



Report on Corporate Governance

In accordance with the clause 49 of the Listing Agreement with The Bombay Stock Exchange Limited (BSE), and The National Stock Exchange of India Limited (NSE) 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 and its philosophy on Corporate Governance envisages transparency with integrity in all its operations as well as in all its interactions with its stakeholders including Shareholders, Employees, Government, Banks and others.

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 31st March 2011, the Company's Board consists of Eleven Directors. It comprises of one Managing Director, Two Executive Directors, Three Non-executive Non-independent Directors and Five Non-executive Independent Directors.

After the resignation of one independent Director, the position has remained vacant. The Company is taking necessary steps to fill the vacancy.

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.

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 2010-2011, the Board met 5 times on the following dates, namely, 15th April 2010, 26th May 2010, 06th August 2010, 12th November 2010 and 10th February 2011.

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 31st March 2011:

TWENTY-SECOND ANNUAL REPORT 2010-2011

Name	Category	Attendance Particulars		Number of Other Directorships and Committee Memberships / Chairmanships		
		Board Meetings	Last AGM	*Other Directorships	Committee Memberships	Committee Chairmanships
Mr. C. P. Sanghvi	Promoter - Chairman & Managing Director	5	Yes	4	Nil	Nil
Mr. Gary Jit Meng Ng	Non-executive Director	4	No	2	5	Nil
Mr. V. B. Mainkar	Independent Director	5	Yes	3	Nil	Nil
Mr. S. Padmanabhan	Independent Director	2	No	15	11	Nil
Mr. P. C. Bhalerao [§]	Independent Director	0	No	7	4	Nil
Mr. Pradeep Rathi	Independent Director	4	No	20	9	2
Mr. Dara N. Damania	Independent Director	4	Yes	8	6	1
Mrs. Mina C. Sanghvi	Non-executive Director	5	Yes	5	Nil	Nil
Mr. R. S. Desai	Executive Director	4	Yes	Nil	Nil	Nil
Mr. S. D. Kajale	Executive Director & CFO	5	Yes	Nil	Nil	Nil
Mr. Gaurav Malik	Non-executive Director	2	No	2	Nil	Nil
Mr. Dinesh H. Munot	Independent Director	5	No	8	1	Nil

* Includes Alternate Directorships in all companies viz. public, private and foreign companies.

§ Ceased to be Director from 6th December 2010.

Directors' Inter-se Relationship

Mrs. Mina C. Sanghvi is a wife of Mr. C. P. 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 31st March 2011:

Name of the Director	No. of Equity Shares
Mr. V. B. Mainkar	12,000
Mr. S. Padmanabhan	Nil
Mr. Pradeep Rathi	Nil
Mr. Gaurav Malik	Nil
Mr. Gary Jit Meng Ng	Nil
Mr. Dara N. Damania	Nil
Mr. Dinesh H. Munot	Nil
Mrs. Mina C. Sanghvi	16,49,000



Appointment/Re-appointment of Directors

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. R. S. Desai and Mr. Dara Damania are liable to retire by rotation and being eligible, offer themselves for re-appointment as Director.

Name of Director	Mr. R. S. Desai	Mr. Dara Damania
Age	48 Years	74 Years
Date of Appointment	2 nd September 2006	20 th October 2006
Qualifications	M. Com., CA (intermediate), Post Graduate in Financial Management	B.E. Mechanical
Expertise in Specific Areas	Import of Cranes, Operations and Marketing	Manufacturing, Operations, Enterprise Planning and Business Development
Chairman / Director in other Companies	Nil	ThyssenKrupp Industries India Pvt. Ltd. ThyssenKrupp Fordertechnik GmbH, Germany ThyssenKrupp Elevators India Pvt. Ltd. ThyssenKrupp Engine Components India Pvt. Ltd. ThyssenKrupp System Engineering India Pvt. Ltd. Uhde India Pvt. Ltd. Berco Undercarriages (India) Pvt. Ltd. KSB Pumps Ltd. Sudarshan Chemical Industries Ltd.
Chairman / Member of Committees of the Board of other Companies	Nil	Member of Audit, Remuneration, kaizen and selection committee of Sudarshan Chemical Industries Limited. Member of share transfer committee and audit committee of KSB Pumps Limited

Audit Committee

Brief description of terms of reference

The terms of reference of this Committee cover the matters specified for the Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

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 Chairman of the committee is an Independent Director.

