

SANGHVI MOVERS LIMITED

Regd. Office : Survey No. 92, Tathawade,
Taluka - Mulshi, Pune, Maharashtra - 411033, INDIA
Tel. : 020-66744700, 020-27400700
E-mail : sanghvi@sanghvicranes.com
Web. : www.sanghvicranes.com
CIN No. : L29150PN1989PLC054143



REF: SML/SEC/SE/24-25/89

Date: 28 March 2025

By Online filing

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Kind Attn.: Ms. Pooja Sanghvi - Relationship Manager
Ref: Code No. 530073

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Kind Attn.: Mr. K. Hari - Asst. Vice President
Symbol: SANGHVIMOV

Subject: Intimation under Regulation 30 of the SEBI (listing Obligations and Disclosure Requirements), Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and our intimation bearing reference no. REF: SML/SEC/SE/24-25/87 dated 21 March 2025, the Board of Directors through circular resolution on 21 March 2025, approved the Postal Ballot Notice for seeking members approval on the following business:

1. To Consider and approve the proposal of creation of mortgage/charge on assets of the Company, under Section 180 (1) (a) of the Companies Act, 2013.
2. Enhancement in overall borrowing limits of the Company and creation of mortgage/charge on assets of the Company, under Section 180 (1) (c) of the Companies Act, 2013.
3. Enhancement in limits of Investments /Loans /Guarantees /Securities under Section 186 of the Companies Act, 2013.
4. Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sangreen Future Renewables Private Limited and the Company.
5. Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Samo Renewables Private Limited and the Company.
6. Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sanghvi Movers Middle East Limited and the Company.
7. Appointment of Mr. Ishwar Chand Mangal (DIN: 05003961) as an Independent Director of the Company for a term of five years.

In this regard, please find enclosed the Notice of Postal Ballot ('Notice') together with the Statement under section 102 of the Companies Act, 2013, being sent to the members of the Company. In compliance with the provisions of the General Circular No. 09/2024 dated 19 September 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 21 March 2025 ('Cut-off date').

The members whose e-mail address are not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Notice. The Company has engaged the services of the Central Depository Services Limited ('CDSL'), an agency authorised by the MCA, to provide remote e-voting facility. The remote e-voting period commences on Sunday, 30 March 2025 from 09:00 A.M. (IST) and concludes on Monday, 28 April 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter. The results of the Postal Ballot will be announced on or before 05:00 p.m. (IST) on Wednesday, 30 April 2025. The dispatch of the Postal Ballot Notice has been completed by electronic mode on 28 March 2025. The Postal Ballot Notice will be uploaded on the

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Company's website (www.sanghvicranes.com), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and CDSL portal (www.evotingindia.com). You are requested to take the same on your records and further place the same on your website for the information of shareholders, investors, analysts and public at large.

Thanks & Regards,

For Sanghvi Movers Limited

Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer

Encl: As above



SANGHVI MOVERS LIMITED

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Tel.: +91 8669674701/2/3/4 + 91 020 27400700

Website: <https://www.sanghvicranes.com> Email: cs@sanghvicranes.com

CIN: L29150PN1989PLC054143

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 05/2022, 11/2022 and General Circular No. 09/2024 dated 19 September 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has engaged the services of the Central Depository Services Limited ('CDSL'), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	09:00 A.M. IST on Sunday, 30 March 2025
Conclusion of remote e-voting period	05:00 P.M. IST on Monday, 28 April 2025

The Board of Directors of the Company have appointed Ms. Dipti Amit Thite (FCS: 6185 COP: 5395), M/s Dipti Thite & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner. Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 05:00 P.M. IST on Monday, 28 April 2025. Thereafter the remote e-voting facility will be disabled by CDSL. The Scrutinizer will submit her Report to the Company Secretary of the Company. The result of voting by the Postal Ballot will be announced on or before 05:00 P.M. of Wednesday, 30 April 2025 and will be displayed on the website of the Company at www.sanghvicranes.com. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

Special Business:

