
<b>Net Change</b>	<b>(724,414,397)</b>	<b>94,623,505</b>	<b>-</b>	<b>(629,790,892)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,061,230,547	320,852,000	-	5,382,082,547
ii) Interest due but not paid	86,677,459	-	-	86,677,459
iii) Interest accrued but not due	2,439,129	17,442,552	-	19,881,681
<b>Total (i+ii+iii)</b>	<b>5,150,347,135</b>	<b>338,294,552</b>	<b>-</b>	<b>5,488,641,687</b>

### VII. Remuneration of Directors and Key Managerial Personnel

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. C. P. Sanghvi	Mr. Sham D. Kajale	
1.	Gross salary	202.80	57.60	260.40
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	4.92	7.82	12.74
	(c) Profits in lieu of salary under Section 17(3) Income- Tax Act, 1961			
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit	163.14	Nil	163.14
	- Others, specify			
5.	Gratuity provision for the year	87.16	-*	87.16
6.	Others, Contribution to Superannuation fund and National Pension Scheme	Nil	1.50	1.50
			4.66	4.66
	<b>Total (A)</b>	<b>458.02</b>	<b>71.58</b>	<b>529.60</b>
	Ceiling as per the Act	₹ 1,091.78 Lakhs (being 10% of net profit of the Company calculated as per the provisions of the Companies Act, 2013)		

\*As gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the Key Managerial Personnel cannot be individually identified, had the Company calculated the gratuity on arithmetical basis, gratuity expense pertaining to Mr. Sham Kajale would have amounted to ₹ 6.25 lakhs (2016: ₹ 7.25 lakhs). However, contribution toward superannuation fund is included as part of managerial remuneration.



**B. Remuneration to other Directors:**

(₹ in Lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Dara Damania	Mr. V. B. Mainkar	Mr. S. Padmanabhan	Mr. P. R. Rathi	Mr. Dinesh Munot	Mr. Madhukar V. Kotwal	
1.	Independent Directors · Fee for attending Board Committee Meetings · Commission · Others, please specify	2.10 Nil Nil	4.30 Nil Nil	3.70 Nil Nil	2.70 Nil Nil	3.30 Nil Nil	2.20 Nil Nil	18.30 Nil Nil
	<b>Total (1)</b>	2.10	4.30	3.70	2.70	3.30	2.20	18.30
Sl. no.	Particulars of Remuneration	Mr. Mina C. Sanghvi						Total Amount
2.	Other Non-Executive Directors · Fee for attending Board Committee Meetings · Commission · Others, please specify	2.20 Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	2.20
	<b>Total (2)</b>	2.20	Nil	Nil	Nil	Nil	Nil	2.20
	<b>Total (B)=(1+2)</b>	4.30	4.30	3.70	2.70	3.30	2.20	20.50
	<b>Total Managerial Remuneration</b>							609.50
	Overall Ceiling as per the Act	₹ 1,200.96 Lakhs (being 11% of net profit of the Company calculated as per the provisions of the Companies Act, 2013)						

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(₹ in Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel Mr. Rajesh Likhite Company Secretary
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	15.43 2.77
2.	Stock Option	Nil
3.	Sweat Equity	Nil
4.	Commission - as % of profit - others, specify	Nil
	<b>Total</b>	18.20

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fee imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
A	<b>Company</b>	-	-	-	-	-
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B	<b>Directors</b>	-	-	-	-	-
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
C	<b>Other Officers in default</b>	-	-	-	-	-
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

## Annexure D to the Directors Report

Details of the Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as follows:

(₹ in Lakhs)

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director/ KMP for financial year 2016-17	% increase in Remuneration in the financial year 2016-17	Ratio of remuneration of each Director/KMP to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1	Mr. C. P. Sanghvi Chairman & Managing Director	458.02	5%	82	The growth in revenue was 5% and net profit of ₹ 10,918 Lakhs, as compared to the previous year's net profit of ₹ 10,696 Lakhs.
2	Mr. Sham D. Kajale Executive Director & CFO	71.58	20%	16	
3	Mr. Rajesh P. Likhite Company Secretary	18.20	15%	4.0	

- The median remuneration of employees of the Company during the financial year 2016-17 was ₹ 4.53 Lakhs.
- In the financial year 2016-17, there was an average increase of 9.5% in the median remuneration of employees.
- As on 31<sup>st</sup> March 2017, there were 256 permanent employees who were on the payroll of the Company.
- Relationship between average increase in remuneration and Company performance:  
The Company earned a Profit after Tax of ₹ 10,593.20 Lakhs for the financial year ended 31<sup>st</sup> March 2017 as compared to profit of ₹ 10,244.51 Lakhs in the previous year, whereas the median remuneration increased by 9.5% which was in line with Company performance.
- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: ₹ 463 Lakhs in 2016-17 to ₹ 429 Lakhs in 2015-16 whereas Profit after Tax was ₹ 10,918 Lakhs as compared to profit of ₹ 10,696 Lakhs in 2015-16.
- Variations in market capitalisation of the Company: The market capitalisation as on March 31 2017 was ₹ 1054.71 Crores (₹ 1234.57 Crores as on March 31 2016).

7. Price Earnings Ratio of the Company as at March 31 2017 : 9.70.
8. Percentage increase in the market quotation of the shares of the Company, when the Company came out with the last public offer: 1433%
9. The average percentage increase in the salaries of employees excluding Key Managerial Personnel was 9.9% over the previous year. The average increase in the salaries of Key Managerial Personnel was 7.31%. The increase in KMP remuneration was based on the recommendations of the Nomination & Remuneration Committee to revise the remuneration as per Industry Benchmark.

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

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

**Chandrakant Sanghvi**  
**Chairman & Managing Director**  
(DIN: 00116599)

Place : Pune  
Date : 30<sup>th</sup> May 2017

## Annexure E to the Directors Report

### FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2)  
of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Sl. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
Not applicable								

2. Details of contracts or arrangements or transactions at Arm's length basis:

Sr.No.	Particulars	Details				
		Mr. C. P. Sanghvi	Mrs. Mina C. Sanghvi	Thyssenkrupp Industries Private Limited	Mr. Rishi C. Sanghvi	Maharashtra Erectors Private Limited
1	Name (s) of the related party	Mr. C. P. Sanghvi	Mrs. Mina C. Sanghvi	Thyssenkrupp Industries Private Limited	Mr. Rishi C. Sanghvi	Maharashtra Erectors Private Limited
2	Nature of relationship	Promoter Director	Promoter Director	Mr. Dara Damania is a Director of Thyssenkrupp Industries Private Limited	Promoter of the Company and Son of Mr. C. P. Sanghvi and Mrs. Mina C. Sanghvi	Mr. C. P. Sanghvi and Mrs. Mina C. Sanghvi
3	Nature of contracts/ arrangements/transaction	Loan availed	Loan availed	Crane charges	Salary	Crane and trailer charges
4	Duration of the contracts/ arrangements/transaction	01.04.2016 to 31.03.2017				
5	Salient terms of the contracts or arrangements or transaction	State Bank of India, Fixed Deposit interest rate prevailing at the time of acceptance of deposit	State Bank of India, Fixed Deposit interest rate prevailing at the time of acceptance of deposit	In the ordinary course of business as per the purchase orders raised from time to time	Salary paid is at par with industry standards.	In the ordinary course of business
6	Date of approval by the Board	11.11.2013	11.11.2013	25.05.2016	25.05.2016	25.05.2016
7	Value of the transactions (₹ in Lakhs)	1,340.00	157.00	302.81	22.13	52.85

For **Sanghvi Movers Limited**

**Chandrakant Sanghvi**  
**Chairman & Managing Director**

(DIN: 00116599)

Place : Pune

Date : 30<sup>th</sup> May 2017

## Annexure F to the Directors Report

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

**Objectives:**

The objective of CSR policy is to lay down guidelines for proper functioning of CSR activities, to attain sustainable development of the nearby society:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder;
2. To recommend the amount of expenditure to be incurred on the activities referred to above;
3. To monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time;
4. To recommend to the Board necessary amendments, if any, in the CSR policy from time to time;
5. To monitor the budget under the CSR activities of the Company;
6. To accomplish the various CSR projects of the Company independently or through any other eligible NGO/Social Institute, as the case may be;
7. To seek information from any employee as considered necessary;
8. To obtain outside legal professional advice as considered necessary, and
9. To secure attendance of outsiders with relevant expertise.

**CSR Methodology:**

All projects are identified in a participatory manner and gauging their basic needs. The focus areas identified are as follows:

1. Education;
2. Health care;
3. Sustainable livelihood;
4. Infrastructure development.

Prior to the commencement of projects, a baseline study of the villages will be carried out and the same will be tabled before the CSR Committee for its consideration.

**2. The Composition of CSR Committee.**

The Corporate Social Responsibility (CSR) Committee of Board of Directors consists of three Members namely, Mr. S. Padmanabhan, Independent Director, Mr. Dara Damania, Independent Director & Mrs. Mina C. Sanghvi, Non Executive Women Director. Mrs. Mina C. Sanghvi is the Chairperson of the Committee.

**3. Average net profit of the Company for the last three financial years:**

₹ 5,734.08 Lakhs

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):**

₹ 114.68 Lakhs

**5. Details of CSR spent during the financial year 2017:**

- Total amount to be spent for the financial year 2017: ₹ 114.68 Lakhs
- Amount unspent, if any: ₹ Nil
- Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where the Projects or programs	Amount outlay (budget) Project or program wise (₹ in Lakhs)	Amount spent on Project or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads: (₹ in Lakhs)	Cumulative expenditure up to the reporting period (₹ in Lakhs)	Amount spent: Direct or through implementing Agency
				Direct	Overheads		
1.	Promoting education by providing educational materials, such as Uniform, Shoes, Wardrobe, water purifier etc. Monitory help for education of bright students to the following entities: Maher, Vanitashray, Teach for India, Pune City Connect Development Foundation, National Federation of Blind Maharashtra, I Teach Movement, Helpline and Sant Gajanan Maharaj Shikshan Sanstha	Education	Local area:	85.00	78.47	78.47	Direct & through implementing Agency
2.	Donation to Hospitals, NGO's etc. viz. Lata Mangeshkar Medical Foundation, Navshitiij, Ashray, Late Vaibhav Phalnikar Memorial Foundation and Janseva Foundation	Healthcare	Maharashtra (Pune District)	38.00	35.90	35.90	Direct & through implementing Agency
3	KEM Hospital Micro Grid Village Project	Infrastructure Development	Maharashtra (Pune district)	07.00	07.00	07.00	Direct & through implementing Agency
			Total	130.00	121.37	121.37	

- In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.: N.A.
- A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

**For Sanghvi Movers Limited**

**Chandrakant Sanghvi**  
**Chairman & Managing Director**

Place : Pune

Date : 30<sup>th</sup> May 2017

**For Sanghvi Movers Limited**

**Mina C. Sanghvi**  
**Chairperson of CSR Committee**

## Management Discussion & Analysis Report

### Review of Economy/Economic Outlook/Economic Environment/Economic Overview

According to World Bank report of January 2017, financial year 2016-17 was another difficult year characterised by stagnant global trends, subdued investment and heightened policy uncertainties. Global growth in year 2016-17 is estimated at 2.3% and is projected to recover moderately at 2.7% in year 2017-18. Growth in emerging market and developing economies is expected to accelerate in year 2017-18.

Amidst uncertain environment, India stood out as a bright spot in the world economic landscape. India's economy recorded a growth rate of 7.1% in terms of real Gross Domestic Product (GDP) in 2016-17. Inflation moderated, with the average level of Consumer Price Inflation declining to 2.99% in April 2017 from 5.3% at the beginning of the year. In early November 2016, the Central Government announced the demonetisation of the largest currency notes viz. ₹ 500 and ₹ 1000 note. In the short term since large parts of the Indian Economy were cash based, consumer demand was negatively affected. The cash dependent economy has been most hit, therefore it disrupt some sectors of the market especially in rural areas. However the long term effect of demonitisation is reckoned by most experts to be generally good for the economy with expansion of the tax base and increased focus on digitization enabling the government to increase spending on infrastructure and the rural economy.

In spite of efforts from the Government to revive the investment cycle, surplus capacities and the low commodity prices have not been conducive for it. The core sectors such as power, steel, cement, oil & gas, etc., on which the capital goods industry depend, continue to remain stagnant. Investments in these sectors continue to languish.

India's macroeconomic stability provides the foundation of economic success. The Government is expected to end the year with a fiscal deficit of 3.5% of GDP (on target). Consumer Price Index (CPI) declined to 3.7% in April 2017 and is expected to remain below 5.0% range. Other economic indicators such as Current Account Deficit, Foreign Direct Investment, Fiscal Deficit all show a positive trend. The increase in government spend on numerous sectors such as roads (up by 52% in Financial Year 2016-17 from previous year), railways (up by 27% in financial year 2016-17 from previous year) etc. has fueled economic growth. Additionally, changes in the bank rates in financial year 2016-17 will aid in realizing various government initiatives. *(Source Economic Survey)*

There has been substantial progress towards implementing GST (Goods and Service Tax) - one of the most significant reforms since independence is expected to be live. In the medium-term, demonetisation will lead to liquidity expansion in the banking system, lower lending rates and will lift economic activity. While private investments have yet to pick-up, continued infrastructure spending by government will improve the business climate and will ultimately attract more private investments in the coming period. World Bank forecast estimates India's economy to grow in the range of 7.4% to 7.6% in FY 2017-18.

While overall indicators to growth seem positive, India will have to guard against risks to economy coming from slow speed of remonetisation, increasing provisions for NPAs by major banks and possible widening of fiscal deficit due to upcoming elections in year 2019.

With increased global integration, emerging economies like India will also face challenges from -

- (a) expected monetary policy stance of US Federal Reserve to increase the policy rates in year 2017,
- (b) uncertainties around commodity prices and
- (c) increasing protectionist stance of some of the countries.

Foreign Direct Investment inflows (FDI) increased by 26% in the April-December period of 2016 over the corresponding period of the previous year. While there were many positives and the country remains the fastest growing major economy during the year, performance against the country's potential and expectations remain moderate.

The Indian rupee appreciated significantly during the year from around ₹ 66.42 to a US Dollar to ₹ 64.86 to a US Dollar.



## About Sanghvi Movers Limited

Sanghvi Movers Limited is India's largest crane hiring Company in India. The performance of the Company is dependent on the Indian Economy, more particularly investments in infrastructure and core sector of the economy both by private as well as public sector undertakings. The Company operates in single segment of Crane Hiring Services.

Total revenue from operations was ₹ 56,288.21 Lakhs for the year ended 31<sup>st</sup> March 2017, as against ₹ 53,728.79 Lakhs for the corresponding previous year, an increase of 5%. The EBITDA (earnings before interest, tax and depreciation) was ₹ 37,622.27 Lakhs, an increase of 6% over the corresponding period, mainly on account of improved market sentiments, increased revenues from windmill, power, refinery, infrastructure sectors. Against the challenging market conditions, your Company maintained growth during the financial year 2016-17.

## Industry

Your Company is the Largest Crane Hiring Company in India and 6<sup>th</sup> Largest in the World, as per rankings from Cranes International Magazine (source: June 2017 issue). It is engaged in the business of providing hydraulic and crawler cranes to various industries in the infrastructure and core sector areas with a fleet of 428 medium to large size hydraulic truck mounted telescopic & lattice boom cranes and crawler cranes with lifting capacity 20 Tons to 800 Tons. In the next couple of years, your Company will focus more on renting cranes to Power, Refineries, Thermal power, Steel, Cement, Aluminum Plants, Refinery, Metro and Hydro Power sectors.

Your Company's main business is operation of Cranes, which accounted for 99.65% of the revenues. Company's extensive network all over India through various depots enables our customers to avail our services efficiently. The Company is confident of meeting any demand spikes in the next fiscal year, based on the demand and implementation of projects currently in hand.

## Opportunities and Threats

The Central Government's emphasis on the renewable energy more particularly on wind power generation and solar energy will bound to increase the demand for the crane rental business. In view of the increased investments in the renewable energy sector and upcoming projects in refinery and gas, cement, power and steel sector, your Company expects increase in demand and rental for the cranes.

Your Company has been providing heavy lift, plant erection and maintenance services to various large scale projects. Your Company has maintained a good track record in terms of effective deployment of cranes at competitive rates with due regard to time schedule as well as safety and efficiency in operations.

The growth of crane rental business is constrained due to higher capital cost may result in availability of suitable cranes as per market demand. There is a concern for safety of cranes at work sites. The introduction of GST may result into simplified tax regime.

The Company's operations may get affected on account of increase in competition in crane hiring business, delay in receivables.

## Outlook

The Company has concentrated its fleet of cranes more on heavy duty cranes (cranes above 100 Tons). At present more than 90% of gross block of cranes is in 100 MT & above. Obviously, more than 90% of the Company's turnover is contributed by higher tonnage cranes.

## Risks and concerns/Risk management

The crane hiring business is exposed to a wide spectrum of risks and it is imperative that the various risks faced by the Company are effectively measured, monitored and managed. A robust Risk Management framework enables effective and proactive management of various risks, while supporting business growth. It helps to reduce volatility in earnings and enhances shareholder value.

The Board of Directors of your Company endorses the risk strategy and approves the risk policies. The Risk Management Committee of the Board supervises implementation of the risk strategy. It guides the development of policies, procedures and systems for managing risk. The committee periodically reviews risk level.

- Economic Risk** : The international economic crisis is manifestation of larger issues and the economic ills plaguing the world economies. The global economic conditions may affect the Indian economy.
- Competition Risk** : Currently, your Company faces competition threat from various domestic as well as foreign players. This results in to decrease in market share of the Company and putting pressure on pricing power (yield) of the Company.
- Manpower Risk** : Due to emerging competition, there might be shortage of Skilled Operators and Technical Staff. Also there is possibility of poaching of good manpower, as we have experienced staff.
- Financial Risk** : Our cranes are being deployed in the infrastructure and core sector of the economy. Any slowdown in the Capex cycle more particularly in infrastructure & core sector may affect revenues of the Company.
- Credit Risk:** The Company's risk management policy is established to identify and analyse the risks faced by the Company, to set appropriate credit limits and controls and to monitor risks and adherence to credit limits of Trade Receivables.
- Liquidity Risk:** The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Consequently cash and cash equivalents may increase / decrease due to change in Company's operating profit.
- Market Risk:** Though the Company operates only in India, the Company is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies. Consequently, the results of the Company's operations may affect as the Indian rupee appreciates/depreciates against these currencies.

### **Internal Control System and their Adequacy**

The Company also has process of management reporting transactions and compliance with relevant laws and regulations commensurate with its periodical review. The Company has adequate safeguards and controls over the use of its assets, generation of resources and meeting of various expenses and the systems are closely monitored by the management.

### **Human Resource Development**

The Company believes that employees are one of its greatest assets. Considering the business challenges, management has initiated various training and development activities to upgrade skills and knowledge of the employees. Your Company has a team of professionally qualified personnel to look after technical and commercial aspects of business operations. Its technical team includes qualified engineers, skilled operators and expert maintenance staff. Employee relations have been cordial. Your Company had 1,749 employees including indirect labour as on 31<sup>st</sup> March 2017.

### **Disclosure to the Board by the Management**

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussion nor do they vote on such matters.

### **Cautionary Statement**

The information contained herein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other persons without the express prior written permission of the Company.

## Report on Corporate Governance

In accordance with the Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*hereinafter referred as listing regulations*) and practices followed on Corporate Governance, the report containing the details of Corporate Governance system and process at Sanghvi Movers Limited is as under:

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company firmly believes in good corporate governance. Good governance encompasses conduct of the Company's business in an ethical, transparent, fair and equitable manner with due regard to the interests of various stakeholders, exercising proper control over the Company's assets and transactions.