Role and objectives

- Reviewing with the Management and Auditors, the adequacy of internal control systems;
- Discussion with the Auditors periodically about internal control system;
- Any significant findings and follow up thereon and reviewing with the Management, the Financial Statements before submission to the Board.

TWENTY-SECOND ANNUAL REPORT 2010-2011

Composition

As of 31st March 2011, the Audit Committee consists of four Independent Non-executive Directors, namely, Mr. V. B. Mainkar, who is the Chairman of the committee, Mr. S. Padmanabhan, Mr. Pradeep Rathi and Mr. Dara N. Damania, and two non-executive directors namely, Mr. Gary Jit Meng Ng and Mr. Gaurav Malik are its other members. All members of the committee are financially literate. The Company Secretary acts as the Secretary to the Committee. The Statutory Auditors and the Internal Auditors also make their presentations at the committee meeting.

Meetings and Attendance during the Year

During the year 2010-2011, the Audit Committee met 5 times on the following dates, namely, 15th April 2010, 26th May 2010, 06th August 2010, 12th November 2010 and 10th February 2011.

Name of the Director	No. of Meetings Attended
Mr. V. B. Mainkar	5
Mr. S. Padmanabhan	2
Mr. Pradeep Rathi	4
Mr. Gaurav Malik	2
Mr. Gary Jit Meng Ng	4
Mr. Dara N. Damania	4

Remuneration Committee

Brief description of terms of reference

To review, access & recommend remuneration of the Managing Director & Executive Directors based on their performance. The Executive Directors are not entitled to setting fees or attending meetings of the Board & Committees thereof.

Composition

As of 31st March 2011, the Remuneration Committee consists of four Independent Non-executive Directors, namely, Mr. V. B. Mainkar, who is the Chairman of the committee, Mr. S. Padmanabhan, Mr. Pradeep Rathi and Mr. Dara N. Damania and two Non-executive Directors, namely, Mr. Gary Jit Meng Ng and Mr. Gaurav Malik. The Committee complies with the provisions of the Companies Act, 1956 and Corporate Governance Code. The Remuneration Committee has been constituted to determine Company's Policy on specific remuneration package of Managing Director and Executive Director(s).

Meetings And Attendance During The Year

During the year 2010-11, the Committee met one time on 15th April 2010.

Name of the Director	No. of Meetings Attended
Mr. V. B. Mainkar	1
Mr. S. Padmanabhan	Nil
Mr. Pradeep Rathi	Nil
Mr. Gaurav Malik	Nil
Mr. Gary Jit Meng Ng	Nil
Mr. Dara N. Damania	1

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 31st March 2011, the following Remuneration was paid / payable to these Directors :

(Amount in ₹)

Name of Director	Salary	Allowances, Ex-Gratia & Perquisites	Commission Payable	Contribution towards Superannuation Fund	Total
Mr. C. P. Sanghvi	1,38,00,000/-	9,87,767/-	1,19,00,000/-	37,26,000/-	3,04,13,767/-
Mr. R. S. Desai	18,24,000/-	9,34,400/-	Nil	2,73,600/-	30,32,000/-
Mr. S. D. Kajale	16,44,840/-	8,45,630/-	Nil	2,46,726/-	27,37,196/-

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 Non-executive Directors at the rate of ₹20,000/- per Board meeting, ₹5,000/- per Committee Meeting and also reimburse the expenses for attending the Meetings by these Directors. The Sitting Fees paid/payable to Directors for the years ended 31st March 2011 were as follows:

Mr. V. B. Mainkar : ₹1,65,000/- Mr. S. Padmanabhan : ₹50,000/-, Mr. Gaurav Malik : ₹50,000/- Mr. Gary Jit Meng Ng : ₹1,00,000/- Mr. Pradeep R. Rathi : ₹1,00,000/- Mr. Dara N. Damania : ₹1,25,000/-, Mrs. Mina C. Sanghvi : ₹1,00,000/- Mr. P. C. Bhalerao : Nil and Mr. Dinesh H. Munot : ₹1,00,000/-.