- (1) **To Consider and approve the proposal of creation of mortgage/charge on assets of the Company, under Section 180 (1) (a) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of earlier resolution passed by the members and pursuant to the provision of Section 180 (1) (a) and other applicable provision, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the creation by the Board of Directors of the company (herein after referred to as "Board" which term shall include any committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) and the Company hereby accords its sanction and authorises the Board of Directors of the Company ("the Board") to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or



any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lenders, Agents and Trustees for securing the borrowings of the Company availed/to be availed by way of Loans (in foreign currency and/or rupee currency) and Securities (comprising Fully/Partly convertible Debentures and/or Non-convertible Debentures with or without detachable or non-detachable Warrants and/or Secured Premium Notes or other debt instruments), issued or to be issued by the Company, from time to time, subject to the limit up to Rs. 2,000.00 Crores (Rupees Two Thousand Crores) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agents/Trustees, premium (if any) on redemption, all other costs, charges and expenses and all other moneys payable by the Company in terms of the Loan Agreements/Heads of Agreements, Debenture Trust Deeds or any other Documents entered into/to be entered into between the Company and the Lenders/Agents/Trustees in respect of the said loans/ borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lenders/Agents/Trustees.

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

(2) Enhancement in overall borrowing limits of the Company and creation of mortgage/charge on assets of the Company, under Section 180 (1) (c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed by the members and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 consent of the members be and is hereby given to the Board of Directors of the Company to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowing as may be deemed fit by the Board of Directors for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors from existing Rs. 1,000.00 Crores (Rupees Two Thousand Crores) to Rs. 2,000.00 Crores (Rupees Two Thousand Crores) at any time.

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

(3) Enhancement in limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs. 2,000.00 Crores (Rupees Two Thousand Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).



RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

(4) Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sangreen Future Renewables Private Limited and the Company

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

“**RESOLVED THAT** pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Sanghvi Movers Limited (‘Company’) and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other applicable provisions of the Act read with related rules, with Sangreen Future Renewables Private Limited, a wholly owned subsidiary of the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Sangreen Future Renewables Private Limited, for an aggregate value up to Rs. 300 Crores (Rupees Three Hundred Crores), for crane rental services and ancillary services, Inter corporate loans and advances, Investment in Share Capital and any other transactions as may be specified, for the purpose of business, to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and Sangreen Future Renewables Private Limited.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

(5) Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Samo Renewables Private Limited and the Company

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

“**RESOLVED THAT** pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Sanghvi Movers Limited (‘Company’) and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this



resolution) to enter into and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other applicable provisions of the Act read with related rules, with Samo Renewables Private Limited, a wholly owned subsidiary of the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Samo Renewables Private Limited, for an aggregate value up to Rs. 70 Crores (Rupees Seventy Crores), for Inter corporate loans and advances, Investment in Share Capital and any other transactions as may be specified, for the purpose of business, to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and Samo Renewables Private Limited.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

(6) Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sanghvi Movers Middle East Limited and the Company

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

“RESOLVED THAT pursuant to Regulations 23(4), 2(1)(zc) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Sanghvi Movers Limited ('Company') and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other applicable provisions of the Act read with related rules, with Sanghvi Movers Middle East Limited, a wholly owned subsidiary of the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Sanghvi Movers Middle East Limited, for an aggregate value up to Rs. 100 Crores (Rupees One Hundred Crores), for Inter corporate loans and advances, Investment in Share Capital and any other transactions as may be specified, for the purpose of business, to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and Sanghvi Movers Middle East Limited.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

(7) **Appointment of Mr. Ishwar Chand Mangal (DIN: 05003961) as an Independent Director of the Company for a term of five years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors, Mr. Ishwar Chand Mangal (DIN: 05003961), who was appointed by Board of Directors as an Additional Director (Non Executive Independent Director) with effect from 21 March 2025, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from, 21 March 2025 upto 20 March 2030.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

Rajesh P. Likhite
Company Secretary
Membership No.: A 13151

Date: 21 March 2025
Place: Pune
Registered Office:
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Taluka Mulshi, Pune, Maharashtra 411033, India
CIN: L29150PN1989PLC054143
Tel No.: +91 020 27400700
E-mail: cs@sanghvicranes.com
Website: www.sanghvicranes.com