Sanghvi Movers Limited's core values are based on integrity, respect for the law and compliance thereof, emphasis on superior service and a caring spirit. In Sanghvi Movers Limited, we believe that good governance is a systemic process which enables the Company to operate in a manner that meets with the ethical, legal and business expectations and at the same time fulfils its social responsibilities.

The Sanghvi Movers Limited Board endeavours, by leveraging the resources at its disposal and fostering an environment for growth and development of human resources. The management team is fully empowered to take the Company forward within the framework of effective accountability, which in turn enables the conversion of opportunities into achievements for the betterment of the Company and its stakeholders. The Directors present the Company's report on corporate governance. Sanghvi Movers Limited believes that good governance generates goodwill among business partners, customers and investors and earns respect from society at large. Your Company is committed to the principles of good governance.

### BOARD OF DIRECTORS

#### Composition and size of the Board

The Board of Directors of the Company has a combination of Executive, Non-Executive and Independent Directors, to maintain the independence of the Board. As on 31<sup>st</sup> March 2017, the Company's Board consists of Nine Directors. It comprises of One Managing Director, One Executive Director, One Non-Executive Non-Independent Woman Director and Six Non-Executive Independent Directors.

The composition of the Board and category of Directors is as follows:

Category	Name
Promoter – Chairman & Managing Director	Mr. Chandrakant P. Sanghvi
Independent Director	Mr. Vijay B. Mainkar
Independent Director	Mr. Dara N. Damania
Independent Director	Mr. S. Padmanabhan
Independent Director	Mr. Pradeep R. Rathi
Independent Director	Mr. Dinesh H. Munot
Independent Director	Mr. Madhukar V. Kotwal
Non-Executive Woman Director	Mrs. Mina C. Sanghvi
Executive Director & CFO	Mr. Sham D. Kajale

### Independent Directors

Independent Directors are Non-Executive Directors, who other than receiving Director's sitting fees do not have any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its associates, which may affect the independence of the Director and who are not related to the promoters or senior management of the Company and who has not been an executive of the Company and who is not a partner or an executive of the statutory audit firm, internal audit firm, legal firm and consulting firm who is associated with the Company and who is not a material supplier, service provider or customer or a lessor or a lessee of the Company, which may affect the independence of the Director.

The following table gives details of Directors, attendance of Directors at the Board Meetings and at the last annual general meeting, number of memberships held by Directors in the Board/Committees of various companies as of 31<sup>st</sup> March 2017:

Name	Attendance Particulars		Number of Other Directorships and Committee Memberships/Chairmanships		
	Board Meetings	Last AGM	Other Directorships *	Committee Memberships**	Committee Chairmanships**
Mr. Chandrakant Sanghvi	4	Yes	-	-	-
Mr. Vijay Mainkar	4	Yes	-	-	-
Mr. Dara Damania	2	No	4	3	1
Mr. S. Padmanabhan	4	Yes	6	1	1
Mr. Pradeep Rathi	3	Yes	7	4	1
Mr. Dinesh Munot	4	No	1	-	-
Mr. Madhukar V. Kotwal	3	Yes	-	-	-
Mrs. Mina C. Sanghvi	3	Yes	-	-	-
Mr. Sham D. Kajale	4	Yes	-	-	-

\* Excludes directorship in Sanghvi Movers Limited. Also excludes directorship in Private Companies, Companies incorporated under Section 8 of the Companies Act, 2013.

\*\* For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered. Also excludes the Memberships & Chairmanships in Sanghvi Movers Limited.

### No. of Board Meetings held during the year along with the dates of the meetings

The meetings of the Board are normally held at the Company's Registered Office in Pune. The notice along with agenda is circulated to the Directors well in advance. During the year 2016-2017, the Board met four times on the following dates, namely, 25<sup>th</sup> May 2016, 11<sup>th</sup> August 2016, 09<sup>th</sup> November 2016 and 09<sup>th</sup> February 2017 and the maximum time gap between two meetings did not exceed one hundred and twenty days. The Board meets atleast once in each quarter to review the quarterly financial results and to consider other items on the agenda.

### Board Procedures

The dates for meetings of the Board of Directors and its Committees are scheduled in advance and published as a part of the Annual Report. The Agenda and the explanatory notes are circulated well in advance to the Directors in accordance with the Secretarial Standards.



The Managing Director and Executive Director & CFO make presentations to the Board on matters including but not limited to the Company's performance, operations, plans, etc. The Board has complete access to any information within your Company which includes the information as specified in Regulation 17 of the Listing Regulations. Regular updates provided to the Board, inter alia, include:

- Capex plan and updates;
- Quarterly financial results for your Company;
- Minutes of meetings of Committees of the Board of Directors;
- The information on recruitment and remuneration of Senior Management Personnel just below the level of Board of Directors;
- Show cause, demand, prosecution and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, if any;
- Sale of a material nature, or of investments and assets which are not part of the normal course of business;
- Details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer; and
- Any other information which is relevant for decision making by the Board.

#### **Evaluation of the Board Effectiveness**

In accordance with the provisions of the Companies Act, 2013 and Rules thereunder, Part D of Schedule II of the Listing Regulations and SEBI guidance note dated January 05<sup>th</sup> 2017 on Board evaluation, the Board of Directors has put in place a process, to be carried out on an annual basis, to formally evaluate the effectiveness of Board as a whole, Committees of the Board, Directors, and Chairperson. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2016-17.

The Nomination & Remuneration Committee discussed on the evaluation mechanism, outcome and the feedback received from the Directors. The Independent Directors at their meeting also discussed the performance of the Non-Executive/Promoter Directors including the Chairman of the Board.

#### **Directors' inter-se relationship**

Mrs. Mina C. Sanghvi is a wife of Mr. Chandrakant Sanghvi, Chairman & Managing Director of the Company. Except this there is no other inter-se relationship amongst the Directors.

#### **No. of equity shares directly held by the Non-Executive Directors as on 31<sup>st</sup> March 2017:**

<b>Name of the Director</b>	<b>No. of Equity Shares</b>
Mr. Vijay Mainkar	3,577
Mr. Dara Damania	-
Mr. S. Padmanabhan	-
Mr. Pradeep Rathi	-
Mr. Dinesh Munot	-
Mr. Madhukar V. Kotwal	-
Mrs. Mina C. Sanghvi	44,18,791

### **Meeting of the Independent Directors**

According to the provisions of Section 149 of the Companies Act, 2013, Schedule IV of Companies Act, 2013 and Regulation 25 of LODR the Meeting of Independent Directors of the Company was held on 09<sup>th</sup> February 2017, without the presence of Non-executive Directors, Executive Directors or Management inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive /Non-Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board.

### **Familiarisation Programme for Independent Directors**

The Board has adopted Familiarisation Programmes for Independent Directors pursuant to listing regulations. The programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company and to help them in the efficient discharge of their roles, rights and responsibilities in the Company. The familiarisation programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company [http://www.sanghvicranes.com/media/SML\\_FPFID.pdf](http://www.sanghvicranes.com/media/SML_FPFID.pdf).

## **COMMITTEES**

### **AUDIT COMMITTEE**

The Audit Committee is, inter alia, entrusted with the responsibility to monitor the financial reporting, audit process, determine the adequacy of internal controls, evaluate and approve transactions with related parties, disclosure of financial information and recommendation of the appointment of Statutory Auditors. The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.

The Audit Committee was constituted to ensure prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. The quarterly results are reviewed by the Audit Committee and recommended to the Board for its adoption. The Committee invites the Managing Director, Executive Director & CFO, Statutory Auditor and Internal Auditor to attend the meetings of the Committee. The Chairman of the Committee is an Independent Director.

### **Role and objectives**

The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

1. Overseeing Company's financial reporting process and the disclosure of its information;
2. Reviewing with the management quarterly, half-yearly, nine months and annual financial statements before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013;

- b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgement by management and significant adjustments made in the financial statements arising out of audit findings;
  - c. Compliance with the Listing Regulations and other legal requirements relating to financial statements;
  - d. Disclosure of any related party transactions; and
  - e. Qualifications in the draft audit report, if any.
5. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
    - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;
    - b. whether such qualifications and experience are commensurate with the size and requirements of the Company; and
    - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.
  6. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
  7. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  8. Reviewing and approving quarterly and yearly management representation letters to the statutory auditors;
  9. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
  10. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
  11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  12. Reviewing the appointment, removal and terms of remuneration of the Internal Auditor of the Company;
  13. Evaluating the internal financial controls and risk management policies system of the Company;
  14. Discussion with the Internal Auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
  15. Review and comment upon the report made by the Statutory Auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees;
  16. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or place of profit in the Company;
  17. Reviewing the statements of significant related party transactions submitted by the management;
  18. Reviewing and Scrutinizing the inter-corporate loans and investments;
  19. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same;
  20. Approval of appointment of CFO;

21. Approving the Auditors (appointed under the Companies Act 2013) to render any service other than consulting and specialised services;
22. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
23. Review the cost audit report submitted by the cost auditor on audit of cost records, before submission to the Board for approval;
24. Review and approve, policy on materiality of related party transactions and also dealing with related party transactions; and
25. Any other matter referred to by the Board of Directors.

### Composition

As of 31<sup>st</sup> March 2017, the Audit Committee consists of five Independent Non-Executive Directors, namely, Mr. Vijay Mainkar is the Chairman of the Committee, Mr. S. Padmanabhan, Mr. Pradeep Rathi, Mr. Dara Damania and Mr. Dinesh Munot. All members of the Committee are financially literate. The Company Secretary acts as the Secretary to the committee. The Statutory Auditors and the Internal Auditor also make their presentations at the Committee meeting.

### Meetings and attendance during the year

During the year 2016-2017, the Audit Committee met four times on the following dates, namely, 25<sup>th</sup> May 2016, 11<sup>th</sup> August 2016, 09<sup>th</sup> November 2016 and 09<sup>th</sup> February 2017.

Name of Director	No. of Meeting Attended
Mr. Vijay Mainkar	4
Mr. Dara Damania	2
Mr. S. Padmanabhan	4
Mr. Pradeep Rathi	3
Mr. Dinesh Munot	4

### NOMINATION & REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination & Remuneration Committee are in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

#### Brief description of terms of reference

1. Recommend to the Board the remuneration of the Whole Time Directors, Related Party in place of Profit and key managerial personnel;
2. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
3. Carry out the evaluation of every Director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
4. Undertake any other matters as the Board may decide from time to time.

**Composition**

As of 31<sup>st</sup> March 2017, the Nomination & Remuneration Committee consists of four Independent Non-Executive Directors, namely, Mr. Vijay Mainkar is the Chairman of the Committee, Mr. S. Padmanabhan, Mr. Pradeep Rathi and Mr. Dara Damania. The Committee complies with the provisions of the Companies Act, 2013 and the corporate governance code.

**Meetings and attendance during the year**

During the year 2016-2017, the Remuneration & Compensation Committee met two times on the following dates, namely, 25<sup>th</sup> May 2016 and 09<sup>th</sup> February 2017.

Name of Director	No. of Meeting Attended
Mr. Vijay Mainkar	2
Mr. Dara Damania	1
Mr. S. Padmanabhan	2
Mr. Pradeep Rathi	2

**Remuneration policy**

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is consonance with the existing industry practice.

**Remuneration to Managing Director and other Executive Directors**

In respect of the year ended 31<sup>st</sup> March 2017, the following Remuneration was paid/payable to these Directors:

(₹ in Lakhs)

Name of Director	Salary	Allowance Ex-Gratia & Perquisites	Commission Payable	Gratuity provision for the year	Contribution towards Superannuation Scheme & National Pension Scheme	Total
Mr. C. P. Sanghvi	202.80	4.92	163.14	87.16	Nil	458.02
Mr. S. D. Kajale	57.60	7.82	Nil	-*	6.16	71.58

\*As gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the Key Managerial Personnel cannot be individually identified, had the Company calculated the gratuity on arithmetical basis, gratuity expense pertaining to Mr. S. D. Kajale would have amounted to ₹ 6.25 lakhs (2016: ₹ 7.25 lakhs). However, contribution toward superannuation fund is included as part of managerial remuneration.

Considering the valuable time given and timely guidance provided by the Non-Executive Directors, the Board of Directors and Shareholders in their respective meetings, resolved to pay sitting fees to its Non-Executive Directors.

The Company pays sitting fees to the Independent and Non-Executive Directors at the rate of ₹ 70,000/- per Board Meeting and ₹ 10,000/- per Committee meeting and also reimburses expenses for attending the meeting by these Directors.

The sitting fees paid/payable to Directors for the year ended 31<sup>st</sup> March 2017 was as follows:

Mr. Vijay Mainkar: ₹ 4,30,000/-, Mr. S. Padmanabhan: ₹ 3,70,000/-, Mr. Dara Damania: ₹ 2,10,000/-, Mr. Pradeep Rathi: ₹ 2,70,000/-, Mrs. Mina C. Sanghvi: ₹ 2,20,000/-, Mr. Dinesh Munot: ₹ 3,30,000/- and Mr. Madhukar V. Kotwal: ₹ 2,20,000/-.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

According to Section 178 (5) of the Companies Act, 2013 read with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, 'Stakeholders Relationship Committee' of the Board has been constituted, to especially look into the mechanism of redressal of grievances of shareholders.

**Brief description of terms of reference**

1. To consider and resolve the grievances of shareholders of the Company including redressal of investor complaints such as transfer or shares, non-receipt of dividend / notice / annual reports, etc. and all other related matters.
2. To oversee and review all matters connected with the transfer of the Company's securities.
3. To approve issue of the Company's duplicate share certificates.
4. To oversee the performance of the Company's Registrars and Transfer Agents.
5. To carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.

As of 31<sup>st</sup> March 2017, the Stakeholders' Relationship Committee consists of four members, Mr. Vijay Mainkar, Mr. Chandrakant Sanghvi, Mr. Dara Damania and Mr. Sham D. Kajale. Mr. Vijay Mainkar, Independent Director is the Chairman of the Committee. Mr. Rajesh Likhite, is the Secretary of the Committee. During the period under review, nil complaints were received by the Company from the shareholders / investors and nil complaints are pending.

**Meetings and Attendance during the year**

During the year 2016-2017, the Stakeholders' Relationship Committee met four times on the following dates, namely, 25<sup>th</sup> May 2016, 11<sup>th</sup> August 2016, 09<sup>th</sup> November 2016 and 09<sup>th</sup> February 2017.

Name of the Director	No. of Meetings Attended
Mr. Vijay Mainkar	4
Mr. Chandrakant Sanghvi	4
Mr. Dara Damania	2
Mr. Sham D. Kajale	4

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)**

The composition of the CSR Committee is in alignment with provisions of Section 135 of the Companies Act, 2013.

The terms of Reference of the Committee are as follows:

- a. Recommend the amount of expenditure to be incurred on the activities;
- b. To frame the CSR Policy and its review from time-to-time;
- c. To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget; and
- d. To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

**Composition**

The Corporate Social Responsibility (CSR) Committee of Board of Directors consists of three members namely, Mr. S. Padmanabhan, Independent Director, Mr. Dara Damania, Independent Director & Mrs. Mina C. Sanghvi, Non Executive Woman Director. Mrs. Mina C. Sanghvi is the Chairperson of the Committee. Mr. Rajesh Likhite Company Secretary acts as Secretary of the Committee. The Committee complies with the provisions of the Companies Act, 2013 and Rules issued by the Ministry of Corporate Affairs there under.

**Meetings and Attendance during the year**

During the year 2016-2017, the Corporate Social Responsibility Committee met once on 25<sup>th</sup> May 2016.

Name of the Director	No. of Meetings Attended
Mrs. Mina C. Sanghvi	1
Mr. Dara Damania	Nil
Mr. S. Padmanabhan	1

The details of the CSR initiatives of your Company form part of the CSR Section in the Annual Report. The CSR Policy has been placed on the website of your Company and can be accessed

Through the following link: <http://www.sanghvicranes.com/media/CORPORATESOCIALRESPONSIBILITYCOMMITTEE.pdf>

**RISK MANAGEMENT COMMITTEE**

The Board of Directors has constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.

The Committee's terms of reference, among other things, include identify Company's risk appetite set for various elements of risk, review the risk management practices, structures and recommend changes to ensure adequacy of risk management in the Company.

**Composition**

The Risk Management Committee of Board of Directors consists of three members namely, Mr. S. Padmanabhan, Independent Director, Mr. Dara Damania, Independent Director & Mr. Sham D. Kajale, Executive Director & CFO.

Mr. S. Padmanabhan is the Chairman of the Committee. Mr. Rajesh Likhite Company Secretary acts as Secretary of the Committee. The Committee complies with the provisions of the Companies Act, 2013 and Rules issued by the Ministry of Corporate Affairs there under.

**Meetings and Attendance during the year**

During the year 2016-17, the Risk Management Committee met on 09<sup>th</sup> February 2017.

Name of Director	No. of Meeting Attended
Mr. S. Padmanabhan	1
Mr. Dara Damania	1
Mr. Sham D. Kajale	1

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### General body meetings

The details of Annual and Extra-ordinary General Meetings held during last three years are as below:

Year	General Meeting	Day	Date	Time	Location	Special Resolution Passed
2015-16	AGM	Thursday	22.09.2016	11.00 a.m.	Survey No.92, Tathawade, Taluka Mulshi, Pune – 411033	Nil
2014-15	AGM	Friday	23.09.2015	11.00 a.m.	Survey No.92, Tathawade, Taluka Mulshi, Pune – 411033	Nil
2013-14	AGM	Friday	26.09.2014	11.00 a.m.	Survey No.92, Tathawade, Taluka Mulshi, Pune – 411033	<ol style="list-style-type: none"> <li>1. Waiver of recovery of excess amount of remuneration paid to Mr. C. P. Sanghvi, Managing Director during the financial year 2013-14.</li> <li>2. Variation in terms of appointment of Mr. C. P. Sanghvi as Managing Director of the Company for the remaining term upto 30<sup>th</sup> September 2016.</li> <li>3. Waiver of recovery of excess amount of remuneration paid to Mr. Sham D. Kajale, Executive Director &amp; CFO during the financial year 2013-14.</li> </ol>

The Shareholders of the Company had passed following special resolutions by way of Postal Ballot.

Sr. No.	Resolutions	Votes in favour of the Resolution		Votes against the Resolution	
		No. of votes	% to total votes	No. of votes	% to total votes
1	To approve creation of charge/encumbrance on assets of the company subject to limit upto ₹ 1,000 Crore.	31,691,246	99.99	284	0.01
2	To approve borrowing powers of the company upto a limit of ₹ 1,000 Crore.	31,690,885	99.99	145	0.01
3	To approve Adoption of new set of Memorandum of Association of the Company.	31,690,346	99.99	784	0.01
4	To approve Adoption of new set of Articles of Association of the Company.	31,690,395	99.99	635	0.01



The Notice dated 22<sup>nd</sup> May 2015 was sent to the Members and the last date for receipt of postal ballot forms was 15<sup>th</sup> July 2015. Mr. Vinayak S. Khanvalkar, Practising Company Secretary, Partner, Kanj & Associates, Company Secretaries, Pune was appointed as Scrutinizer for the process of postal ballot exercise. According to the Scrutinizer's report, the Resolutions were passed by the requisite majority. The result of the postal ballot was declared on 20<sup>th</sup> July 2015 on the website of the Company and informed to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for the information of the members.

**Means of communication**

The Company has published quarterly and yearly financial results in Business Standard and Loksatta after forwarding the same to The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE). The results are also published on the Company's website, [www.sanghvicranes.com](http://www.sanghvicranes.com) under 'Investor Centre' section.

**General shareholder information**

AGM - Day, Date & Time are given below:

<b>AGM - Day, Date &amp; Time</b>	Wednesday, 09 <sup>th</sup> August 2017, at 3.30 p.m.
<b>Venue</b>	Registered Office of the Company

Financial year: 1<sup>st</sup> April to 31<sup>st</sup> March.

Dates of Book Closure: 26<sup>th</sup> July 2017 to 09<sup>th</sup> August 2017

**Dividend Payment Date**

The dividend, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid on and from 14<sup>th</sup> August 2017, to those shareholders whose names appear on the Company's register of members as on 25<sup>th</sup> July 2017.

**Unclaimed dividend**

By virtue of the provision laid down under the Companies Act, 2013, all unclaimed/unpaid dividend, remaining unclaimed/unpaid dividend for a period of seven years from the date of the disbursement is required to be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members, who have not yet encashed their dividend warrants for the financial year 2009 -2010 onwards, are requested to make their claims without any delay to the Registrar and Transfer Agents, Link Intime India Private Limited.

The information relating to outstanding dividend account/(s) and the dates by which they can be claimed by the shareholders are given below:

(Amount in ₹)

Financial Year	Date of declaration of dividend	Type of dividend	Total dividend	Unclaimed Dividend as on 31 <sup>st</sup> March 2017	Due date for transfer to Investor Education and Protection Fund (IEPF)
2009-2010	27 September 2010	Final	12,98,64,000	3,58,410	30 October 2017
2010-2011	30 September 2011	Final	12,98,64,000	3,22,863	01 October 2018
2011-2012	17 September 2012	Final	12,98,64,000	3,16,329	19 October 2019
2012-2013	23 September 2013	Final	4,32,88,000	1,59,067	25 October 2020
2014-2015	23 September 2015	Final	2,16,44,000	74,695	25 October 2022
2015-2016	11 March 2016	Interim	12,98,64,000	8,56,032	10 April 2023

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Listing

NAME OF THE EXCHANGE	CODE / SYMBOL
The Bombay Stock Exchange Limited (BSE)	530073
The National Stock Exchange of India Limited (NSE)	SANGHVIMOV

Annual Listing Fee has been paid to The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE).

### Financial calendar 2017-2018 (Tentative)

<b>Annual General Meeting</b>	August 2017
<b>Board Meetings</b>	
Results for the quarter ending June 2017	2 <sup>nd</sup> Week of August 2017
Results for the quarter ending September 2017	2 <sup>nd</sup> Week of November 2017
Results for the quarter ending December 2017	2 <sup>nd</sup> Week of February 2018
Results for the year ending March 2018	Last Week of May 2018

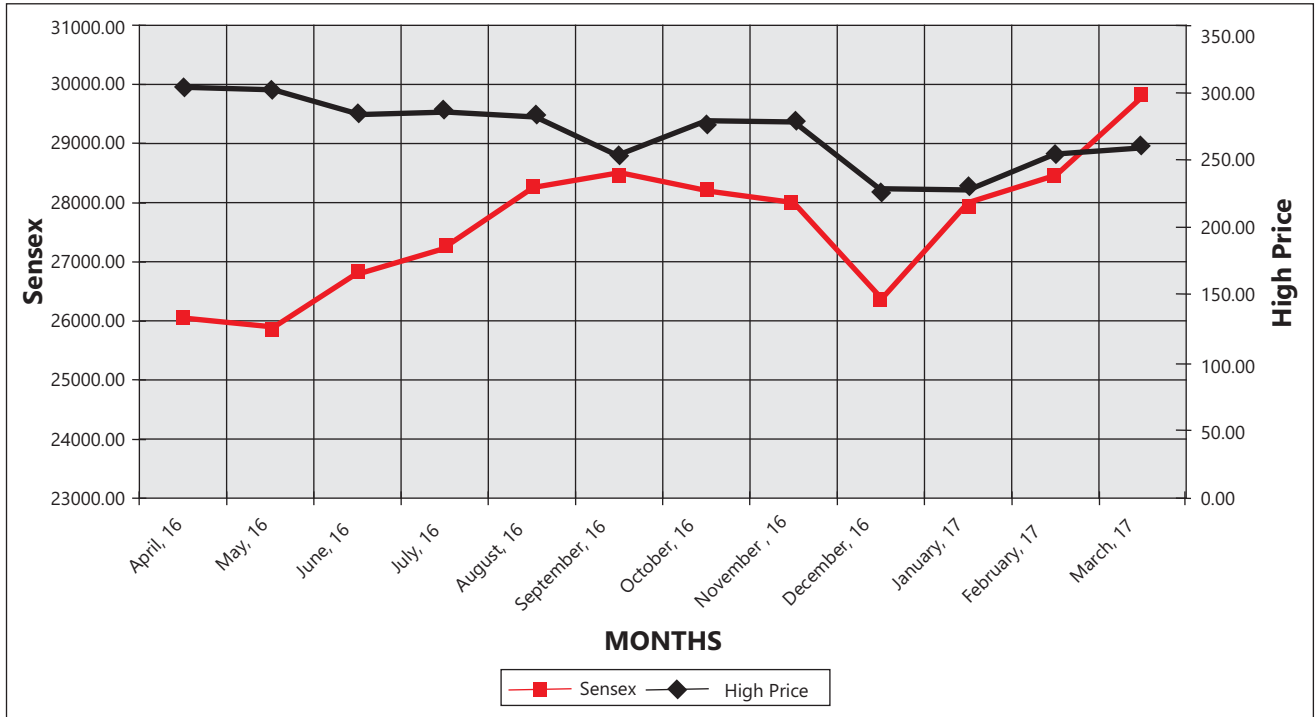
### Market price data

Share Price - High & Low in rupees during each month in the year 2016- 2017 at BSE and NSE:

Month	BSE Price (In ₹)		Month	NSE Price (In ₹)	
	High	Low		High	Low
April 2016	306.00	278.00	April 2016	305.00	264.80
May 2016	305.00	275.90	May 2016	305.00	274.50
June 2016	286.20	259.00	June 2016	286.70	257.50
July 2016	287.95	267.00	July 2016	288.70	266.35
August 2016	284.90	225.40	August 2016	284.00	225.05
September 2016	256.65	231.00	September 2016	256.80	230.00
October 2016	279.85	238.35	October 2016	278.90	237.90
November 2016	280.00	197.15	November 2016	280.50	197.00
December 2016	228.80	195.80	December 2016	225.90	195.35
January 2017	229.70	200.15	January 2017	230.20	200.05
February 2017	253.80	217.60	February 2017	254.00	217.00
March 2017	262.00	235.00	March 2017	261.85	235.50

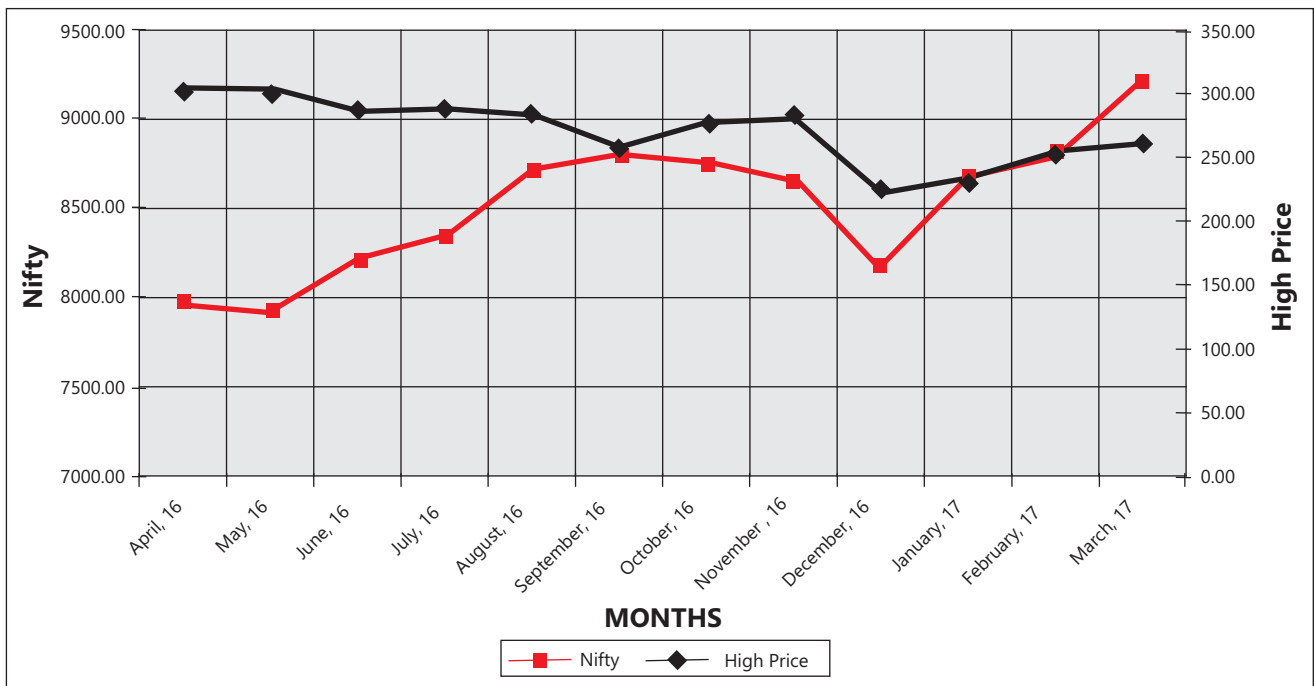
Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty is as below:

SML V/S SENSEX



Source: The Bombay Stock Exchange Limited (BSE) ([www.bseindia.com](http://www.bseindia.com))

SML/NIFTY



Source: The National Stock Exchange of India Limited (NSE) ([www.nseindia.com](http://www.nseindia.com))

**Registrar & share transfer agents**

The Company has appointed M/s. Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited) as its Registrar and Share Transfer Agent with effect from 01<sup>st</sup> August 2006, to carry out the share transfer work on behalf of the Company.

**Share transfer system**

To facilitate the speedy approvals and administrative convenience, the Board has formed a Share Transfer Committee, represented by the Board of Directors, to examine the share transfer and related applications. In addition, the Board of Directors have delegated the authority to consider and approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., upto two thousand shares to the designated official of the Company.

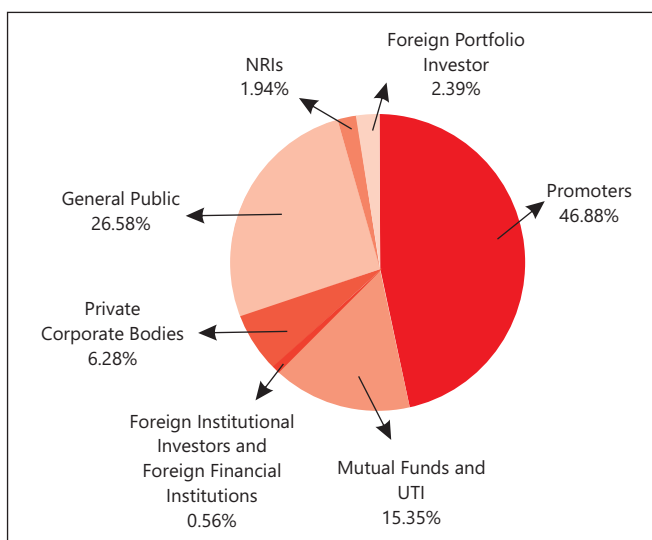
A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per Listing Regulations. Your Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with BSE & NSE.

The share transfer requests are processed through M/s. Link Intime India Private Limited. The Company obtains a half yearly certificate from a Company Secretary in Practice of compliance of transfer formalities as required under Regulation 40 (9) of the SEBI (Listing Obligation and Disclosure) Regulations 2015.

**Distribution of shareholding**

Shareholding Pattern as on 31<sup>st</sup> March 2017 is as below:

Category	No. of Shares held	% of shareholding
Promoters	2,02,95,129	46.88
Mutual Funds and UTI	66,48,524	15.35
Foreign Institutional Investors	2,41,240	0.56
Private Corporate Bodies	25,34,258	5.85
Foreign Portfolio Investor	12,77,733	2.95
General Public	1,14,49,862	26.45
NRI's	841,254	1.94
<b>Total</b>	<b>4,32,88,000</b>	<b>100.00</b>



**Distribution schedule as on 31<sup>st</sup> March 2017:**

No. of Shares	No. of Folios	% to Total	No. of Shares held	% of Shareholding
Up to 500	14,005	85.45	17,71,659	4.09
501-1000	1,028	6.27	8,41,897	1.95
1001-2000	592	3.61	9,12,027	2.11
2001-3000	243	1.48	6,15,134	1.42
3001-4000	94	0.57	3,38,276	0.78
4001-5000	85	0.52	3,95,743	0.91
5001-10000	167	1.02	12,09,363	2.79
10001 and above	176	1.07	3,72,03,901	85.95
<b>Total</b>	<b>16,390</b>	<b>100.00</b>	<b>4,32,88,000</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The ISIN is INE989A01024 for dematerialization of shares. As on 31<sup>st</sup> March 2017, 28,565,960 equity shares were held in dematerialized form.

**Code of conduct**

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The said code has been communicated to the Directors and the members of the Senior Management. They have confirmed compliance with the said code. The code has been uploaded on the Company's website [www.sanghvicranes.com](http://www.sanghvicranes.com).

**CEO/CFO certification**

A certificate from the Managing Director and Executive Director & CFO on the Financial Terms of the Company in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure) Regulations 2015 was placed before the Board and the same was recorded.

**Management discussion and analysis**

The detailed Management Discussion and Analysis is given as a separate section in this Annual Report.

**Reconciliation of share capital**

A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total Share Capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with total number of shares in physical form and total number of dematerialized shares held with NSDL & CDSL.

The status on complaints is reported to the Board of Directors as an agenda item. A total of nil complaints were received by the Company from the shareholders and investors. During the year the company received 32 requests from the shareholders and all have been resolved during the year to the satisfaction of the investors and as on 31<sup>st</sup> March 2017, there were no pending complaints and requests.

### **Voluntary corporate compliance certificate**

The Company obtains voluntary corporate compliance certificate on a quarterly basis from Practicing Company Secretary to ensure compliance's under the Companies Act, 2013, Listing Regulations, SEBI Rules and other corporate laws as applicable.

### **Investor contact details**

#### **Company**

Sanghvi Movers Limited  
Secretarial Department  
Survey No. 92, Tathawade,  
Taluka Mulshi, Pune – 411033  
Tel: +91-20-66744700  
Fax: +91-20-66744724  
Email: grievance.redressel@sanghvicranes.com

#### **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  
Tel: +91 20 26160084/26161629  
Fax: +91 20 26163503  
Email: pune@linkintime.co.in

### **Disclosures**

#### **Related party transactions**

During the year, no material transactions with the Directors or the management, their subsidiaries or relatives, etc. have taken place, which have potential conflict with the interest of the Company. The details of all significant transactions with related parties are periodically placed before the Audit Committee. Details of related party transactions entered into in the normal course of business are given in note No. 24 forming part of 'notes to accounts'.

The Company has formulated an Policy on materiality of and dealing with Related Party Transactions and the same has been uploaded on the website of the Company (web-link <http://www.sanghvicranes.com/investor-centre/compliances/others/FY2014-15>).

In terms, of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 of Listing regulations, the increase in remuneration payable to Mr. Rishi C. Sanghvi, General Manager – Business Development is approved by the Audit Committee and noted by the Board of Directors of the Company at its meeting held on 30<sup>th</sup> May 2017 and is at arm's length and in ordinary course of business of your Company.

#### **Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or any other statutory authority on any matter related to capital markets during last three years.**

There has been no instance of non-compliance by the Company on any matter related to capital markets and hence no penalties or strictures have been imposed on the Company by the stock exchanges or any other statutory authority during last three years.

#### **Whistle blower policy**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has whistle blower policy wherein the employees are encouraged to report violation of laws, rules and regulations. The confidentiality of such reporting is maintained and is not subject to any discriminatory practice. We affirm that no employee has been denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company ([http://www.sanghvicranes.com/media/SML\\_vigil\\_mechanism.pdf](http://www.sanghvicranes.com/media/SML_vigil_mechanism.pdf)).



**Confirmation of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.:**

Particulars	Regulation	Compliance Status (Yes/No/NA)
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment and Minimization	17(9)	Yes
Performance evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21 (1),(2),(3) & (4)	Yes
Vigil Mechanism	22	Yes
Related party Transaction	23	Yes
Requirements with respect to subsidiary of listed entity	24	NA
Maximum Directorships & tenure of Independent Directors	25 (1) & (2)	Yes
Meeting of Independent Directors	25 (3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirm with compliance to Code of Conduct of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Disclosure of material, financial and commercial transactions by Senior Management Personnel	26(5)	Yes
Corporate Governance Report	27(2)	Yes
Functional website of the Company	46(1)	Yes
Dissemination of information on website of the Company	46(2)	Yes

## DECLARATION

### Compliance with Code of Conduct

As provided under Schedule V of the Listing Obligations and Disclosure Requirements Regulations, 2015 with the Stock Exchanges, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March 2017.