NOTES:

- 1 Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
- 2 The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 21 March 2025 (Cut-off date) and whose e-mail addresses are registered with the Company/Depositories.
- 3 Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.sanghvicranes.com and on the websites of the Stock Exchanges i.e. BSE at www.bseindia.com and NSE at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
- 4 In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. Members can vote only through Remote E-voting and are requested to read the instructions on the same in serial no.11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 21 March 2025 i.e. Cut-off Date, will be considered for the purpose of e-voting. Kindly note that physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.
- 5 The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 21 March 2025 i.e. Cut-off Date. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
- 6 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by email to those members who have registered their e-mail address with Depository Participants (DP).
- 7 The Postal Ballot Notice will be published in Business Standard and Loksatta and the same will be uploaded on the websites www.sanghvicranes.com and www.evotingindia.com.
- 8 In compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, Board of Directors of the Company have appointed Ms. Dipti Amit Thite (FCS: 6185 COP: 5395), M/s Dipti Thite & Associates, Company Secretaries, Pune, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner and in accordance with the said rules. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final.
- 9 The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at dipti@csdiptithite.com.
- 10 The remote e-voting period shall commence on Sunday, 30 March 2025 at 09:00 A.M. (IST) and would end on Monday, 28 April 2025 at 05:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, 21 March 2025 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 05:00 P.M. (IST) on Monday, 28 April 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.



11 VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108, 110 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 e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its shareholders.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, 30 March 2025 at 09:00 A.M. (IST) and would end on Monday, 28 April 2025 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, 21 March 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant SANGHVI MOVERS LIMITED on which you choose to vote.



- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the 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.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@sanghvicranes.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

- a. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- b. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

- 12 The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sanghvicranes.com and on the website of CDSL e-Voting www.evotingindia.com immediately after the declaration of result by the Company Secretary, on or before Wednesday, 30 April 2025. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed.
- 13 All documents referred to in the accompanying Notice and the statements are open for inspection at the registered office of the Company during the office hours on all working days during normal business hours on any working day except Saturday and Sunday upto 28 April 2025.
- 14 In case of any queries, complaints, change of address, etc., Members are requested to e-mail at cs@sanghvicranes.com or pune@linkintime.co.in or send their queries, complaints to the Registered Office of the Company or MUFG Intime India Private Limited, Registrar & Share Transfer Agent of the Company.
- 15 Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if it is passed in a general meeting of the shareholders The resolution shall be deemed to be passed on the last date of receipt of Postal ballot forms i.e., on Monday, 28 April 2025, if approved by requisite majority.

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

Rajesh P. Likhite
Company Secretary
Membership No.: A13151

Date: 21 March 2025
Place: Pune
Registered Office:
Survey No. 92, Tathawade,
Taluka Mulshi, Pune, Maharashtra 411033, India
CIN: L29150PN1989PLC054143
Tel No.: +91 020 27400700
E-mail: cs@sanghvicranes.com
Website: www.sanghvicranes.com



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1: To Consider and approve the proposal of creation of mortgage/charge on assets of the Company, under Section 180 (1) (a) of the Companies Act, 2013

The members of the Company passed the Special Resolution through Postal Ballot on 20 July 2015 and authorised the Board of Directors of the Company, for creation of charge/ mortgage on the assets of the Company under section 180(1)(a) of the Companies Act, 2013, to the extent of Rs.1,000 Crore (Rupees One Thousand Crores). Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution.

For this purpose, “Undertaking” has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Further the expression, “substantially the whole of the undertaking” in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In this regard it is proposed to revise the limits for creation of mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and on such terms as the Board (hereinafter referred to as ‘the Board’ which term shall be deemed to include, any Committee, including the Committee of Directors or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Lenders, Agents and Trustees for securing the borrowings of the Company availed/to be availed by way of Loans, from time to time, subject to the limit up to Rs. 2,000.00 Crores (Rupees Two Thousand Crores).