For **Sanghvi Movers Limited**

**C. P. Sanghvi**

**Chairman & Managing Director**

(DIN: 00116599)

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## CEO/CFO CERTIFICATION

The Board of Directors,  
Sanghvi Movers Limited

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March 2017 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- a. significant changes in internal control over financial reporting during the year;
- b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- c. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

For **Sanghvi Movers Limited**

**C. P. Sanghvi**

**Chairman & Managing Director**

(DIN: 00116599)

For **Sanghvi Movers Limited**

**Sham D. Kajale**

**Executive Director & CFO**

(DIN: 00786499)

Date : 30<sup>th</sup> May 2017

Place : Pune

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## Auditor's Certificate on Corporate Governance

### To the Members of Sanghvi Movers Limited

We have examined the compliance of conditions of Corporate Governance by Sanghvi Movers Limited ('the Company') for the year ended 31 March 2017, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of schedule V of the Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### Restrictions on use

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm Registration No: 101248W/ W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

Place : Mumbai

Date : 30 May 2017

## Independent Auditors' Report

### To the Members of Sanghvi Movers Limited

#### Report on the IND AS Financial Statements

We have audited the accompanying IND AS financial statements of Sanghvi Movers Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2017, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these IND AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the IND AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the IND AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the IND AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the IND AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IND AS financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in

conformity with the accounting principles generally accepted in India including the IND AS, of the state of affairs (financial position) of the Company as at 31 March 2017, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the Directors as on 31 March 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements – Refer Note 24 to the IND AS financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer to Note 16 to the IND AS financial statements;
    - iii. There has been no delay in transferring amounts, required to be transferred by the Company during the year to the Investor Education and Protection Fund by the Company; and
    - iv. The Company has provided requisite disclosures in the IND AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of account maintained by the Company. Refer to Note 29 to the INDAS financial statements.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm Registration No: 101248W/ W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

Place : Mumbai

Date : 30 May 2017

## **Annexure A to the Independent Auditors Report on the Ind AS Financial Statements of Sanghvi Movers Limited**

Referred to in paragraph 2(f) in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the Members of Sanghvi Movers Limited on the IND AS financial statements for the year ended 31 March 2017.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Sanghvi Movers Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting



includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of the management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm Registration No: 101248W/ W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

Place : Mumbai

Date : 30 May 2017

## Annexure B to the Independent Auditors' Report – 31 March 2017

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets by which its fixed assets are verified in a phased manner every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of the immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and there were no material discrepancies noted during such verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made any investments, or provided any guarantees, and security to which the provisions of Section 185 and 186 of the Companies Act, 2013 apply. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits in accordance with the provisions of Section 73 to 76 of the Act and the rules framed thereunder.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, Service tax, Duty of customs, Value added tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except for few instances relating to Service tax aggregating ₹ 46.62 lakhs wherein there have been delays ranging from 31 to 92 days. As explained to us, the Company did not have any dues on account of Duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income tax, Sales tax, Service tax, Duty of customs, Value added tax and other material statutory dues were in arrears as at 31 March 2017, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income tax, Service tax, Sales tax, Duty of customs and Value added tax which have not been deposited by the Company with appropriate authorities on account of any disputes except for the following:

Name of the statute	Nature of dues	Amount (₹ lakhs)	Amount paid under protest (₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax – TDS Demands	6.24	-	2007-17	Assessing Officer of Income Tax, Pune
Income Tax Act, 1961	Income Tax – Disallowances	117.43	117.43	2012-13	Commissioner of Income Tax Appeals, Pune
Gujarat Value Added Tax Act, 2003	Sales tax demand on crane hiring services	124.75	-	June 2008 to March 2009	Gujarat Value Added Tax Tribunal
Maharashtra Value Added Tax Act, 2002	Sales tax demand on crane hiring services	582.31	15.00	April 2009 to March 2010	Joint Commissioner Sales Tax Appeals, Pune
Maharashtra Value Added Tax Act, 2002	Sales tax demand on crane hiring services	915.97	30.79	April 2008 to March 2009	Sales Tax Tribunal, Mumbai
Central Sales Tax Act, 1956	Sales tax demand on crane hiring services	11,110.47	373.34	April 2008 to March 2009	Sales Tax Tribunal, Mumbai
The Finance Act, 1994	Service tax on services to SEZ units	261.20	19.59	2009-2012	Customs, Excise & Service Tax Appellate Tribunal, Mumbai
Maharashtra Value Added Tax Act, 2002	Sales tax demand on crane hiring services	1,120.38	-	April 2007 to March 2008	Joint Commissioner of Sales Tax, Pune
Central Sales Tax Act, 1956	Sales tax demand on crane hiring services	6,417.80	-	April 2007 to March 2008	Joint Commissioner of Sales Tax, Pune
Central Sales Tax Act, 1956	Sales tax demand on crane hiring services	7,738.16	-	April 2010 to March 2011	Joint Commissioner of Sales Tax, Pune
Maharashtra Value Added Tax Act, 2002	Sales tax demand on crane hiring services	1,136.84	-	April 2010 to March 2011	Joint Commissioner of Sales Tax, Pune

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the banks. The Company did not have any loan or borrowings from financial institutions, government or any debentures outstanding during the year.
- (ix) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised. The Company had not raised money by way of further public offer (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the managerial remuneration is paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as per the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

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- (xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act and the details, as required by the applicable accounting standards have been disclosed in the Ind AS financial statements.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures during the year.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to register under Section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm Registration No: 101248W/ W-100022

**Vijay Mathur**  
*Partner*  
Membership No.: 046476

Place : Mumbai  
Date : 30 May 2017



**BALANCE SHEET**

As at 31 March 2017

(Currency - Indian Rupees in Lakhs, except share data)

	Notes	31-Mar-2017	31-Mar-2016	1-Apr-2015
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	10	127,449.94	125,105.60	89,128.67
Capital work-in-progress	10	48.76	454.09	1,750.01
Investment property	11	1,627.82	-	-
Financial assets				
i) Investments	12(a)	0.25	803.88	1,827.06
ii) Loans	12(c)	16.47	13.65	10.03
iii) Other financial assets	12(e)	150.77	158.35	162.94
Income tax assets		402.99	647.41	618.54
Other non-current assets	13			
i) Capital advances		2,404.43	2,013.96	251.86
ii) Others		438.72	83.84	376.51
<b>Total non-current assets</b>	(A)	132,540.15	129,280.78	94,125.62
<b>Current assets</b>				
Inventories	14	1,383.44	1,059.11	1,021.84
Financial assets				
i) Investments	12(a)	1,500.43	-	-
ii) Trade receivables	12(b)	16,581.50	15,506.72	12,352.55
iii) Cash and cash equivalents	12(d)	238.92	342.57	2,783.58
iv) Bank balance other than (iii) above		24.37	62.66	26.84
v) Loans	12(c)	25.96	7.23	6.16
vi) Other financial assets	12(e)	1.84	0.81	6.80
Other current assets	15			
i) CENVAT credit receivable		1,235.35	2,715.54	296.50
ii) Others		782.10	653.11	583.19
<b>Total current assets</b>	(B)	21,773.91	20,347.75	17,077.46
<b>Total assets</b>	(A+B)	154,314.06	149,628.53	111,203.08
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity share capital	16(a)	865.76	865.76	865.76
Other equity	16(b)	85,270.32	74,677.12	66,256.12
<b>Total equity</b>	(C)	86,136.08	75,542.88	67,121.88
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
i) Borrowings	18(a)	40,990.80	46,197.68	26,468.37
ii) Derivative contract liability		493.51	294.23	-
Provisions	19	285.96	198.80	-
Deferred tax liabilities (net)	9	8,434.30	8,734.25	8,313.12
<b>Total non-current liabilities</b>	(D)	50,204.57	55,424.96	34,781.49
<b>Current liabilities</b>				
Financial liabilities				
i) Borrowings	18(a)	4,402.15	141.69	-
ii) Trade payables	18(c)	1,790.66	2,023.76	1,091.04
iii) Derivative contract liability		702.73	-	-
iv) Other financial liabilities	18(b)	9,876.91	15,359.70	6,798.12
Other current liabilities	20	439.92	901.33	735.77
Provisions	19	156.12	116.78	191.97
Current tax liabilities		604.92	117.43	482.81
<b>Total current liabilities</b>	(E)	17,973.41	18,660.69	9,299.71
<b>Total equity &amp; liabilities</b>	(C)+(D)+(E)	154,314.06	149,628.53	111,203.08
Summary of significant accounting policies	2-3			
See accompanying notes to the financial statements	4-30			
The notes referred to above form an integral part of financial statements				

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm registration no. 101248W/W-100022  
**Vijay Mathur**  
Partner  
Membership No. 046476

For and on behalf of the Board of Directors of **Sanghvi Movers Limited**  
CIN: L29150PN1989PLC054143

**Chandrakant Sanghvi**  
Chairman & Managing Director  
(DIN - 00116599)  
**Rajesh Likhite**  
Company Secretary & CCO

**Sham Kajale**  
Executive Director & Chief Financial Officer  
(DIN - 00786499)  
**Vijay Mainkar**  
Director  
(DIN - 00170719)

Place : Mumbai  
Date : 30 May 2017

Place : Pune  
Date : 30 May 2017

## STATEMENT OF PROFIT AND LOSS

For the year ended 31 March 2017

(Currency - Indian Rupees in Lakhs, except share data)

	Notes	31-Mar-2017	31-Mar-2016
Revenue from operations	4	55,313.69	53,082.23
Other income	5	974.52	646.56
<b>Total income</b>		<b>56,288.21</b>	53,728.79
<b>Expenses</b>			
Operating and other expenses	6	16,478.12	16,193.56
Employee benefits expense	7	2,187.82	2,185.27
Finance costs	8	6,474.00	5,539.69
Depreciation expense	10 & 11	14,998.45	12,631.69
<b>Total expenses</b>		<b>40,138.39</b>	36,550.21
<b>Profit before tax</b>		<b>16,149.82</b>	17,178.58
Current tax		5,360.12	5,823.14
Deferred tax		(128.13)	659.86
<b>Income tax expense</b>	9	<b>5,231.99</b>	6,483.00
<b>Profit for the year</b>		<b>10,917.83</b>	10,695.58
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of employee benefit obligations		(113.45)	(108.29)
Income tax relating to items that will not be reclassified to profit or loss		39.27	37.48
<b>Net other comprehensive loss not to be reclassified subsequently to profit or loss</b>	(i)	<b>(74.18)</b>	(70.81)
Items that will be reclassified subsequently to profit or loss			
Effective portion of losses on hedging instruments in respect of cash flow hedges		(383.00)	(581.51)
Income tax relating to items that will be reclassified to profit or loss		132.55	201.25
<b>Net other comprehensive loss to be reclassified subsequently to profit or loss</b>	(ii)	<b>(250.45)</b>	(380.26)
<b>Other comprehensive loss for the year, net of income tax</b>	(i+ii)	<b>(324.63)</b>	(451.07)
<b>Total comprehensive income for the year</b>		<b>10,593.20</b>	10,244.51
<b>Earning per equity share</b>			
Basic earnings per share (in ₹)	17	25.22	24.71
Diluted earnings per share (in ₹)	17	25.22	24.71
Summary of significant accounting policies	2-3		
See accompanying notes to the financial statements	4-30		
The notes referred to above form an integral part of financial statements			

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm registration no. 101248W/W-100022

For and on behalf of the Board of Directors of **Sanghvi Movers Limited**  
CIN: L29150PN1989PLC054143

**Vijay Mathur**  
Partner  
Membership No. 046476

**Chandrakant Sanghvi**  
Chairman and  
Managing Director  
(DIN - 00116599)

**Sham Kajale**  
Executive Director and  
Chief Financial Officer  
(DIN - 00786499)

**Rajesh Likhite**  
Company Secretary &  
Chief Compliance Officer  
Place : Pune  
Date : 30 May 2017

**Vijay Mankar**  
Director  
(DIN - 00170719)

Place : Mumbai  
Date : 30 May 2017



## STATEMENT OF CASH FLOWS

For the year ended 31 March 2017

(Currency - Indian Rupees in Lakhs, except share data)

	31-Mar-2017	31-Mar-2016
<b>A Cash flows from operating activities</b>		
<b>Profit before tax</b>	<b>16,149.82</b>	17,178.58
Adjustments for:		
Depreciation expense	<b>14,998.45</b>	12,631.69
Profit on sale of Property, plant and equipment (net)	<b>(167.51)</b>	(0.72)
Finance costs	<b>6,474.00</b>	5,539.69
Dividend income	<b>(0.04)</b>	(0.04)
Interest income	<b>(343.17)</b>	(90.44)
(Gain)/loss on sale/reinstatement of investments (net)	<b>(242.23)</b>	769.61
<b>Operating Profit before working capital changes</b>	<b>36,869.32</b>	36,028.37
Movements in working capital:		
Increase in inventories	<b>(324.33)</b>	(37.27)
Increase in trade receivables	<b>(1,074.78)</b>	(3,154.17)
(Increase)/ decrease in loans given and other financial assets	<b>(16.30)</b>	3.73
(Increase)/ decrease in non-current assets	<b>(366.25)</b>	265.30
Decrease/ (Increase) in current assets	<b>1,252.67</b>	(2,567.71)
(Decrease)/ increase in trade payables	<b>(233.10)</b>	932.72
(Decrease)/ increase in other financial liabilities	<b>(119.39)</b>	378.51
(Decrease)/ increase in other current liabilities	<b>(442.51)</b>	143.91
Increase in employee benefit obligations	<b>121.34</b>	15.32
<b>Working capital changes</b>	<b>(1,202.65)</b>	(4,019.66)
<b>Cash generated from operations</b>	<b>35,666.67</b>	32,008.71
Direct taxes paid (including tax deducted at source), (net)	<b>(4,541.54)</b>	(6,217.40)
<b>Net cash from operating activities (A)</b>	<b>31,125.13</b>	25,791.31
<b>B Cash flows from investing activities</b>		
Purchase of fixed assets	<b>(22,450.07)</b>	(49,057.37)
Proceeds from sale of fixed assets	<b>5,330.82</b>	5.85
Acquisition of investment property	<b>(1,680.88)</b>	-
Investments in bank deposits (having original maturity of more than three months)	<b>(4,628.22)</b>	(2,912.62)
Maturity of bank deposits (having original maturity of more than three months)	<b>4,649.91</b>	2,894.62
Dividends received	<b>0.04</b>	0.04
Interest received	<b>353.51</b>	123.80
Acquisition of investments	<b>(11,900.00)</b>	-
Proceeds from sale of Investments	<b>11,445.44</b>	253.57
<b>Net cash used in investing activities (B)</b>	<b>(18,879.45)</b>	(48,692.11)
<b>C Cash flows from financing activities</b>		
Proceeds from borrowings	<b>20,936.34</b>	38,631.22
Repayment of borrowings	<b>(27,169.36)</b>	(11,613.18)
Dividends paid	-	(1,515.08)
Tax on dividends paid	-	(308.43)
Interest paid	<b>(6,116.31)</b>	(4,734.74)
<b>Net cash (used) in / from financing activities (C)</b>	<b>(12,349.33)</b>	20,459.79
Net decrease in cash and cash equivalents (A+B+C)	<b>(103.65)</b>	(2,441.01)
Cash and cash equivalents at beginning of the year	<b>342.57</b>	2,783.58
<b>Cash and cash equivalents at end of the year</b>	<b>238.92</b>	342.57

Components of cash and cash equivalents	31-Mar-2017	31-Mar-2016	31-Mar-2015
Cash on hand	<b>3.98</b>	3.99	3.04
Balances with banks:			
On current accounts	<b>234.07</b>	336.45	528.18
On deposits with original maturity of less than three months	<b>0.87</b>	2.13	2,252.36
<b>Total cash and cash equivalents (also refer note 12 (d))</b>	<b>238.92</b>	342.57	2,783.58

## Statement of Changes In Equity

For the year ended 31 March 2017

(Currency - Indian Rupees in Lakhs, except share data)

### A) Equity share capital

	Note	
<b>Balance as at 1 April 2015</b>		<b>865.76</b>
Changes in equity share capital during 2015-16	16(a)	-
<b>Balance as at 31 March 2016</b>		<b>865.76</b>
Changes in equity share capital during 2016-17	16(a)	-
<b>Balance as at 31 March 2017</b>		<b>865.76</b>

### B) Other equity

	Note	Attributable to the owners of the Company						Total
		Reserves and surplus				Items of OCI		
		Capital reserve	Securities premium reserve	Reserves	Retained earnings	Effective portion of cash flow hedges	Remeasurements of employment benefit obligations	
<b>Balance at 1 April 2015</b>		11.96	13,136.96	30,443.09	22,664.11	-	-	66,256.12
Profit for the year		-	-	-	10,695.58	-	-	10,695.58
Other comprehensive income (net of tax)		-	-	-	-	(380.26)	(70.81)	(451.07)
<b>Total comprehensive income for the year</b>		<b>11.96</b>	<b>13,136.96</b>	<b>30,443.09</b>	<b>33,359.69</b>	<b>(380.26)</b>	<b>(70.81)</b>	<b>76,500.63</b>
<b>Transactions with owners, recorded directly in equity</b>								-
Dividends	16(b)	-	-	-	(1,515.08)	-	-	(1,515.08)
Dividend distribution tax	16(b)	-	-	-	(308.43)	-	-	(308.43)
<b>Balance as at 31 March 2016</b>		<b>11.96</b>	<b>13,136.96</b>	<b>30,443.09</b>	<b>31,536.18</b>	<b>(380.26)</b>	<b>(70.81)</b>	<b>74,677.12</b>
Profit for the year		-	-	-	10,917.83	-	-	10,917.83
Other comprehensive income (net of tax)		-	-	-	-	(250.45)	(74.18)	(324.63)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>10,917.83</b>	<b>(250.45)</b>	<b>(74.18)</b>	<b>10,593.20</b>
<b>Balance as at 31 March 2017</b>		<b>11.96</b>	<b>13,136.96</b>	<b>30,443.09</b>	<b>42,454.01</b>	<b>(630.71)</b>	<b>(144.99)</b>	<b>85,270.32</b>

Summary of significant accounting policies 2-3  
 See accompanying notes to the financial statements 4-30  
 The notes referred to above form an integral part of the financial statements

As per our report of even date attached  
 For **B S R & Co. LLP**  
 Chartered Accountants  
 Firm registration no. 101248W/W-100022

For and on behalf of the Board of Directors of **Sanghvi Movers Limited**  
 CIN: L29150PN1989PLC054143

**Vijay Mathur**  
 Partner  
 Membership No. 046476

**Chandrakant Sanghvi**  
 Chairman and  
 Managing Director  
 (DIN-116599)

**Sham Kajale**  
 Executive Director and  
 Chief Financial Officer  
 (DIN - 00786499)

**Rajesh Likhite**  
 Company Secretary &  
 Chief Compliance Officer  
 Place : Pune  
 Date : 30 May 2017

**Vijay Mainkar**  
 Director  
 (DIN - 00170719)

Place : Mumbai  
 Date : 30 May 2017



## Notes to the financial statements for the year ended 31 March 2017

(Currency - Indian Rupees in Lakhs, except share data)

### 1. Reporting entity

Sanghvi Movers Limited ("SML" or "the Company") is a public company domiciled in India and was incorporated in 1989. SML is engaged in the business of providing hydraulic and crawler cranes to various industries in the infrastructure sector and has a fleet of medium-to large-size hydraulic truck mounted telescopic and lattice boom cranes and crawler cranes with lifting capacity ranging from 20 tons to 800 tons. The Company has its registered office in Pune. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

### 2. Basis of preparation

#### 2.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2016 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, *First-time Adoption of Indian Accounting Standards* has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 28.

The financial statements were authorized for issue by the Company's Board of Directors on 30 May 2017.

Details of the Company's significant accounting policies are included in Note 3.

#### 2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakh to two decimal points, unless otherwise indicated.

#### 2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit liability	Present value of defined benefit obligation less fair value of plan assets

#### 2.4 Use of estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

- Note 19 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 19 and 25 – the Company has received some orders and notices from tax authorities in respect of direct and indirect taxes. The outcome of these matters may have a material effect on the financial Management regularly analyzes current information about these matters and makes provisions for probable contingent losses expected to be incurred to resolve these matters. In making the decision regarding the need for loss provisions, management considers the degree of probability of an unfavourable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The filing of a suit or formal assertion of a claim against the Company or the disclosure or the disclosure of any such suit or assertions, does not automatically indicate that a provision of a loss may be appropriate; and
- Note 10 - Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life.

#### 2.5 Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values which is overseen by the Chief Financial Officer (CFO).

Significant valuation issues are reported to the Company's Audit Committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as a lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 2.6 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

#### Assets

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within 12 months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be settled within 12 months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The operating cycle of the Company is less than 12 months.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

**3 Significant accounting policies**

**a. Foreign currency**

***Foreign currency transactions***

Transactions in foreign currencies are translated into the functional currencies of the Company at the exchange rates on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- qualifying cash flow hedges to the extent that the hedges are effective.

**b. Financial Instruments**

***i. Recognition and initial measurement***

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVPL), transaction costs that are directly attributable to its acquisition or issue.

***ii. Classification and subsequent measurement***

*Financial assets*

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (FVOCI) – equity investment; or
- FVPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVPL.

*Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows
- terms that may adjust the contractual rate, including variable interest rate features
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

*Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

*Financial liabilities: Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

**iii. Derecognition**

*Financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

*Financial liabilities*

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

### iv. **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### v. **Derivative financial instruments and hedge accounting**

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

#### *Cash flow hedges*

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

When the hedged forecast transaction subsequently results in the recognition of a non financial item such as inventory, the amount accumulated in other equity is included directly in the initial cost of the non financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in other equity is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non financial item, it is

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

included in the non financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

**c. Property, plant and equipment**

**i. Recognition and measurement**

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

**ii. Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (see Note 26).

**iii. Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**iv. Depreciation**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation on property, plant and equipments is provided over the useful life of assets as assessed by the management, as follows –

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

	Useful lives (years)
Factory buildings	30
Cranes	15, 20*
Other Plant and equipments	8-15
Furniture and fixtures	10
Office equipment	5
Vehicles	8
Windmills	22

\* Based on single shift. Cranes owned by the Company usually work for more than a single shift and hence double shift and triple shift rates are considered, as applicable.

The useful lives assessed by the management is in line with the useful lives prescribed in Schedule II to the Companies Act 2013.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

**v. *Reclassification to investment property***

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

**d. *Investment property***

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The management believes a period of 30 years represents the best estimate of the period over which investment properties are expected to be used. Accordingly, the depreciation on the same is provided over the period of 30 years. This is in line with the useful life as prescribed in Schedule II to the Companies Act, 2013.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

Fair value of the investment property is disclosed in the notes. Since the investment property has been acquired during the year from a third party in an arm's length transaction, the fair value of the same has been assumed to approximate the acquisition cost.