However, to increase operational flexibility and as an abundant caution, it is now intended to expand the scope of the existing resolution to have the approval for sell, lease, transfer, pledge, encumbrance, charge or disposal of the assets and / or undertaking(s) of the Company for any purpose in connection with the business activities of the Company or its subsidiaries, including but not limited to securing the borrowing availed / proposed to be availed by the Company or its subsidiary from time to time or for any other purpose as the Board may deem fit and in the best interest of the Company or its subsidiary.

Accordingly, it is proposed to obtain approval of the Members for this purpose in modification to the previous resolution approved by the Members through Postal Ballot on 20 July 2015. The Board accordingly recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the Members by way of a Special Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 2: Enhancement in overall borrowing limits of the Company and creation of mortgage/charge on assets of the Company, under Section 180 (1) (c) of the Companies Act, 2013

The members of the Company passed the Special Resolution through Postal Ballot on 20 July 2015 and authorised the Board of Directors of the Company, for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount not exceeding at any time Rs. 1,000 Crores (Rupees One Thousand Crores) over and above the paid up share capital of the Company and its free reserves.

Considering the future expansion plans, the Company may require additional funds to support from banks, financial institutions, NBFCs or any other entities.

Keeping in view the above requirement, it is proposed to revise the borrowing powers of the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, any Committee, including the Committee of Directors or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) upto Rs. 2,000 Crores (Rupees Two Thousand Crores only) for smooth functioning of the Company.



It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

Accordingly, it is proposed to obtain approval of the Members for this purpose in modification to the previous resolution approved by the Members through Postal Ballot on 20 July 2015. The Board accordingly recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the Members by way of a Special Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 3: Enhancement in limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

It is further informed to the Board of the Directors that keeping in view of current and future plans of the Company and to fulfill long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limits of the Company as prescribed under Section 186 of the Act up to an aggregate sum of Rs. 2,000 Crores (Rupees Two Thousand Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Act. Also, as required under Section 186 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014.

The Board accordingly recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members by way of a Special Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 4: Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sangreen Future Renewables Private Limited and the Company

The provisions of the SEBI Listing Regulations, as amended by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. As per SEBI Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company or Company’s subsidiary proposes to enter into certain related party transaction(s) including material modifications thereto as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.



Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company or Company's subsidiary. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company (comprising solely of the Independent Directors) has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s) and material modifications (as applicable), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and are in accordance with Related Party Transactions Policy of the Company.

Relevant information pursuant to the Master circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 is as below:

No	Particulars	Details
A. Basic details of the related party		
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Sangreen Future Renewables Private Limited (herein after referred as "SFRPL"). SFRPL is the wholly owned subsidiary company of Sanghvi Movers Limited (herein after referred as "SML").
	Country of incorporation of the related party;	India
b	Type, material terms and particulars of the proposed transaction;	<p>The transaction includes the following:</p> <ul style="list-style-type: none"> a. Crane Rental Services & Ancillary Services; b. Inter corporate loans and advances; c. Investment in Share Capital; d. Any other transactions as specified. <p>Material terms and conditions are based on the agreements which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the Contracts.</p>
c	Tenure of the proposed transaction (tenure in number of years or months to be specified);	FY 2025-26
d	Value of the proposed transaction;	<ul style="list-style-type: none"> 1. Crane Rental Services & Ancillary Services: Rs. 250 Crores; 2. Inter corporate loans and advances, giving guarantee, providing security or in any other manner, including earning interest thereon: Rs. 25 Crores; 3. Investment in share capital: Rs. 25 Crores. <p>Not Exceeding Rs. 300 Crores during financial year 2025-26.</p>
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Annual turnover of SML for FY 2023-24 was Rs. 618.54 Crores. SFRPL was incorporated on 28 June 2024. As on 31 March 2024 consolidated turnover was not applicable. The estimated value of the proposed transactions as mentioned in Clause d above is 48.50% of the Annual Turnover of the Company for FY 2023-24.



f	the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	SFRPL was incorporated on 28 June 2024. The details of transaction relating to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary for the period ended on 31 December 2024 are as below: a. Inter corporate loans & advances: Rs. 34.78 Crores. b. Equity Share Capital: Rs. 1.00 Lakh.
i	details of the source of funds in connection with the proposed transaction;	Internal accruals.
ii	where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable.
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Tenure: Upto 12 Months; Interest rate: 8.95% (as applicable for Cash Credit Facility availed by SML from time to time); Repayment: on maturity; Nature : Unsecured loan.
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	The purpose of the loan will be to meet the business funding requirements of SFRPL.
g	Justification as to why the RPT is in the interest of the listed entity;	1. Crane Rental Services & Ancillary Services: SFRPL is in the business of providing full-fledged turnkey services to Independent Power Producers. In this regard, SML provides crane rental services for windmill installation and allied matters. The transactions are aimed at creating a common pool of common functions including but not limited to as Technical Services. 2. Inter corporate loans and advances: SFRPL was incorporated during the financial year 2024-25 and not have any financial track record. In order to carry out operations, SML has provided inter corporate loans and advances to SFRPL from time to time. The purpose of the inter corporate loans will be to meet the business funding requirements. 3. Investment in Share Capital: Scaling operations to meet increasing demand.
h	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions at present do not contemplate any valuation.
i	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable, as SFRPL incorporated on 28 June 2024, hence prior year data not available.
j	Any other information that may be relevant.	The RPTs proposed to be entered with SFRPL shall be in the ordinary course of business and on arm's length basis. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



The Board accordingly recommends the resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the Members by way of an Ordinary Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 5: Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Samo Renewables Private Limited and the Company

The provisions of the SEBI Listing Regulations, as amended by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. As per SEBI Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company or Company's subsidiary proposes to enter into certain related party transaction(s) including material modifications thereto as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company or Company's subsidiary. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company (comprising solely of the Independent Directors) has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s) and material modifications (as applicable), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and are in accordance with Related Party Transactions Policy of the Company.

Relevant information pursuant to the Master circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 is as below:

No	Particulars	Details
A. Basic details of the related party		
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Samo Renewables Private Limited (herein after referred as "SRPL"). SRPL is the wholly owned subsidiary company of Sanghvi Movers Limited (herein after referred as "SML").
	Country of incorporation of the related party;	India
b	Type, material terms and particulars of the proposed transaction;	The transaction includes the following: a. Inter corporate deposits/unsecured loans; b. Investment in Share Capital; c. Any other transactions as specified. Material terms and conditions are based on the agreements which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the Contracts.
c	Tenure of the proposed transaction (tenure in number of years or months to be specified);	FY 2025-26



d	Value of the proposed transaction;	<p>1. Inter corporate deposits/unsecured loans or in any other manner, including earning interest thereon: Rs. 35 Crores;</p> <p>2. Investment in share capital: Rs. 35 Crores. Not Exceeding Rs. 70 Crores during financial year 2025-26.</p>
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Annual turnover of SML for FY 2023-24 was Rs. 618.54 Crores. SRPL was incorporated on 12 April 2024 and hence the consolidated turnover was not applicable. The estimated value of the proposed transactions as mentioned in Clause d above is 11.32% of the Annual Turnover of the Company for FY 2023-24.
f	the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	SRPL was incorporated on on 12 April 2024. As on 31 December 2024 no transactions are entered.
i	details of the source of funds in connection with the proposed transaction;	Internal accruals
ii	where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Tenure: Upto 12 Months;</p> <p>Interest rate: 8.95% (as applicable for Cash Credit Facility availed by SML from time to time);</p> <p>Repayment: on maturity;</p> <p>Nature: Unsecured loan.</p>
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	The purpose of the loan will be to meet the business funding requirements of SRPL.
g	Justification as to why the RPT is in the interest of the listed entity;	<p>1. Inter corporate loans and advances: SRPL is entering into business of Waste To Energy / Waste To Fuel i.e. collection, processing and conversion of Municipal Solid Waste into Energy such as Compressed Bio-Gas (CBG), Bio-Fertilizers (Compost), Reduced Derived Fuel (RDF). SRPL was incorporated in FY 2024-25 and not have any financial track record. In order to carry out its operations, SML will provide inter corporate loans and advances to SRPL as per requirements. The purpose of the inter corporate loans will be to meet the business funding requirements.</p> <p>2. Investment in Share Capital: Scaling operations to meet increasing demand.</p>
h	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions at present do not contemplate any valuation.
i	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable, as SRPL incorporated on on 12 April 2024 only, hence prior year data not available.