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

**e. Inventories**

Inventories comprise of stores and spare parts and are valued at cost on first in first out (FIFO) basis, net of cenvat credit.

**f. Impairment**

**i. Impairment of financial instruments**

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for a period exceeding credit term offered to the customer; and
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 360 days past due.

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

The Company considers a financial asset to be in default when the financial asset is 720 days or more past due.

### *Measurement of expected credit losses*

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

### *Presentation of allowance for expected credit losses in the balance sheet*

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### *Write-off*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

## **ii. Impairment of non-financial assets**

The Company's non-financial assets, other inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

**g. Employee benefits**

**i. Short term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**ii. Post-employment benefits (defined benefit plans)**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling').

In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**iii. Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### **h. Revenue Recognition**

#### ***Rendering of services***

Revenue from hiring of equipments (cranes and trailers) associated with the transaction is recognised by reference to the stage of completion of the transaction at the end of the reporting period, when the outcome of the transaction can be reliably estimated.

The revenue recognition criteria are applied to two or more transactions together when they are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole.

Revenue from sale of power is recognised on the accrual basis in accordance with the provisions of Power Purchase Agreement entered with the regulatory commission of the respective state. Claims for delayed payment charges and any other claims, which the Company is entitled to under the Power Purchase Agreement, are accounted for in the year of acceptance.

#### ***Interest income***

Interest income is recognised using the time proportion method based on the underlying interest rates.

#### ***Dividends***

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### ***Rental income***

Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

### **g. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **h. Income tax**

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

#### ***i. Current income tax***

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**ii. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

**i. Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**j. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the

## Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### k. Leases

#### i. *Assets held under leases*

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet.

#### ii. *Lease payments*

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

### l. Operating segments

The Company is primarily engaged in the business of providing cranes on rental basis. Further all the commercial operations of the Company are based in India. Performance is measured based on the management accounts as included in the internal management reports that are reviewed by the Company's Chairman and Managing Director. Accordingly, there is no separate reportable segments.

### p. Recent accounting pronouncements

#### **Standards issued but not yet effective**

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the company from April 1, 2017.

#### **Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The amendment affects disclosure only and has no impact on the company's financial position or performance.

#### **Amendment to Ind AS 102:**

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. Since the Company does not have any cash-settled awards, the amendment does not have any impact on the financial position, performance or disclosure requirements for the Company.

<b>4. Revenue from operations</b>	<b>31-Mar-2017</b>	31-Mar-2016
Sale of services		
Revenue from hiring of equipments	<b>54,943.32</b>	52,887.57
<b>Total sale of services (A)</b>	<b>54,943.32</b>	52,887.57
Other operating revenue		
Revenue from power generation	<b>193.90</b>	140.60
Bad debts recovered	<b>176.47</b>	54.06
<b>Total other operating revenue (B)</b>	<b>370.37</b>	194.66
<b>Total revenue from operations (A+B)</b>	<b>55,313.69</b>	53,082.23

<b>5. Other income</b>	<b>31-Mar-2017</b>	31-Mar-2016
Interest income from :		
- deposits with banks	<b>49.91</b>	87.75
- refund of road taxes	<b>205.96</b>	2.69
- income tax refunds	<b>86.67</b>	-
- deposit with MSEB	<b>0.63</b>	-
Profit on sale of property, plant and equipment ( <i>net</i> )	<b>167.51</b>	0.72
Dividend income on equity securities	<b>0.04</b>	0.04
Liabilities / accruals / provisions written back to the extent no longer required	<b>165.18</b>	541.47
Investment property rentals ( <i>see note 27</i> )	<b>27.53</b>	-
Gain on sale/ fair value of investments ( <i>net</i> )	<b>242.23</b>	-
Other non-operating income	<b>28.86</b>	13.89
<b>Total other income</b>	<b>974.52</b>	646.56



**Notes to the financial statements for the year ended 31 March 2017** (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

<b>6. Operating and other expenses</b>	<b>31-Mar-2017</b>	31-Mar-2016
<b>Operating expenses</b>		
Cranes and trailer hire charges	<b>104.06</b>	163.73
Crane and trailer operating expenses	<b>755.20</b>	718.52
Freight & carriage	<b>4,179.07</b>	4,524.14
Repairs and maintenance expenses		
Plant and equipments	<b>325.13</b>	230.92
Wind mills	<b>39.84</b>	42.68
Consumption of stores and spares	<b>1,850.36</b>	1,786.39
Power and fuel	<b>1,984.81</b>	1,820.85
Contract labour charges	<b>3,649.09</b>	3,010.17
Wind mill operating expenses	<b>39.37</b>	60.07
<b>Total operating expenses (A)</b>	<b>12,926.93</b>	12,357.47
<b>Other expenses</b>		
Rates and taxes	<b>317.27</b>	410.98
Bad debts	<b>361.03</b>	2,367.23
Director's sitting fees	<b>20.50</b>	17.02
Provision for doubtful debts	<b>319.04</b>	(1,851.77)
Insurance	<b>661.08</b>	541.82
Repairs and maintenance expenses		
Building	<b>46.05</b>	28.91
Others	<b>39.19</b>	40.23
Payments to auditors (see note 9 (i) below)	<b>28.32</b>	26.16
Rent	<b>298.53</b>	270.96
Travelling & conveyance	<b>499.37</b>	430.92
Advances written off	<b>2.92</b>	-
Expenditure on corporate social responsibility (CSR) (see note (ii) below)	<b>121.37</b>	39.20
Loss on sale / fair valuation of investments (net)	<b>-</b>	769.61
Miscellaneous expenses	<b>836.52</b>	744.82
<b>Total other expenses (B)</b>	<b>3,551.19</b>	3,836.09
<b>Total operating and other expenses (A+B)</b>	<b>16,478.12</b>	16,193.56

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

<b>(i) Payments to auditors</b>	<b>31-Mar-2017</b>	31-Mar-2016
<b>As auditor</b>		
Statutory audit	<b>18.10</b>	14.25
Limited review of quarterly results	<b>5.25</b>	4.61
<b>In other capacity</b>	<b>-</b>	
Other services including certifications	<b>3.60</b>	6.05
Reimbursement of expenses	<b>1.37</b>	1.25
<b>Total</b>	<b>28.32</b>	26.16
<b>(ii) Details of corporate social responsibility expenditure</b>		
(a) Amount required to be spent by the Company during the year	<b>114.68</b>	39.14
(b) Amount spent during the year (in cash)		
(i) Construction/ acquisition of any asset	<b>-</b>	3.30
(ii) On purposes other than (i) above	<b>121.37</b>	35.90
<b>Total (b)</b>	<b>121.37</b>	39.20

<b>7. Employee benefits expense</b>	<b>31-Mar-2017</b>	31-Mar-2016
Salaries and allowances	<b>1,946.75</b>	2,023.79
Contribution to provident and other funds	<b>83.88</b>	66.33
Provision for gratuity ( <i>also refer note 19</i> )	<b>51.63</b>	38.83
Staff welfare expenses	<b>105.56</b>	56.32
	<b>2,187.82</b>	2,185.27

<b>8. Finance costs</b>	<b>31-Mar-2017</b>	31-Mar-2016
Interest expense on financial liabilities measured at amortised cost		
On borrowings from banks	<b>6,249.16</b>	4,940.96
On borrowings from related parties	<b>118.55</b>	329.35
Other borrowing costs	<b>44.29</b>	220.58
Interest on delayed payment of tax	<b>62.00</b>	48.80
<b>Total Finance Cost</b>	<b>6,474.00</b>	5,539.69

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>9. Income tax expense</b>	<b>31-Mar-2017</b>	31-Mar-2016
<b>A. Amounts recognised in profit or loss</b>		
<b>(a) Current tax</b>		
Tax on the profits for the year	<b>5,597.99</b>	5,635.72
Adjustments for current tax of prior period	<b>(237.87)</b>	187.42
<b>Total current tax expense</b>	<b>5,360.12</b>	<b>5,823.14</b>
<b>(b) Deferred tax</b>		
<i>Attributable to -</i>		
Origination and reversal of temporary differences	<b>(128.13)</b>	659.86
<b>Total deferred tax expense</b>	<b>(128.13)</b>	<b>659.86</b>
<b>Income tax expense (a) + (b)</b>	<b>5,231.99</b>	<b>6,483.00</b>

<b>B. Income tax recognised in other comprehensive income</b>	<b>31-Mar-17</b>			31-Mar-16		
	<b>Before tax</b>	<b>Tax (expense) benefit</b>	<b>Net of tax</b>	Before tax	Tax (expense) benefit	Net of tax
Effective portion of losses on hedging instruments in respect of cash flow hedges	<b>(383.00)</b>	<b>132.55</b>	<b>(250.45)</b>	(581.51)	201.25	(380.26)
Remeasurements of employee benefit obligations	<b>(113.45)</b>	<b>39.27</b>	<b>(74.18)</b>	(108.29)	37.48	(70.81)
	<b>(496.45)</b>	<b>171.82</b>	<b>(324.63)</b>	(689.80)	238.73	(451.07)

<b>C. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>	<b>31-Mar-17</b>		31-Mar-16	
<b>Profit before tax</b>		<b>16,149.82</b>		17,178.58
<b>Tax using the Company's domestic tax rate</b>	<b>34.61%</b>	<b>5,589.13</b>	34.61%	5,945.16
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:				
CSR expenditure	<b>0.26%</b>	<b>42.01</b>	0.08%	13.57
Other non-deductible expenses	<b>0.38%</b>	<b>61.39</b>	0.38%	64.85
Tax exempt income	<b>(0.49%)</b>	<b>(79.84)</b>	1.78%	305.65
Others	<b>(0.88%)</b>	<b>(142.83)</b>	(0.20%)	(33.65)
Adjustments for current tax of prior period	<b>(1.47%)</b>	<b>(237.87)</b>	1.09%	187.42
<b>Income tax expense</b>	<b>32.41%</b>	<b>5,231.99</b>	37.74%	6,483.00

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

#### D. Recognized deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax liabilities		Deferred tax (assets)		Net deferred tax (assets) liabilities	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
Property, plant and equipment	9,201.50	9,406.89	-	-	9,201.50	9,406.89
Leave obligation	-	-	(10.90)	(8.53)	(10.90)	(8.53)
Gratuity	-	-	(142.09)	(100.70)	(142.09)	(100.70)
Allowance for doubtful debts - trade receivable	-	-	(288.44)	(216.85)	(288.44)	(216.85)
Derivatives	-	-	(333.80)	(201.25)	(333.80)	(201.25)
Others	8.03	-	-	(145.31)	8.03	(145.31)
<b>Net deferred tax (assets) liabilities</b>	<b>9,209.53</b>	<b>9,406.89</b>	<b>(775.23)</b>	<b>(672.64)</b>	<b>8,434.30</b>	<b>8,734.25</b>

#### Movement in temporary differences:

	Balance as at 1 April 2015	Recognised in profit or loss during 2015-16	Recognised in OCI during 2015-16	Balance as at 31 March 2016	Recognised in profit or loss during 2016-17	Recognised in OCI during 2016-17	Balance as at 31 March 2017
Property, plant and equipment	9,383.53	23.36	-	9,406.89	(205.39)	-	9,201.50
Leave obligation	(7.25)	(1.28)	-	(8.53)	(2.37)	-	(10.90)
Gratuity	(59.19)	(4.03)	(37.48)	(100.70)	(2.12)	(39.27)	(142.09)
Allowance for doubtful debts - trade receivable	(989.97)	773.12	-	(216.85)	(71.59)	-	(288.44)
Derivatives	-	-	(201.25)	(201.25)	-	(132.55)	(333.80)
Others	(14.00)	(131.31)	-	(145.31)	153.34	-	8.03
<b>Net deferred tax (assets) liabilities</b>	<b>8,313.12</b>	<b>659.86</b>	<b>(238.73)</b>	<b>8,734.25</b>	<b>(128.13)</b>	<b>(171.82)</b>	<b>8,434.30</b>

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>10. Property, plant and equipment and capital work-in-progress</b>										
<b>A. Reconciliation of carrying amount</b>										
	Freehold Land	Leasehold Land	Buildings	Office Equipments	Plant and Equipments	Windmills	Motor Vehicles	Furniture & Fittings	Total (A)	
<b>Year Ended 31 March 2016</b>										
<b>Gross carrying amount</b>										
Deemed cost as at 1 April 2015	2,730.37	26.62	1,683.91	11.30	83,926.15	470.04	162.89	117.39	89,128.67	
Additions	167.37	-	350.20	14.77	48,058.40	-	20.49	2.52	48,613.75	
Disposals	1.39	-	-	0.22	-	-	19.12	-	20.73	
<b>Closing gross carrying amount</b>	<b>2,896.35</b>	<b>26.62</b>	<b>2,034.11</b>	<b>25.85</b>	<b>131,984.55</b>	<b>470.04</b>	<b>164.26</b>	<b>119.91</b>	<b>137,721.69</b>	
<b>Accumulated depreciation</b>										
Depreciation charge during the year	-	0.30	74.42	5.59	12,421.97	44.00	54.16	31.25	12,631.69	
Disposals	-	-	-	0.22	-	-	15.38	-	15.60	
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>0.30</b>	<b>74.42</b>	<b>5.37</b>	<b>12,421.97</b>	<b>44.00</b>	<b>38.78</b>	<b>31.25</b>	<b>12,616.09</b>	
<b>Net Carrying Amount</b>	<b>2,896.35</b>	<b>26.32</b>	<b>1,959.69</b>	<b>20.48</b>	<b>119,562.58</b>	<b>426.04</b>	<b>125.48</b>	<b>88.66</b>	<b>125,105.60</b>	
<b>Period Ended 31 March 2017</b>										
<b>Gross carrying amount</b>										
Opening gross carrying amount	2,896.35	26.62	2,034.11	25.85	131,984.55	470.04	164.26	119.91	137,721.69	
Additions	-	-	527.70	19.53	21,548.59	-	345.80	11.42	22,453.04	
Disposals	-	-	-	6.29	8,727.26	-	20.68	-	8,754.23	
<b>Closing gross carrying amount</b>	<b>2,896.35</b>	<b>26.62</b>	<b>2,561.81</b>	<b>39.09</b>	<b>144,805.88</b>	<b>470.04</b>	<b>489.38</b>	<b>131.33</b>	<b>151,420.50</b>	
<b>Accumulated depreciation</b>										
Opening accumulated depreciation	-	0.30	74.42	5.37	12,421.97	44.00	38.78	31.25	12,616.09	
Depreciation charge during the year	-	0.30	91.26	7.65	14,725.77	44.00	44.19	32.22	14,945.39	
Disposals	-	-	-	6.10	3,564.14	-	20.68	-	3,590.92	
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>0.60</b>	<b>165.68</b>	<b>6.92</b>	<b>23,583.60</b>	<b>88.00</b>	<b>62.29</b>	<b>63.47</b>	<b>23,970.56</b>	
<b>Net Carrying Amount</b>	<b>2,896.35</b>	<b>26.02</b>	<b>2,396.13</b>	<b>32.17</b>	<b>121,222.28</b>	<b>382.04</b>	<b>427.09</b>	<b>67.86</b>	<b>127,449.94</b>	
<b>Capital Work in Progress</b>										
<b>Balance as at 31 March 2015</b>	0.18	-	153.30	-	1,596.53	-	-	-	1,750.01	
Addition	167.19	-	634.23	14.77	46,478.63	-	20.49	2.52	47,317.83	
Assets Capitalised During Year	167.37	-	350.20	14.77	48,058.40	-	20.49	2.52	48,613.75	
<b>Balance as at 31 March 2016</b>	<b>-</b>	<b>-</b>	<b>437.33</b>	<b>-</b>	<b>16.76</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>454.09</b>	
Balance as at 31 March 2016	-	-	437.33	-	16.76	-	-	-	454.09	
Addition	-	-	139.13	19.53	21,531.83	-	345.80	11.42	22,047.71	
Assets Capitalised During Year	-	-	527.70	19.53	21,548.59	-	345.80	11.42	22,453.04	
<b>Balance as at 31 March 2017</b>	<b>-</b>	<b>-</b>	<b>48.76</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>48.76</b>	

**B. Security**

The term loans from banks are secured by charge on properties with carrying amount of ₹ 101,236.31 lakhs (31 March 2016: ₹ 91,185.11 lakhs; 01 April 2015: ₹ 52,881.86 lakhs) (see note 26).

**C. Capital work-in-progress**

Capital work-in-progress as at 31 March 2017 comprises building construction in progress at Gadag Depot, while that as at 31 March 2016 majorly comprises building construction in progress at Nagpur, Sate, Raigarh and Cuttak depot and as at 01 April 2015 majorly comprises cranes and construction in progress at Nagpur and Cuttak depot.

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

*(Currency - Indian Rupees in Lakhs, except share data)*

<b>11. Investment property</b>	
<b>A. Reconciliation of carrying amount</b>	<b>31-Mar-17</b>
<b>Cost or Deemed Cost (gross carrying amount)</b>	
Balance as at 1 April 2015	-
Balance as at 31 March 2016	-
Balance as at 1 April 2016	-
Acquisitions	<b>1,680.88</b>
<b>Balance as at 31 March 2017</b>	<b>1,680.88</b>
<b>Accumulated depreciation</b>	
Depreciation for the year ended 31 March 2016	-
Balance as at 31 March 2016	-
Balance as at 1 April 2016	-
Depreciation for the year ended 31 March 2017	<b>53.06</b>
<b>Balance as at 31 March 2017</b>	<b>53.06</b>
<b>Carrying amounts</b>	
At 1 April 2015	-
<b>At 31 March 2016/ 1 April 2016</b>	-
<b>At 31 March 2017</b>	<b>1,627.82</b>
Fair value	
At 1 April 2015	-
<b>At 31 March 2016</b>	-
<b>At 31 March 2017</b>	<b>1,627.82</b>

**B. Measurement of fair values**

***Fair value hierarchy***

Investment property comprises of commercial property leased to third party. Since the investment property has been acquired during the year from a third party in an arms length transaction, the fair value of the same has been assumed to approximate the acquisition cost.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>12. Financial assets</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>12 (a). Non-current investments</b>			
<b>Investments in equity instruments (Fully paid up)</b>			
<b>Quoted :</b>			
Investments in equity instruments at <i>FVTPL</i>			
Suzlon Energy Limited	-	803.63	1,826.81
Nil (31 March 2016: 56,79,389, 1 April 2015 : 66,79,389) equity shares of ₹ 2 each fully paid up			
<b>Unquoted:</b>			
Investments in equity instruments			
The Saraswat Co-operative Bank Limited	<b>0.25</b>	0.25	0.25
2,500 (31 March 2016: 2,500, 1 April 2015 : 2,500) equity shares of ₹ 10 each			
<b>Total (equity instruments)</b>	<b>0.25</b>	803.88	1,827.06
<b>Total non-current investment</b>	<b>0.25</b>	803.88	1,827.06
Aggregate Amount of quoted investments and market value thereof	-	803.63	1,826.81
Aggregate amount of unquoted investments and market value thereof	<b>0.25</b>	0.25	0.25
<b>12 (a). Current investments</b>			
<b>Investment in Mutual Fund</b>			
<b>Unquoted:</b>			
39,191 units (31 March 2016: Nil, 1 April 2015 : Nil) in SBI Premier Liquid Fund	<b>1,000.43</b>	-	-
12,606 units (31 March 2016: Nil, 1 April 2015 : Nil) in Reliance Liquid Fund Treasury Plan	<b>500.00</b>	-	-
	<b>1,500.43</b>	-	-
<b>Total current investment</b>	<b>1,500.43</b>	-	-
Aggregate amount of quoted investments and market value thereof	-	-	-
Aggregate amount of unquoted investments and market value thereof	<b>1,500.43</b>	-	-
Information about the Company's exposure to credit and market risks, and fair value measurement, is included in Note 22.			

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

<b>12 (b). Trade receivables</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>Trade receivables</b>			
Unsecured, considered good	<b>16,581.50</b>	15,506.72	12,352.55
Doubtful	<b>833.45</b>	626.59	2,860.52
	<b>17,414.95</b>	16,133.31	15,213.07
<b>Loss allowance</b>			
Unsecured, considered good	-	-	-
Considered doubtful	<b>(833.45)</b>	(626.59)	(2,860.52)
	<b>(833.45)</b>	(626.59)	(2,860.52)
<b>Net Trade receivables</b>	<b>16,581.50</b>	15,506.72	12,352.55
Current portion	<b>16,581.50</b>	15,506.72	12,352.55
Non-current portion	-	-	-

The Company's exposure to credit risks and loss allowances related to trade receivables are disclosed in Note 22.

<b>12 (c). Loans</b>	<b>31-Mar-17</b>		31-Mar-16		1-Apr-15	
	Current	Non-Current	Current	Non-Current	Current	Non-Current
<b>Unsecured, considered good</b>						
Loans to employees	<b>25.96</b>	<b>16.47</b>	7.23	13.65	6.16	10.03
<b>Total Loans</b>	<b>25.96</b>	<b>16.47</b>	7.23	13.65	6.16	10.03

<b>12 (d). Cash and cash equivalents</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
Balances with banks			
- in current accounts	<b>234.07</b>	336.45	528.18
Deposits with original maturity of less than three months	<b>0.87</b>	2.13	2,252.36
Cash on hand	<b>3.98</b>	3.99	3.04
<b>Total cash and cash equivalents</b>	<b>238.92</b>	342.57	2,783.58

<b>12 (e). Other financial assets</b>	<b>31-Mar-17</b>		31-Mar-16		1-Apr-15	
	Current	Non-Current	Current	Non-Current	Current	Non-Current
Security deposits	-	<b>149.27</b>	-	154.52	-	162.94
Interest accrued on fixed deposits	<b>1.84</b>	-	0.81	-	6.80	-
Bank deposits with original maturity of more than 12 months	-	<b>1.50</b>	-	3.83	-	-
<b>Total other financial assets</b>	<b>1.84</b>	<b>150.77</b>	0.81	158.35	6.80	162.94

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>13. Other non-current assets</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>Capital advances</b>			
Considered good	<b>2,404.43</b>	2,013.96	251.86
Considered doubtful	-	-	155.65
Less: Provision for doubtful advances	-	-	(155.65)
	<b>2,404.43</b>	2,013.96	251.86
<b>Others</b>			
VAT/CST paid under protest	<b>419.13</b>	15.00	15.00
Service tax paid under protest	<b>19.59</b>	19.59	19.59
Road taxes refund receivable	-	37.88	303.18
Interest receivable on refund of road taxes	-	11.37	38.74
	<b>438.72</b>	83.84	376.51
<b>Total Other non-current assets</b>	<b>2,843.15</b>	2,097.80	628.37

<b>14. Inventories</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
Stores and spares parts	<b>1,383.44</b>	1,059.11	1,021.84
<b>Total inventories</b>	<b>1,383.44</b>	1,059.11	1,021.84

<b>15. Other current assets</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>CENVAT credit receivable</b>	<b>1,235.35</b>	2,715.54	296.50
	<b>1,235.35</b>	2,715.54	296.50
<b>Others</b>			
Prepaid expenses	<b>528.46</b>	476.56	395.22
Advances to employees	<b>84.12</b>	65.96	84.54
Advances for supply of goods and services	<b>165.19</b>	106.26	46.99
Other advances	<b>4.33</b>	4.33	4.35
Road taxes refund receivable	-	-	52.09
	<b>782.10</b>	653.11	583.19
<b>Total Other current assets</b>	<b>2,017.45</b>	3,368.65	879.69

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

16 (a). Equity share capital	31-Mar-2017	31-Mar-2016	1-Apr-2015
<b>Authorised</b>			
50,000,000 (31 March 2016 : 50,000,000; 1 April 2015 : 50,000,000) equity shares of face value of ₹ 2 each	1,000.00	1,000.00	1,000.00
	1,000.00	1,000.00	1,000.00
<b>Issued subscribed and paid-up</b>			
43,288,000 (31 March 2016 : 43,288,000; 1 April 2015: 43,288,000) equity shares of face value of ₹ 2 each fully paid up	865.76	865.76	865.76
	865.76	865.76	865.76

#### 16 (a) (i) Rights preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### 16 (a) (ii) Particulars of shareholders holding more than 5% shares in the Company

Name of the shareholder	31-Mar-17		31-Mar-16		1-Apr-15	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Chandrakant Phoolchand Sanghvi	10,031,098	23.17%	10,031,098	23.17%	10,031,098	23.17%
Rishi Chandrakant Sanghvi	5,319,740	12.29%	5,319,740	12.29%	5,319,740	12.29%
Mina Chandrakant Sanghvi	4,418,791	10.21%	4,418,791	10.21%	4,408,791	10.18%
Goldpeak Limited	-	0.00%	-	0.00%	3,273,504	7.56%
Olympus India Holdings Limited	-	0.00%	-	0.00%	2,687,500	6.21%
SBI Magnum Balanced Fund	-	0.00%	1,040,000	2.40%	2,479,835	5.73%
HDFC Trustee Company Limited - HDFC Prudence Fund	1,692,264	3.91%	2,392,264	5.53%	2,192,264	5.06%

#### 16 (a) (iii) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31-Mar-2017		31-Mar-2016	
	Number	Amount	Number	Amount
<b>Equity Shares</b>				
At the commencement and at the end of the year	43,288,000	865.76	43,288,000	865.76

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>16 (b). Other equity</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>Capital Reserve</b>			
At the commencement and at the end of the year	<b>11.96</b>	11.96	11.96
<b>Securities Premium Reserve</b>			
At the commencement and at the end of the year	<b>13,136.96</b>	13,136.96	13,136.96
<b>General Reserve</b>			
At the commencement and at the end of the year	<b>30,443.09</b>	30,443.09	30,443.09
<b>Retained earnings (See Note (i) below)</b>	<b>42,454.01</b>	31,536.18	22,664.11
<b>Other items of OCI (See Note (ii) below)</b>	<b>(775.70)</b>	(451.07)	-
	<b>85,270.32</b>	74,677.12	66,256.12
<b>(i) Retained earnings</b>			
Opening balance	<b>31,536.18</b>	22,664.11	
Net profit for the period	<b>10,917.83</b>	10,695.58	
<b>Dividends</b>			
Interim / Final dividend Paid (amount per share in 2016 : ₹ 3.50)	-	1,515.08	
Dividend distribution tax on above	-	308.43	
<b>Closing balance</b>	<b>42,454.01</b>	31,536.18	
After the reporting dates the following dividends (excluding dividend distribution tax) were proposed by the directors subject to the approval at the annual general meeting; the dividends have not been recognised as liabilities. Dividends would attract dividend distribution tax when declared or paid.			
Proposed dividend ₹ 4 per share	<b>1,731.52</b>		
Dividend distribution tax on above	<b>352.54</b>		
<b>(ii) Other items of OCI</b>	<b>Cash flow hedging reserve</b>	Remeasurements of post-employment benefit obligation	Total
<b>As at 1 April 2015</b>	-	-	-
Change in fair value of hedging instrument / remeasurement of employment benefit obligation	<b>(581.51)</b>	(108.29)	(689.80)
Deferred tax on above	<b>201.25</b>	37.48	238.73
<b>As at 31 March 2016</b>	<b>(380.26)</b>	(70.81)	(451.07)
Change in fair value of hedging instrument / remeasurement of employment benefit obligation	<b>(383.00)</b>	(113.45)	(496.45)
Deferred tax on above	<b>132.55</b>	39.27	171.82
<b>As at 31 March 2017</b>	<b>(630.71)</b>	(144.99)	(775.70)

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

**Nature and purpose of other reserves**

*Securities premium reserve*

Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of the Act.

*Remeasurement of defined benefit liability (asset)*

Remeasurement of defined benefit liability (asset) comprises actuarial gains and losses.

*Cash flow hedging reserve*

The Company uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings and interest rate risk associated with variable interest rate borrowings as described within note 22. For hedging foreign currency risk, the Company uses principal swap which is designated as cash flow hedges. For hedging interest rate risk, the Company uses interest rate swaps which is also designated as cash flow hedges. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss (e.g. interest payments).

<b>17. Earning per share</b>		<b>31-Mar-2017</b>	31-Mar-2016
Net profit for the year attributable to equity shareholders	A	<b>10,917.83</b>	10,695.58
Weighted average number of equity shares of face value of ₹ 2 each outstanding during the year	B	<b>43,288,000</b>	43,288,000
Basic and diluted earnings per equity share of face value ₹ 2 each (in ₹)	(A/B)	25.22	24.71

<b>18. Financial liabilities</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>18 (a). Non-current borrowings</b>			
<b>Secured</b> (refer details below for assets pledged as security)			
<b>Term Loans from banks</b>			
in Indian rupees	<b>36,041.26</b>	40,569.25	24,696.99
in Foreign currencies	<b>4,735.54</b>	5,414.43	-
<b>Unsecured</b>			
Loans from related parties	<b>214.00</b>	214.00	1,771.38
<b>Total non-current borrowings</b>	<b>40,990.80</b>	46,197.68	26,468.37

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>18 (a). Current borrowings</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>Secured</b> (refer details below for assets pledged as security)			
<b>Loans repayable on demand</b>			
From banks			
Working capital demand loans	<b>1,979.43</b>	141.69	-
<b>Term loans from banks</b>			
in Indian rupees	<b>2,810.87</b>	11,794.88	6,384.02
in Foreign currencies	<b>5,045.21</b>	-	-
<b>Unsecured</b>			
Loans from related parties	<b>571.80</b>	2,068.80	-
Commercial paper loan	<b>2,422.72</b>	-	-
	<b>12,830.03</b>	14,005.37	6,384.02
Less: Amount included under 'other financial liabilities'	8,427.88	13,863.68	6,384.02
<b>Total Current borrowings</b>	<b>4,402.15</b>	141.69	-

- i) Term loans from banks in Indian rupees carry interest rate ranging from 9.95% to 10.90% p.a. repayable in 1 to 59 monthly and 16 to 22 quarterly installments.
- ii) Loans from related parties are repayable on demand with a notice of 13 months and carry an interest ranging from 7.25% - 10.30% p.a.
- iii) USD term loan from bank equivalent to ₹ 2,138.96 (31 March 2016: Nil; 01 April 2015: Nil) carries interest rate of one year 6 months LIBOR + 0.50% which is repayable on 14 November 2018.
- iv) Another USD term loan from bank equivalent to ₹ 2,596.58 (31 March 2016: Nil; 01 April 2015: Nil) carries interest rate of one year 6 months LIBOR + 0.61% which is repayable on 17 September 2018.
- v) EURO term loan from bank equivalent to ₹ 5,045.21 (31 March 2016: 5,414.43; 01 April 2015: Nil) carries interest rate of one year EURIBOR + 0.68% which is repayable on 27 March 2018.
- vi) Commercial paper loan carry interest rate of 7.50% p.a. and is repayable on 04 September 2017.

**Secured borrowings and assets pledged as security**

- a) Term loans amounting to ₹ 29,517.64 (31 March 2016 : ₹ 29,260.11, 01 April 2015 : ₹ 10,559.10) are secured against cranes/trailers.
- b) Term loans amounting to ₹ 9,979.07 (31 March 2016 : ₹ 13,187.90, 01 April 2015 : ₹ 11,387.86) are secured against cranes/trailers and Registered mortgage on land and buildings at Tathawade.
- c) Term loans amounting to ₹ 3,797.21 (31 March 2016 : ₹ 11,950.54, 01 April 2015 : ₹ Nil) are secured against cranes and Land at Vadagaon Pune.
- d) Term loans amounting to ₹ 5,338.96 (31 March 2016: ₹ 3,380.01 (01 April 2015 : ₹ 4,198.30) are secured against cranes and office building at Sate, Pune.

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

- e) Term loans amounting to ₹ Nil (31 March 2016: Nil (1 April 2015 : ₹ 4,935.75)) are secured against cranes and equitable mortgage of residential land at Sate & personal guarantees given by Chairman and Managing Director Mr. Chandrakant Sanghvi till the conversion of land into Non-agricultural land.
- f) Working capital loans from banks representing cash credit facilities as at 31 March 2017 and 31 March 2016 are secured against receivables and stock of spares. As at 31 March 2015, the working capital loan was also secured against the personal guarantee given by Mr. Chandrakant Sanghvi, Chairman and the Managing Director amounting to ₹ 3,700 Lakhs and a pledge of 6 lakh equity shares of the Company held by him. The cash credit facilities are repayable on demand and carry an interest ranging between 11-13% p.a.

The carrying amounts of financial and non-financial assets pledged as security for current and non-current borrowings are disclosed in note 26.

Information about the Company's exposure to interest rate foreign currency and liquidity risks is included in note 22.

<b>18 (b). Other financial liabilities</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
<b>Current</b>			
Current maturities of long term borrowings	<b>8,427.88</b>	13,863.68	6,384.02
Interest accrued but not due on borrowings (see note (i) below)	<b>1,065.59</b>	981.28	300.42
Accrued employee liabilities	<b>353.29</b>	470.03	101.10
Capital creditors	<b>10.66</b>	22.55	-
Others	<b>19.49</b>	22.16	12.58
<b>Other current financial liabilities</b>	<b>9,876.91</b>	15,359.70	6,798.12
(i) includes ₹ 174.42 lakhs (2016: ₹ 153.91 lakhs (2015: ₹ 180.84 lakhs) due to related parties.			

<b>18 (c). Trade payables</b>			
<b>Current</b>			
Trade payable to related parties	<b>58.28</b>	111.13	111.13
Other trade payables (see note 28)			
- total outstanding dues of micro enterprises and small enterprises	<b>11.23</b>	7.03	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	<b>1,721.15</b>	1,905.60	979.91
	<b>1,790.66</b>	2,023.76	1,091.04

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 22.

<b>19. Provisions</b>	<b>31-Mar-17</b>		31-Mar-16		1-Apr-15	
	<b>Current</b>	<b>Non-Current</b>	Current	Non-Current	Current	Non-Current
Liability for compensated absences	<b>31.50</b>	-	24.63	-	20.94	-
Liability for gratuity	<b>124.62</b>	<b>285.96</b>	92.15	198.80	171.03	-
	<b>156.12</b>	<b>285.96</b>	116.78	198.80	191.97	-

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

(Currency - Indian Rupees in Lakhs, except share data)

**(i) Compensated absences**

The compensated absences cover the Company's liability for earned leave.

The amount of the provision of ₹ 31.50 (31 March 2016 – ₹ 24.63; 1 April 2015 – ₹ 20.94) of its employees is presented as current since the same is expected to be funded within 12 months from the reporting date.

**(ii) Defined contribution plans**

The Company has certain defined contribution plans. Contributions are made to provident fund, superannuation fund and national pension scheme in India for employees at the prescribed rate of basic salary. These contributions are made to registered provident fund administered by the government. The Company also contributes to superannuation fund to Life Insurance Corporation of India for its employees. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan are as follows:

	31-Mar-2017	31-Mar-2016
i) Provident fund	46.97	46.96
ii) Superannuation fund	17.24	13.35
iii) National pension scheme	5.24	-

**(iii) Defined benefit obligation**

The Company has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. It entitles an employee who has rendered at least five years of continuous service to gratuity at the rate of fifteen days salary for every completed year of service or part thereof in excess of six months based on the rate of salary last drawn by the concerned employee.

**A. Funding**

The gratuity liability is funded through a Group Gratuity Scheme with Life Insurance Corporation of India. The funding requirements is determined at each Balance sheet date based on an actuarial valuation carried out by an independent actuary using the projected unit credit method.

**B. Reconciliation of net defined liability**

*The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:*

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

<b>a) Statement showing changes in present value of obligation</b>	<b>31-Mar-2017</b>	31-Mar-2016			
Present value of obligations at the beginning of the year	486.11	337.99			
Interest cost	38.17	25.81			
Past service cost	-	-			
Current service cost	28.55	27.76			
Benefits paid	(29.85)	(14.08)			
Actuarial loss on obligations recognised in other comprehensive income	115.32	108.63			
Present value of obligations as at the end of the year	638.30	486.11			
<b>b) Table showing changes in the fair value of plan assets</b>					
Fair value of plan assets at the beginning of year	195.16	166.96			
Expected return on plan assets	16.39	14.75			
Contributions	44.15	27.19			
Benefits paid	(29.85)	(14.08)			
Actuarial gain on plan assets	1.87	0.34			
Fair value of plan assets at the end of the year	227.72	195.16			
<b>c) Unfunded liability recognised in Balance sheet</b>	<b>410.58</b>	290.95			
<b>d) Actuarial losses recognized in other comprehensive income</b>					
Actuarial loss for the year - obligation		(108.63)			
Actuarial gain for the year - plan assets	1.87	0.34			
Actuarial loss recognized in the year	(113.45)	(108.29)			
<b>e) Actual return on plan assets</b>					
Expected return on plan assets	16.39	14.75			
Actuarial gain on plan assets	1.87	0.34			
Actual return on plan assets	18.26	15.09			
<b>f) Experience adjustment</b>	<b>31-Mar-2017</b>	31-Mar-2016	31-Mar-2015	31-Mar-2014	31-Mar-2013
Experience adjustments on obligations	(79.72)	(119.23)	17.52	0.96	17.16
Experience adjustments on plan assets	2.68	0.34	1.27	(0.44)	0.77
<b>g) Actuarial assumptions</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015		
Discount rate	7.20%	8.10%	7.80%		
Salary escalation	10.00%	10.00%			
Expected return on plan assets	8.10%	8.50%	8.50%		
Mortality rate	Indian Assured Lives Mortality (2006-08)				

**iv) Plan assets are as follows:**

The Company has invested ₹ 227.72 (2016: ₹ 195.16; 2015: ₹ 166.96) in assets which are insurer managed funds.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

<b>20. Other current liabilities</b>	<b>31-Mar-2017</b>	31-Mar-2016	1-Apr-2015
Unpaid dividend	<b>20.87</b>	39.77	18.12
Service tax payable	-	-	3.03
TDS payable	<b>26.78</b>	30.34	20.48
Other taxes payable	<b>62.55</b>	23.78	49.57
Advance from customers	<b>177.39</b>	143.09	51.65
Deferred revenue	<b>152.33</b>	664.35	592.92
	<b>439.92</b>	901.33	735.77