j	Any other information that may be relevant.	The RPTs proposed to be entered with SRPL shall be in the ordinary course of business and on arm's length basis. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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The Board accordingly recommends the resolution set out at Item No. 5 of this Postal Ballot Notice for approval by the Members by way of an Ordinary Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 6: Approval for material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulation, 2015 between Sanghvi Movers Middle East Limited and the Company

The provisions of the SEBI Listing Regulations, as amended by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. As per SEBI Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company or Company's subsidiary proposes to enter into certain related party transaction(s) including material modifications thereto as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company or Company's subsidiary. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company (comprising solely of the Independent Directors) has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s) and material modifications (as applicable), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company and are in accordance with Related Party Transactions Policy of the Company.

Relevant information pursuant to the Master circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 is as below:

No	Particulars	Details
A. Basic details of the related party		
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Sanghvi Movers Middle East Limited (herein after referred as "SMMEL"). SMMEL is the wholly owned subsidiary company of Sanghvi Movers Limited (herein after referred as "SML").
	Country of incorporation of the related party;	Kingdom of Saudi Arabia
b	Type, material terms and particulars of the proposed transaction;	The proposed transactions include the following: a. Inter corporate deposits/unsecured loans; b. Investment in Share Capital; c. Any other transactions as specified. Material terms and conditions are based on the agreements which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the Contracts.



c	Tenure of the proposed transaction (tenure in number of years or months to be specified);	FY 2025-26
d	Value of the proposed transaction;	<ol style="list-style-type: none"> Inter corporate deposits/unsecured loans or in any other manner, including earning interest thereon: Rs. 50 Crores; Investment in share capital: Rs. 50 Crores. Not Exceeding Rs. 100 Crores during financial year 2025-26.
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Annual turnover of SML for FY 2023-24 was Rs. 618.54 Crores. SMMEL was incorporated on 17 December 2024 and hence the consolidated turnover was not applicable. The estimated value of the proposed transactions as mentioned in Clause d above is 16.17% of the Annual Turnover of the Company for FY 2023-24.
f	the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	SMMEL was incorporated on 17 December 2024. As on 31 December 2024 no transactions were entered.
i	details of the source of funds in connection with the proposed transaction;	Internal accruals
ii	where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, <ul style="list-style-type: none"> nature of indebtedness; cost of funds; and tenure; 	Not Applicable
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Tenure: Upto 12 Months; Interest rate: 8.95% (as applicable for Cash Credit Facility availed by SML from time to time); Repayment: on maturity; Nature: Unsecured loan.
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	The purpose of the loan will be to meet the business funding requirements of SMMEL.
g	Justification as to why the RPT is in the interest of the listed entity;	<ol style="list-style-type: none"> Inter corporate loans and advances: SMMEL was incorporated during the financial year 2024-25. SMMEL will be in the business of providing comprehensive crane rental services and heavy lifting solutions to Oil & Gas, Petrochemicals, Electricity & Power, Offshore, Construction, Industrial and Infrastructure Sectors across the Kingdom of Saudi Arabia. SMMEL does not have any financial track record. In order to carry out operations, SML is going to provide inter corporate loans and advances to SMMEL from time to time. The purpose of the inter corporate loans will be to meet the business funding requirements. Investment in Share Capital: Scaling operations to meet increasing demand.
h	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions at present do not contemplate any valuation.



i	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable, as SMMEL incorporated on on 17 December 2024 only, hence prior year data not available.
j	Any other information that may be relevant.	The RPTs proposed to be entered with SMMEL shall be in the ordinary course of business and on arm's length basis. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Board accordingly recommends the resolution set out at Item No. 6 of this Postal Ballot Notice for approval by the Members by way of an Ordinary Resolution. None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No 7: Appointment of Mr. Ishwar Chand Mangal (DIN: 05003961) as an Independent Director of the Company for a term of five years