**21. Financial instruments - Fair values and risk management**
**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31-Mar-2017	Note	Carrying amount				Fair value			
		FVPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value</b>									
Investments									
- Equity instruments and Mutual funds- Liquid plan	12(a)	1,500.68	-	-	1,500.68	-	1,500.43	0.25	1,500.68
<b>Financial assets not measured at fair value*</b>									
Trade receivables	12(b)	-	-	16,581.50	16,581.50				
Loans	12(c)	-	-	42.43	42.43				
Cash and Cash equivalents	12(d)	-	-	238.92	238.92				
Bank Balance Other than cash and cash equivalents		-	-	24.37	24.37				
Security deposits	12(e)	-	-	149.27	149.27				
Bank deposits with original maturity of more than 12 months	12(e)			1.50	1.50				
Interest accrued on fixed deposits	12(e)	-	-	1.84	1.84				
<b>Total financial assets</b>		<b>1,500.68</b>	<b>-</b>	<b>17,039.83</b>	<b>18,540.51</b>	<b>-</b>	<b>1,500.43</b>	<b>0.25</b>	<b>1,500.68</b>
<b>Financial liabilities measured at fair value</b>									
Derivative contract liability		1,196.24	-	-	1,196.24	-	1,196.24	-	1,196.24
<b>Financial liabilities not measured at fair value*</b>									
Borrowings	18(a)	-	-	53,820.83	53,820.83	-	52,583.76	-	52,583.76
Interest accrued but not due on borrowings	18(b)	-	-	1,065.59	1,065.59	-	-	-	-
Trade payable	18(c)	-	-	1,790.66	1,790.66				
Accrued employee liabilities		-	-	353.29	353.29				
Capital creditors		-	-	10.66	10.66				
Others		-	-	19.49	19.49				
<b>Total financial liabilities</b>		<b>1,196.24</b>	<b>-</b>	<b>57,060.51</b>	<b>58,256.76</b>	<b>-</b>	<b>53,780.00</b>	<b>-</b>	<b>53,780.00</b>

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

31-Mar-2016	Note	Carrying amount				Fair value			
		FVPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value</b>									
Investments									
- Equity instruments and Mutual funds- Liquid plan	12(a)	803.88	-	-	803.88	803.63	-	0.25	803.88
<b>Financial assets not measured at fair value*</b>									
Trade receivables	12(b)	-	-	15,506.72	15,506.72				
Loans	12(c)	-	-	20.88	20.88				
Cash and Cash equivalents	12(d)	-	-	342.57	342.57				
Bank Balance Other than cash and cash equivalents		-	-	62.66	62.66				
Security deposits	12(e)	-	-	154.52	154.52				
Bank deposits with original maturity of more than 12 months	12(e)	-	-	3.83	3.83				
Interest accrued on fixed deposits	12(e)	-	-	0.81	0.81				
<b>Total financial assets</b>		<b>803.88</b>	<b>-</b>	<b>16,091.99</b>	<b>16,895.87</b>	<b>803.63</b>	<b>-</b>	<b>0.25</b>	<b>803.88</b>
<b>Financial liabilities measured at fair value</b>									
Derivative contract liability		294.23	-	-	294.23	-	294.23	-	294.23
<b>Financial liabilities not measured at fair value*</b>									
Borrowings	18(a)	-	-	60,203.05	60,203.05	-	58,486.64	-	58,486.64
Interest accrued but not due on borrowings	18(b)	-	-	981.28	981.28	-	-	-	-
Trade payable	18(c)	-	-	2,023.76	2,023.76				
Accrued employee liabilities		-	-	470.03	470.03				
Capital creditors		-	-	22.55	22.55				
Others		-	-	22.16	22.16				
<b>Total financial liabilities</b>		<b>294.23</b>	<b>-</b>	<b>63,722.83</b>	<b>64,017.06</b>	<b>-</b>	<b>58,780.87</b>	<b>-</b>	<b>58,780.87</b>
<b>1-Apr-2015</b>									
<b>Financial assets measured at fair value</b>									
Investments									
- Equity instruments and Mutual funds- Liquid plan	12(a)	1,827.06	-	-	1,827.06	1,826.81	-	0.25	1,827.06
<b>Financial assets not measured at fair value*</b>									
Trade receivables	12(b)	-	-	12,352.55	12,352.55				
Loans	12(c)	-	-	16.19	16.19				
Cash and Cash equivalents	12(d)	-	-	2,783.58	2,783.58				
Bank Balance Other than cash and cash equivalents		-	-	26.84	26.84				

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

1-Apr-2015	Note	Carrying amount				Fair value			
		FVPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Security deposits	12(e)	-	-	162.94	162.94				
Bank deposits with original maturity of more than 12 months	12(e)	-	-	-	-				
Interest accrued on fixed deposits	12(e)	-	-	6.80	6.80				
<b>Total financial assets</b>		<b>1,827.06</b>	<b>-</b>	<b>15,348.90</b>	<b>17,175.96</b>	<b>1,826.81</b>	<b>-</b>	<b>0.25</b>	<b>1,827.06</b>
<b>Financial liabilities measured at fair value</b>									
Derivative contract liability		-	-	-	-	-	-	-	-
<b>Financial liabilities not measured at fair value*</b>									
Borrowings	18(a)	-	-	32,852.39	32,852.39	-	32,852.39	-	32,852.39
Interest accrued but not due on borrowings	18(b)	-	-	300.42	300.42	-	-	-	-
Trade payable	18(c)	-	-	1,091.04	1,091.04				
Accrued employee liabilities		-	-	101.10	101.10				
Capital creditors		-	-	-	-				
Others		-	-	12.58	12.58				
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>34,357.53</b>	<b>34,357.53</b>	<b>-</b>	<b>32,852.39</b>	<b>-</b>	<b>32,852.39</b>

\*Financial assets and liabilities such as trade receivables, loans, cash and cash equivalents, bank balance other than cash and cash equivalents, security deposits, interest accrued on fixed deposits, trade payables, interest accrued but not due on borrowings, accrued employee liabilities, capital creditors are largely short-term in nature. The fair value of these financial assets and liabilities approximate their carrying amount due to the short-term nature of such assets and liabilities.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Investment in mutual funds are valued using the closing net asset value (NAV).

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Accordingly, unquoted equity shares have been considered as Level 3 financial instrument. The carrying amount of unquoted equity shares is not considered material and hence it has not been fair valued and carrying amount for the same has been considered as the fair value.

**(ii) Valuation techniques used to determine fair value**

Specific valuation techniques used to value the financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of the interest rate swaps is calculated as present value of the estimated future cash flows based on observable yield curves.
- the fair value of forward exchange contracts and principal swap is determined using forward exchange rates at the Balance Sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

**(iii) Valuation processes**

The finance department of the Company performs the valuation of financial assets and liabilities required for financial reporting purposes. The finance department reports directly to the chief financial officer (CFO). Discussions of valuation processes and results are held between the CFO and the the finance department at least once every three months, in line with the Company's quarterly reporting periods.

**22. Financial risk management**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate credit limits and controls and to monitor risks and adherence to credit limits. The Company, through its training and established procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, principal swaps are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk to which the Company is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements:

**(A) Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 16,581.50 lakhs and ₹ 15,506.72 lakhs as of 31 March 2017 and 31 March 2016, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment. The Company computes the expected credit loss allowance for trade receivables based on available external and internal credit risk factors such as the ageing of its dues, market information about the customer, industry information and the Company's historical experience for customers.

The following table gives details in respect of percentage of revenues generated from top two customers (top three for the year ended 31 March 2016) of the company wherein revenue for each of them exceeds 10% of company's revenue from operations:

Particulars	31-Mar-17		31-Mar-16	
	₹	%	₹	%
Revenue from top two / three customers	<b>32,949.79</b>	<b>59.57%</b>	25,507.02	48.05%

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*
**Credit risk exposure**

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2017 was ₹ 833.45 lakhs. The impairment loss recognised for lifetime expected credit loss on customer balances for the year ended 31 March 2017 was ₹ 206.86 Lakhs.

Particulars	Amount in INR for the year ended	
	31-Mar-17	31-Mar-16
Balance at the beginning	626.59	2,860.52
Impairment loss recognised/ (reversed)	206.86	(2,233.93)
Balance at the end	833.45	626.59

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units and fixed deposit which are funds deposited at a bank for a specified time period.

**(B) Liquidity risk**

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2017, the Company had a working capital of ₹ 3,800.50 lakhs and that as at 31 March 2016 had a working capital of ₹ 1,687.06 lakhs. The working capital of the Company for this purpose has been derived as follows:

	31-Mar-17	31-Mar-16
Total current assets (A)	21,773.91	20,347.75
Total current liabilities (B)	17,973.41	18,660.69
<b>Working capital (A-B)</b>	<b>3,800.50</b>	1,687.06

The working capital as at 31 March 2017 calculated above includes cash and cash equivalents of ₹ 238.92 lakhs and current investments of ₹ 1,500.43 lakhs. Also, the working capital as at 31 March 2016 calculated above includes cash and cash equivalents of ₹ 342.57 lakhs and current investments of ₹ Nil.

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31 March 2017:

Contractual maturities of financial liabilities 31-Mar-2017	Upto 1 year	Beyond 1 year	Total
Borrowings	12,795.12	41,385.95	54,181.07
Trade payables	1,790.66	-	1,790.66
Derivative contract liability	702.73	493.51	1,196.24
Other financial liabilities	1,449.03	-	1,449.03
<b>Total liabilities</b>	<b>16,737.54</b>	<b>41,879.46</b>	<b>58,617.00</b>

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

<b>Contractual maturities of financial liabilities 31-Mar-2016</b>	<b>Upto 1 year</b>	<b>Beyond 1 year</b>	<b>Total</b>
Borrowings	13,785.46	46,874.17	60,659.63
Trade payables	2,023.76	-	2,023.76
Derivative contract liability	-	294.23	294.23
Other financial liabilities	1,496.02	-	1,496.02
<b>Total liabilities</b>	<b>17,305.24</b>	<b>47,168.40</b>	<b>64,473.64</b>

**(C) Market risk**

Though the Company operates only in India, the Company is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward and cross currency interest rate swap (CCIRS) to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates/ depreciates against these currencies.

The following table analyzes foreign currency risk from financial instruments as 31 March 2017 and 31 March 2016:

	<b>Amount in USD Lakhs</b>	<b>Amount in EURO Lakhs</b>	<b>Amount in Rupees Lakhs</b>
<b>31 March 2017</b>			
Borrowings (USD)	72.83	-	(4,735.54)
Borrowings (EURO)	-	72.00	(5,045.21)
<b>31 March 2016</b>			
Borrowings (EURO)	-	72.00	(5,414.43)

**Sensitivity Analysis:**

A change in 1% in the rates of foreign currency payables will affect the outstanding as at 31 March 2017 by ₹ 97.81 lakhs. As the rate of exchange of the foreign currency increases, the outstanding dues would increase and vice versa. However the foreign currency payables are fully hedged by forward contracts.

**Derivative financial instruments**

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

	Amount in USD Lakhs	Amount in EURO Lakhs
<b>31 March 2017</b>		
Cross currency interest rate swap	72.83	72.00
<b>31 March 2016</b>		
Cross currency interest rate swap	-	72.00

Some of the foreign exchange forward contracts mature within twelve months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as of the balance sheet date:

Particulars	Amount in Rupees in Lakhs as of	
	31-Mar-17	31-Mar-16
Not later than one month	-	-
Later than one month and not later than three months	-	-
Later than three months and not later than one year	<b>702.73</b>	-
Later than one year	<b>493.51</b>	294.23
	<b>1,196.24</b>	294.23

The Company has designated foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance in cash flow hedging reserve are expected to occur and reclassified to the statement of profit or loss within a period of 12 months to 21 months from 31 March 2017.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

*(Currency - Indian Rupees in Lakhs, except share data)*

The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting:

Cash flow hedges	Equity head 'Effective portion of cash flow hedges'
<b>Balance at 1 April 2015</b>	-
Loss recognised in other comprehensive income during the period	(581.51)
Tax relating to the above item	201.25
<b>Balance at 1 April 2016</b>	(380.26)
Loss recognised in other comprehensive income during the period	(383.00)
Tax relating to the above item	132.55
<b>Balance at 31 March 2017</b>	(630.71)

**23 Related party disclosures**

**a) Individuals exercising significant influence over the Company**

1 Chandrakant Sanghvi

**b) Key management personnel**

- 1 Chandrakant Sanghvi - Chairman and Managing Director
- 2 Sham Kajale - Executive Director and Chief Financial Officer
- 3 Rajesh Likhite - Company Secretary & Chief Compliance Officer

**c) Relatives of Individuals exercising significant influence over the Company**

- 1 Mina Sanghvi - Spouse of Chandrakant Sanghvi
- 2 Rishi Sanghvi - Son of Chandrakant Sanghvi
- 3 Niyoshi Sanghvi - Daughter of Chandrakant Sanghvi
- 4 Ruchi Sanghvi - Daughter of Chandrakant Sanghvi
- 5 Anilkumar Sanghvi - Brother of Chandrakant Sanghvi

**d) Enterprises over which key management personnel exercise significant influence**

- 1 Jethi Builders and Traders Private Limited
- 2 Maharashtra Erectors Private Limited
- 3 Sanghvi Erectors Private Limited

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*
**e) Disclosure of related party transactions:**

Sr. No.	Nature of transaction / relationship / major parties	31-Mar-2017	31-Mar-2016
		Amount	Amount
<b>1</b>	<b>Expenses</b>		
	<b>Salaries and allowances</b>		
	Rajesh Likhite	18.20	15.77
	Rishi Sanghvi	22.13	-
	<b>Director's sitting fees</b>		
	Mina Sanghvi	2.20	2.20
	<b>Interest expense</b>		
	Maharashtra Erectors Private Limited	21.06	24.56
	Chandrakant Sanghvi	64.56	97.91
	Mina Sanghvi	32.93	33.27
	<b>Managerial remuneration*</b>		
	Chandrakant Sanghvi	370.86	354.00
	Sham Kajale	71.58	59.49
	<b>Gratuity provision for the year</b>		
	Chandrakant Sanghvi	87.16	114.69
	Sham Kajale*	-	-
<b>Guarantee commission**</b>			
Chandrakant Sanghvi	-	-	
<b>2</b>	<b>Dividend paid</b>		
	Chandrakant Sanghvi	-	351.09
	Mina Sanghvi	-	154.61
	Rishi Sanghvi	-	186.19
	Niyoshi Sanghvi	-	17.52
	Maharashtra Erectors Private Limited	-	1.09
	Anilkumar Sanghvi	-	0.01
	Jethi Builders and Traders Private Limited	-	0.88
Sanghvi Erectors Private Limited	-	20.69	
<b>3</b>	<b>Loans repaid</b>		
	Chandrakant Sanghvi	1,408.00	377.00
	Mina Sanghvi	157.00	37.20
<b>4</b>	<b>Loans received</b>		
	Chandrakant Sanghvi	68.00	620.00
	Mina Sanghvi	-	132.00

\* As gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the Key Managerial Personnel cannot be individually identified, had the Company calculated the gratuity on arithmetical basis gratuity pertaining to Mr. Sham Kajale would have amounted to ₹ 6.25 lakhs (2016: ₹ 7.25 Lakhs) lakhs. However, contribution toward superannuation fund is included as part of managerial remuneration.

\*\* As at 31 March 2015, Mr. Chandrakant Sanghvi had given personal guarantee up to ₹ 3,700 lakhs and had pledged 6 lakhs equity shares for the working capital loan taken by the Company for which no guarantee commission was paid by the Company. This guarantee and pledge was released during the year ended 31 March 2016.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

(Currency - Indian Rupees in Lakhs, except share data)

**f) Amount due to/from related parties**

Sr. No.	Nature of balance / relationship / major parties	31-Mar-2017	31-Mar-2016	1-Apr-2015
		Amount	Amount	Amount
<b>1</b>	<b>Loans from related party</b>			
	Maharashtra Erectors Private Limited	214.00	214.00	214.00
	Chandrakant Sanghvi	237.00	1,577.00	1,200.20
	Mina Sanghvi	334.80	491.80	357.18
<b>2</b>	<b>Payable towards services received</b>			
	Maharashtra Erectors Private Limited	58.28	111.13	111.13
<b>3</b>	<b>Payable towards interest</b>			
	Maharashtra Erectors Private Limited	140.04	121.09	113.49
	Chandrakant Sanghvi	20.13	20.15	51.93
	Mina Sanghvi	14.25	12.67	15.42

**24 Contingent liabilities and commitments**

		31-Mar-17	31-Mar-16
	<b>Contingent Liabilities</b>		
(a)	Claims against the Company not acknowledged as debts	301.98	243.84
(b)	Sales tax matters	29,146.68	12,733.50
(c)	Income tax matters	6.24	34.64
(d)	Service tax matters	237.48	237.48
	<b>Commitments</b>		
	Estimated amount of contracts remaining to be executed on capital account and not provided for ( <i>net of advances</i> )	36,296.88	507.85

- a) Claims against the Company not acknowledged as debts comprises of claims raised on Company by it's customers amounting to ₹ 127.92 (2016 : ₹ 117.92) for breach of contracts and by certain government authorities amounting to ₹ 174.06 (2016 : 125.92) on account of road taxes and charges for conversion fees for land. The Company has been advised by its legal counsel that it is possible, but not probable, that action will succeed in respect of claims against the Company. These claims are being contested in the courts by the Company. The Management does not expect these claims to succeed. Accordingly, no provision for the contingent liability has been recognized in the financial statements.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*

- b) Sales tax matters includes demand notice received from various authorities regarding transfer of right to use the goods as mentioned below:

Financial Year	Basic Liability	Interest	Penalty	Total (2016-17)	Total (2015-16)
<b>FY 2007-08</b>					
Central Sales tax Act, 1956	2,689.59	3,728.21	-	<b>6,417.80</b>	-
Maharashtra Value Added Tax, 2002	469.50	650.88	-	<b>1,120.38</b>	-
<b>FY 2008-09</b>					
Central Sales tax Act, 1956	3,737.00	3,640.07	3,733.40	<b>11,110.47</b>	11,110.47
Maharashtra Value Added Tax, 2002	307.89	300.19	307.89	<b>915.97</b>	915.97
<b>FY 2009-10</b>					
Maharashtra Value Added Tax, 2002	363.94	218.37	-	<b>582.31</b>	582.31
<b>FY 2010-11</b>					
Central Sales tax Act, 1956	4,009.58	3,728.58		<b>7,738.16</b>	-
Maharashtra Value Added Tax, 2002	588.29	548.55		<b>1,136.84</b>	-
<b>FY 2008-09</b>					
Gujarat Value Added Tax Act, 2003	124.75	-	-	<b>124.75</b>	124.75
<b>Total</b>				<b>29,146.68</b>	12,733.50

The Company has received Notice of Demand in respect of Order of Assessment for FY 2007-08, FY2008-09, FY 2009-10 and FY 2010-11 towards VAT and CST liability regarding transfer of right to use the goods.

Based on various favourable judgements and considering the nature of its business, the management believes that rendering Crane Services on rental basis does not involve "transfer of right to use goods" so as to fall under the purview of VAT or Sales tax. As the Company never passes effective control and possession of its cranes to its customers, the question of levying VAT or CST does not arise.

c) Income tax matters comprise demand from the tax authorities for the payment of additional tax of ₹ 6.24 (2016: ₹ 34.64) upon completion of their tax reviews for the various financial years. The tax demands are mainly on account of TDS liability under the Income Tax Act. The matter is pending before the Assessing Officer of Income Tax.

d) Service tax matters comprise of demand raised by tax authorities for the payment of service tax of ₹ 237.48 (2016: ₹ 237.48) on account of services provided to SEZ developer/unit where exemption have been claimed by the Company. The matter is pending before the Customs, Excise and Service Tax Appellate Tribunal.

The Company is contesting the above demands of Sales tax, Income tax and Service tax and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

*(Currency - Indian Rupees in Lakhs, except share data)*

**25 Events occurring after the reporting period**

Refer to note 16(b) for the final dividend proposed by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

**26 Assets pledged as security**

	31-Mar-17	31-Mar-16	1-Apr-15
<b>Non-current</b>			
Freehold land	533.47	533.47	533.47
Buildings	970.60	811.08	848.11
Plant and equipments	99,732.24	89,840.56	51,500.28
<b>Total assets pledged as security</b>	<b>101,236.31</b>	91,185.11	52,881.86

**27 Operating leases**

**Leases as lessor**

The Company leases out its investment property on operating lease basis (*see Note 11*).

**Amounts recognised in profit or loss**

During the year ended 31 March 2017, property rentals of ₹ 27.53 lakhs (31 March 2016: Nil) pertaining to investment property have been included in other income (*see note 5*). Expenses recognised in profit or loss, is as follows:

	31-Mar-17	31-Mar-16
Repairs and maintenance expenses	10.56	-
Electricity charges	0.09	-
	<b>10.65</b>	-

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*
**28 Compliance with Micro, Small and Medium Enterprises Development Act, 2006**

The Company has amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') as at 31 March		
<b>The disclosure pursuant to the said Act is as under :</b>		
Principal amount due to suppliers under MSMED Act , 2006	11.23	7.03
Interest accrued and due to suppliers under MSMED Act on the above amount, unpaid	0.27	0.13
Payment made to suppliers (other than interest) beyond the appointed day during the year	11.23	8.04
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable towards suppliers under MSMED Act for payments already made	0.27	0.13
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	3.41	3.14

**29 Disclosure on Specified Bank Notes**

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on November 08, 2016	2.26	2.39	4.65
Add: Permitted receipts	-	20.52 <sup>^</sup>	20.52
Less: Permitted payments	-	17.24	17.24
Less: Amount deposited in Banks	2.26	0.30	2.56
<b>Closing cash in hand as on December 30, 2016</b>	-	5.37	5.37

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407(E), dated November 8, 2016.

<sup>^</sup> Permitted receipts include ₹ 20.48 lakhs representing withdrawal from banks.

**30 Explanation of transition to Ind AS**

As stated in Note 2, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2016, the Company prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under 133 of the Act and other relevant provisions of the Act ('previous GAAP').

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

*(Currency - Indian Rupees in Lakhs, except share data)*

The accounting policies set out in Note 2 have been applied in preparing these financial statements for the year ended 31 March 2017 including the comparative information for the year ended 31 March 2016 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2015.

In preparing its Ind AS balance sheet as at 1 April 2015 and in presenting the comparative information for the year ended 31 March 2016, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

**A. Optional exemptions availed and mandatory exceptions**

In preparing these financial statements, the Company has applied below mentioned optional exemptions and mandatory exceptions.

**1. Property plant and equipments**

As per Ind AS 101 an entity may elect to:

- (i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
- (ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
  - fair value
  - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
- (iii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment.

**2. Designation of previously recognised financial instruments**

Ind AS permits an entity to designate particular equity instruments as at fair value through other comprehensive income (FVOCI) based on facts and circumstances at the date of transition to Ind AS (rather than initial recognition). Other equity investments are classified at fair value through profit or loss (FVTPL).

The Company has opted to avail this exemption to designate certain equity investments as FVTPL on the date of transition.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**

*(Currency - Indian Rupees in Lakhs, except share data)*

**B. Mandatory exceptions**

**1. Estimates**

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL and/or FVOCI.
- Impairment of financial assets based on expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

**2. Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on the facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

	Note	As at date of transition 1 April 2015			As at 31 March 2016		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
<b>ASSETS</b>							
<b>Non-current assets</b>							
Property, plant and equipment		89,128.67	-	89,128.67	125,105.60	-	125,105.60
Capital work-in-progress		1,750.01	-	1,750.01	454.09	-	454.09
Investment property		-	-	-	-	-	-
Financial assets							
i) Investments	b	700.25	1,126.81	1,827.06	595.45	208.43	803.88
ii) Loans		10.03	-	10.03	13.65	-	13.65
iii) Other financial assets		162.94	-	162.94	158.35	-	158.35
Income tax assets		618.54	-	618.54	647.41	-	647.41
Other non-current assets							
i) Capital advances		251.86	-	251.86	2,013.96	-	2,013.96
ii) Others		376.51	-	376.51	83.84	-	83.84
<b>Total non current assets</b>		92,998.81	1,126.81	94,125.62	129,072.35	208.43	129,280.78
<b>Current assets</b>							
Inventories		1,021.84	-	1,021.84	1,059.11	-	1,059.11
Financial assets							
i) Investments		-	-	-	-	-	-
ii) Trade receivables		12,352.55	-	12,352.55	15,506.72	-	15,506.72
iii) Cash and cash equivalents		2,783.58	-	2,783.58	342.57	-	342.57
iv) Bank balance other than (iii) above		26.84	-	26.84	62.66	-	62.66
v) Loans		6.16	-	6.16	7.23	-	7.23
vi) Other financial assets		6.80	-	6.80	0.81	-	0.81
Other current assets	d						
i) CENVAT credit receivable		296.50	-	296.50	2,715.54	-	2,715.54
ii) Others		546.19	37.00	583.19	653.11	-	653.11
<b>Total current assets</b>		17,040.46	37.00	17,077.46	20,347.75	-	20,347.75
<b>Total assets</b>		110,039.27	1,163.81	111,203.08	149,420.10	208.43	149,628.53



Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

	Note	As at date of transition 1 April 2015			As at 31 March 2016		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS	Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
<b>EQUITY AND LIABILITIES</b>							
<b>EQUITY</b>							
Equity share capital		865.76	-	865.76	865.76	-	865.76
Other equity	g	64,571.22	1,684.90	66,256.12	74,118.05	559.07	74,677.12
<b>Total equity</b>		<b>65,436.98</b>	<b>1,684.90</b>	<b>67,121.88</b>	<b>74,983.81</b>	<b>559.07</b>	<b>75,542.88</b>
<b>LIABILITIES</b>							
<b>Non-current liabilities</b>							
Financial liabilities							
i) Borrowings	d	27,109.18	(640.81)	26,468.37	46,874.18	(676.50)	46,197.68
ii) Derivative contract liability		-	-	-	294.23	-	294.23
Provisions		-	-	-	198.80	-	198.80
Deferred tax liabilities (net)	f	8,622.97	(309.85)	8,313.12	9,292.65	(558.40)	8,734.25
<b>Total non-current liabilities</b>		<b>35,732.15</b>	<b>(950.66)</b>	<b>34,781.49</b>	<b>56,659.86</b>	<b>(1,234.90)</b>	<b>55,424.96</b>
<b>Current liabilities</b>							
Financial liabilities							
i) Borrowings		-	-	-	141.69	-	141.69
ii) Trade payables		1,091.04	-	1,091.04	2,023.76	-	2,023.76
iii) Derivative contract liability		-	-	-	-	-	-
iv) Other financial liabilities	d	6,700.97	97.15	6,798.12	15,139.79	219.91	15,359.70
Other current liabilities	a	142.85	592.92	735.77	236.98	664.35	901.33
Provisions	e	452.47	(260.50)	191.97	116.78	-	116.78
Current tax liabilities		482.81	-	482.81	117.43	-	117.43
<b>Total current liabilities</b>		<b>8,870.14</b>	<b>429.57</b>	<b>9,299.71</b>	<b>17,776.43</b>	<b>884.26</b>	<b>18,660.69</b>
<b>Total equity &amp; liabilities</b>		<b>110,039.27</b>	<b>1,163.81</b>	<b>111,203.08</b>	<b>149,420.10</b>	<b>208.43</b>	<b>149,628.53</b>

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

## TWENTY-EIGHTH ANNUAL REPORT 2016-2017

### Notes to the financial statements for the year ended 31 March 2017 (Continued)

(Currency - Indian Rupees in Lakhs, except share data)

	Note	As at 31 March 2016		
		Previous GAAP*	Adjustment on transition to Ind AS	Ind AS
Revenue from operations	a	53,153.63	(71.40)	53,082.23
Other income	b	795.33	(148.77)	646.56
<b>Total income</b>		53,948.96	(220.17)	53,728.79
<b>Expenses</b>				
Operating and other expenses	b	15,423.95	769.61	16,193.56
Employee benefits expense	c	2,293.56	(108.29)	2,185.27
Finance costs	d	5,415.60	124.09	5,539.69
Depreciation expense		12,631.69	-	12,631.69
<b>Total expenses</b>		35,764.80	785.41	36,550.21
<b>Profit before tax</b>		18,184.16	(1,005.58)	17,178.58
Current tax		5,823.14	0.00	5,823.14
Deferred tax		669.68	(9.81)	659.86
<b>Income Tax expense</b>		6,492.82	(9.81)	6,483.00
<b>Profit for the year</b>		11,691.35	(995.77)	10,695.58
<b>Other comprehensive income</b>				
<i>Items that will not be reclassified subsequently to profit or loss</i>				
Remeasurements of employee benefit obligations	c	0.00	(108.29)	(108.29)
Income tax relating to items that will not be reclassified to profit or loss	c	0.00	37.48	37.48
<b>Net other comprehensive loss not to be reclassified subsequently to profit or loss</b>		0.00	(70.81)	(70.81)
<i>Items that will be reclassified subsequently to profit or loss</i>				
Effective portion of losses on hedging instruments in respect of cash flow hedges		(581.51)	0.00	(581.51)
Income tax relating to items that will be reclassified to profit or loss	f	0.00	201.25	201.25
<b>Net other comprehensive loss to be reclassified subsequently to profit or loss</b>		(581.51)	201.25	(380.26)
<b>Other comprehensive loss for the year, net of tax</b>		(581.51)	130.44	(451.07)
<b>Total comprehensive income for the year</b>		11,109.84	(865.33)	10,244.51

\*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

**Notes to the financial statements for the year ended 31 March 2017 (Continued)**
*(Currency - Indian Rupees in Lakhs, except share data)*
**Notes to the reconciliation**
**(a) Revenue from operations**

As per Ind AS 18, the revenue recognition criteria are applied to two or more transactions together when they are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole.

The Company is responsible for mobilization and operation of the cranes during the service period. Therefore, these components of the contract are treated as a single transaction and mobilization charges are deferred over the service period of the contract. Accordingly, the Company has deferred revenue accounting to ₹ 664.34 lakhs as at 31 March 2016 (₹ 592.94 lakhs).

Hence the revenue from operations recognised under Ind AS has increased by ₹ 71.40 lakhs as compared to that under the previous GAAP for the year ended 31 March 2016.

**(b) Fair valuation of investments**

In accordance with Ind AS, financial assets representing investment in equity shares of entities have been fair valued. The Company has designated certain investments as fair value through profit or loss (FVPL) as permitted by Ind AS 109. Under previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost.

The impact arising from the change is summarised as follows:

	<b>Year ended 31 March 2016</b>	
<b>Statement of Profit and loss</b>		
Increase in other expenses - Financial asset measured at FVPL - net change in fair value		769.61
Decrease in other income		(148.77)
<b>Balancesheet:</b>	<b>01-Apr-15</b>	<b>31-Mar-16</b>
Investments - financial assets measured at FVPL	1,126.81	208.43

**(c) Actuarial gain and loss**

Under Ind AS, all actuarial gains and losses are recognised in other comprehensive income. Under previous GAAP the Company recognised actuarial gains and losses in profit or loss. Accordingly, actuarial loss of ₹ 108.29 lakhs (net of tax accounting to ₹ 70.81 lakhs) recognised in the Statement of profit and loss has been recognised under other comprehensive income under Ind AS. However, this has no impact on total comprehensive income and total equity as on 1 April 2015 and as on 31 March 2016.

**(d) Borrowing at amortised cost**

Based on Ind AS 109, financial liabilities in the form of borrowings have been accounted at amortised cost using the effective interest rate method.

**Notes to the financial statements for the year ended 31 March 2017** (Continued)

*(Currency - Indian Rupees in Lakhs, except share data)*

The impact arising from the change is summarised as follows:

		<b>Year ended 31 March 2016</b>
<b>Statement of profit and loss</b>		
Increase in finance cost		124.09
	<b>1-Apr-15</b>	<b>31-Mar-16</b>
<b>Balance sheet</b>		
Borrowing at amortised cost	(580.66)	(456.59)

**(e) Proposed dividend**

Under previous GAAP, dividends proposed by the board of directors after the reporting date but before the approval of financial statements were considered to be adjusting event and accordingly recognised (along with related dividend distribution tax) as liabilities at the reporting date. Under Ind AS, dividends so proposed by the board are considered to be non-adjusting event. Accordingly, provision for proposed dividend distribution tax recognised under previous GAAP has been reversed.

The impact arising from the change is summarised as follows:

		<b>Year ended 31 March 2016</b>
<b>Statement of profit and loss</b>		-
	<b>1-Apr-15</b>	<b>31-Mar-16</b>
<b>Balance sheet</b>		
Provisions- Proposed dividend including dividend distribution tax	(260.50)	-

**(f) Income tax**

The above changes (decreased)/increased the deferred tax liability as follows based on a tax rate of 34.608 percent:

	<b>1-Apr-15</b>	<b>31-Mar-16</b>
Deferred tax on land indexation benefit	(309.85)	(357.15)
Fair valuation of derivatives	-	(201.25)
<b>Decrease in deferred tax liability</b>	<b>(309.85)</b>	<b>(558.40)</b>

**Notes to the financial statements for the year ended 31 March 2017 (Continued)***(Currency - Indian Rupees in Lakhs, except share data)***(g) Retained earnings**

The above changes (decreased)/increased total equity as follows:

	<b>1-Apr-15</b>	<b>31-Mar-16</b>
Proposed dividend	260.50	-
Financial liabilities measures at amortised cost	580.66	456.59
Financial assets - fair valuation	1,126.81	208.43
Deferment of revenue on linked transactions	(592.92)	(664.35)
Tax effects on adjustments	309.85	558.40
	<b>1,684.90</b>	<b>559.07</b>

As per our report of even date attached  
For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm registration no. 101248W/W-100022

**Vijay Mathur**  
*Partner*  
Membership No. 046476

Place : Mumbai  
Date : 30 May 2017

For and on behalf of the Board of Directors of **Sanghvi Movers Limited**  
CIN: L29150PN1989PLC054143

**Chandrakant Sanghvi**  
*Chairman and  
Managing Director*  
(DIN-116599)

**Rajesh Likhite**  
*Company Secretary &  
Chief Compliance Officer*  
Place : Pune  
Date : 30 May 2017

**Sham Kajale**  
*Executive Director and  
Chief Financial Officer*  
(DIN - 00786499)

**Vijay Mankar**  
*Director*  
(DIN - 00170719)



## SANGHVI MOVERS LIMITED

CIN: L29150PN1989PLC054143

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

Tel No. +91 (20) 66744700, Fax No: +91 (20) 66744724

Email: cs@sanghvicranes.com, Website: www.sanghvicranes.com

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No. / DP ID & Client ID	:	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- (1) Name..... Address .....  
E-mail ID ..... Signature ..... or failing him/her
- (2) Name..... Address .....  
E-mail ID ..... Signature ..... or failing him/her
- (3) Name..... Address .....  
E-mail ID ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-eighth Annual General Meeting of the Company, to be held on Wednesday, 09<sup>th</sup> day of August 2017 at 03.30 p.m. at the Registered Office of the Company, at Survey No. 92, Tathawade, Taluka Mulshi, Pune 411033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution (For details, refer Notice of Twenty-eighth Annual General Meeting)	Vote		
		For	Against	Abstain
1.	Adoption of the Financial Statements of the Company for the year ended 31 <sup>st</sup> March 2017 and the reports of the Board of Directors and Auditors thereon.			
2.	Declaration of dividend on equity shares.			
3.	Re-appointment of Mrs. Mina C. Sanghvi as a Director, who retires by rotation.			
4.	Re-appointment of Mr. C. P. Sanghvi as a Director, who retires by rotation.			
5.	Appointment of M/s. B S R & Co, LLP, as Statutory Auditors of the Company.			
6.	Revision in remuneration of Mr. Rishi C. Sanghvi, General Manager-Business Development			

Signed this ..... day of August 2017

Signature of member: .....

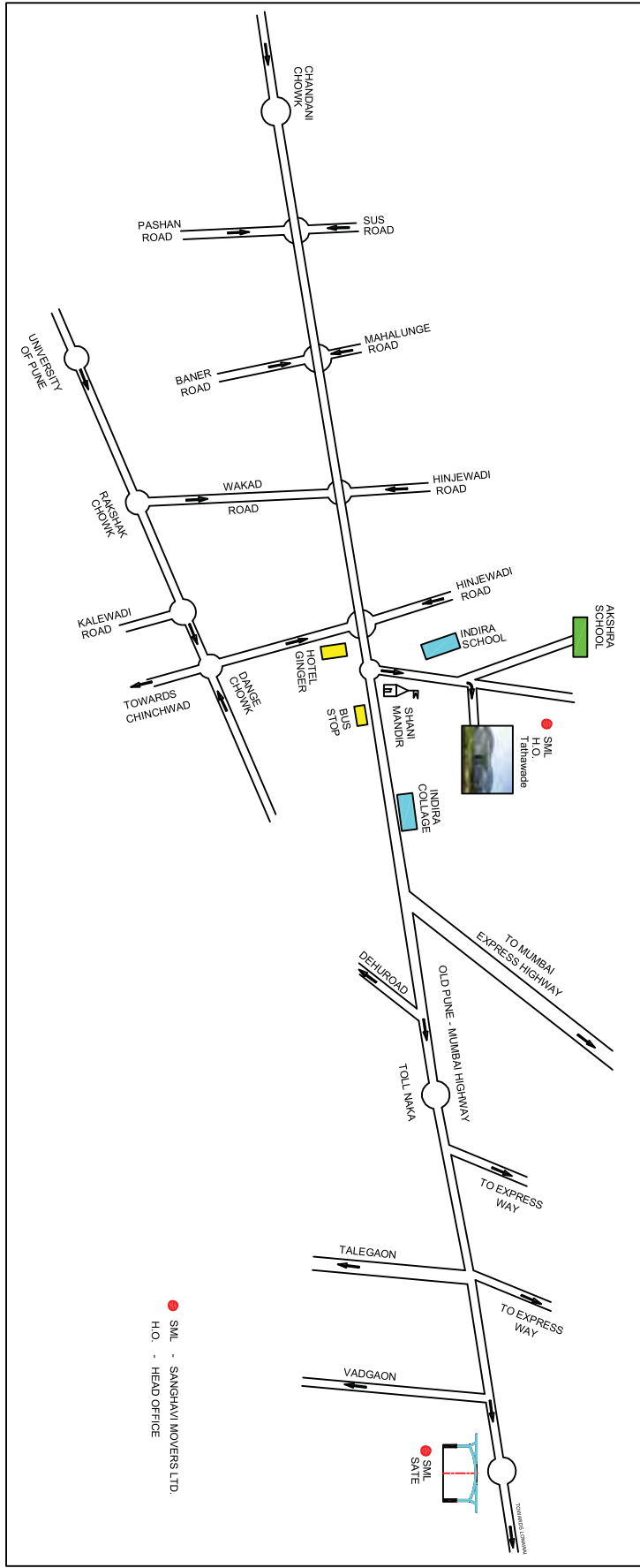
Signature of Proxy holder(s): .....

Please  
affix  
Revenue  
Stamp

(Signature of the Shareholder/Beneficial owner)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and proxy need not be a member of the Company.
3. Pursuant to the provisions of the section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A member can opt for only one mode of voting, i.e. either through e-voting or by the Ballot. If the member casts votes by both modes, then voting done through e-voting shall prevail.









Mr. C. P. Sanghvi, Chairman & Managing Director of Sanghvi Movers Limited receiving the India SME Top 100 SME Award from Shri. Kalraj Mishra, Hon'ble Minister of MSME, Govt. of India, Shri. Surendra Nath Tripathi, Addl. Secretary and Development Commissioner Ministry of MSME, Govt of India and Smt. Shikha Sharma, MD & CEO, Axis Bank.



Sanghvi Movers Limited' has been awarded the Top 100 SME's of INDIA, 2017



SANGHVI

## SANGHVI MOVERS LIMITED

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Taluka Mulshi, Pune - 411 033

Tel. : 91-20-66744700 Fax : 91-20-66744724

email : [info@sanghvicranes.com](mailto:info@sanghvicranes.com) website : [sanghvicranes.com](http://sanghvicranes.com)  
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