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee and Audit Committee has approved the appointment of Mr. Ishwar Chand Mangal (DIN: 05003961) as an Additional Director (Non-Executive Independent Director) of the Company, for a period of 5 (five) years commencing from 21 March 2025 upto 20 March 2030, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ishwar Chand Mangal will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Ishwar Chand Mangal, through this Postal Ballot.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Ishwar Chand Mangal with regard to the proposed appointment:

- Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- Declaration (Form DIR-8) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- Declaration that he meets the criteria of independence prescribed under the Act and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- Confirmation that he has complied with Section 150 of the Act and Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

Brief Profile of Mr. Ishwar Chand Mangal:

Mr. Ishwar Chand Mangal is a visionary leader, a stalwart & the highly respected name in India's renewable energy sector with nearly three decades of contribution to the industry. He was amongst the pioneers who sowed the seeds of wind energy in India in the early 90's starting with megawatt level capacity additions and worked strategically with all stakeholders to grow this sector to the current 47+ GW scale. After a highly successful career graph as a professional, Mr. Ishwar Chand Mangal has embarked on his entrepreneurial journey as a Board Member and Executive Chairman of Enrich group. At this apex leadership position, he is driving the expansion and growth of Enrich group to an ambitious scale to be amongst the top renewable companies globally by putting customer first. Before joining Enrich group, Mr. Ishwar Chand Mangal was a pillar member at the wind energy major Suzlon for 29 years, where he joined as one of the founder employee in 1996.

During his tenure he held leadership position across different verticals from Sales & Marketing to Business Development, Projects and OTC (Order-To-Cash), Global Operations & Maintenance and the New Business Initiatives including Offshore Wind.



In the opinion of Nomination and Remuneration Committee, Audit Committee and Board, Mr. Ishwar Chand Mangal fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and is independent of the Management. Further, in the opinion of the Nomination and Remuneration Committee, Audit Committee and Board, Mr. Ishwar Chand Mangal possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Ishwar Chand Mangal, alongwith additional details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, are given in Annexure I to this Notice.

Mr. Ishwar Chand Mangal is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel. Except Mr. Ishwar Chand Mangal and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. The Board accordingly recommends the resolution set out at Item No. 7 of this Postal Ballot Notice for approval by the Members by way of Special Resolution.

A copy of draft letter of appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members without any fees at the registered office of the Company during normal business hours on any working day (except Saturday and Sunday).

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

Rajesh P. Likhite
Company Secretary
Membership No.: A13151

Date: 21 March 2025
Place: Pune
Registered Office:
Survey No. 92, Tathawade,
Taluka Mulshi, Pune, Maharashtra 411033, India
CIN: L29150PN1989PLC054143
Tel No.: +91 020 27400700
E-mail: cs@sanghvicranes.com
Website: www.sanghvicranes.com



Annexure I in accordance with Regulation 36 (3) of SEBI Listing Regulations and SS-2

Name of Director	Mr. Ishwar Chand Mangal
DIN	05003961
Designation	Non-Executive Independent Director
Age	55 years
Date of first Appointment	21 March 2025
Qualification	Mr. Ishwar Chand Mangal has done his Bachelor's in Mechanical Engineering from University of Poona in the year 1992 and post graduation in Import-Export Management.
Expertise in specific area	He carries with him over 29 years of professional experience in the renewable energy sector.
Terms and Conditions of appointment	Appointed for a period of 5 years commencing from 21 March 2025 to 20 March 2030 (both days inclusive). Other terms and conditions will be as per the Formal Letter of Appointment issued by the Company.
Relationship with other director and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel
Director in other Companies	1. Enrich Energy Private Limited 2. Enrich Solar Services Private Limited 3. Enrinfra Reliable Private Limited
Chairperson / Member of Committee of the Board of other Companies	Chairperson: NIL Committee Membership: NIL
Remuneration proposed	Sitting fees for attending each meeting of the Board and Committees for each of the Financial Year within the limits prescribed under the Companies Act, 2013.
Shares held in the company as on the date of Notice	Nil
Number of meetings of Board attended during the financial year 2024-25	N.A.