Shareholders' Grievance Committee

As of 31st March 2011, the Shareholders' Grievance Committee consists of five members namely Mr. V. B. Mainkar, Non Executive Independent Director, who is the Chairman of the committee, Mr. C. P. Sanghvi, Mr. R. S. Desai, Mr. Sham D. Kajale and Mr. Dara N. Damania. Mr. Rajesh P. Likhite, Company Secretary, who is the Chief Compliance Officer of the Company for the purpose of shareholders grievance related matters.

Meetings and Attendance during the Year

During the year 2010-11, the Committee met 4 times on the following dates, namely, 15th April 2010, 6th August 2010, 12th November 2010 and 10th February 2011.

Name of the Director	No. of Meetings Attended
Mr. V. B. Mainkar	4
Mr. Dara N. Damania	4
Mr. C. P. Sanghvi	4
Mr. R. S. Desai	4
Mr. S. D. Kajale	4

The status on complaints is reported to the Board of Directors as an agenda item. A total of 12 complaints were received by the Company from the Shareholders and Investors. All complaints have been resolved to the satisfaction of the Investors and as on 31st March 2011, there were no pending complaints.

TWENTY-SECOND ANNUAL REPORT 2010-2011

General Body Meetings

The details of Annual and Extraordinary General Meetings held during last 3 years are given below :

Year	General Meeting	Day	Date	Time	Location
2009-2010	AGM	Monday	27.09.2010	11.30 a.m.	Survey No. 92, Tathawade, Taluka Mulshi, Pune - 411 033
2008-2009	AGM	Friday	24.07.2009	11.00 a.m.	Survey No. 92, Tathawade, Taluka Mulshi, Pune - 411 033
2007-2008	AGM	Tuesday	29.07.2008	11.00 a.m.	Survey No. 92, Tathawade, Taluka Mulshi, Pune - 411 033

Details of Special Resolutions Passed

Date of the Meetings	General Meeting	Details of the Special Resolution
24.07.2009	AGM	<ul style="list-style-type: none">• Appointment of Ms. Niyoshi C. Sanghvi to hold and continue to hold office or place of Profit as Manager - Business Development
29.07.2008	AGM	<ul style="list-style-type: none">• Amendment to the Articles of Association pursuant to Cancellation of Forfeited Shares• Appointment of Mr. C. P. Sanghvi as Managing Director of the Company for 3 years w.e.f. 1st October, 2008.

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. 8 forming part of 'Notes to Accounts'.

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 behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. 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 are not subject to any discriminatory practice. We affirm that no employee has been denied access to the audit committee.

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) as per clause 41 of the Listing Agreement. The results are also published on the company's website, www.sanghvicranes.com under 'investor centre' section.



General Shareholder Information

AGM - Day, Date & Time	30 th September 2011, at 11.00 a.m.
Venue	Registered Office of the Company
Financial Year	1 st April to 31 st March
Dates of Book Closure	21 st September 2011 to 30 th September 2011 (both days inclusive)

Financial Calendar 2011-2012 (Tentative)

Annual General Meeting	September 2012
Board Meetings	
Results for the quarter ending June 2011	2 nd week of August 2011
Results for the quarter ending September 2011	2 nd week of November 2011
Results for the quarter ending December 2011	2 nd week of February 2012
Results for the year ending March 2012	Last week of May 2012

Dividend Payment Date

The dividend, if approved by the Members of the Company will be payable on or after 5th October 2011.

Listing

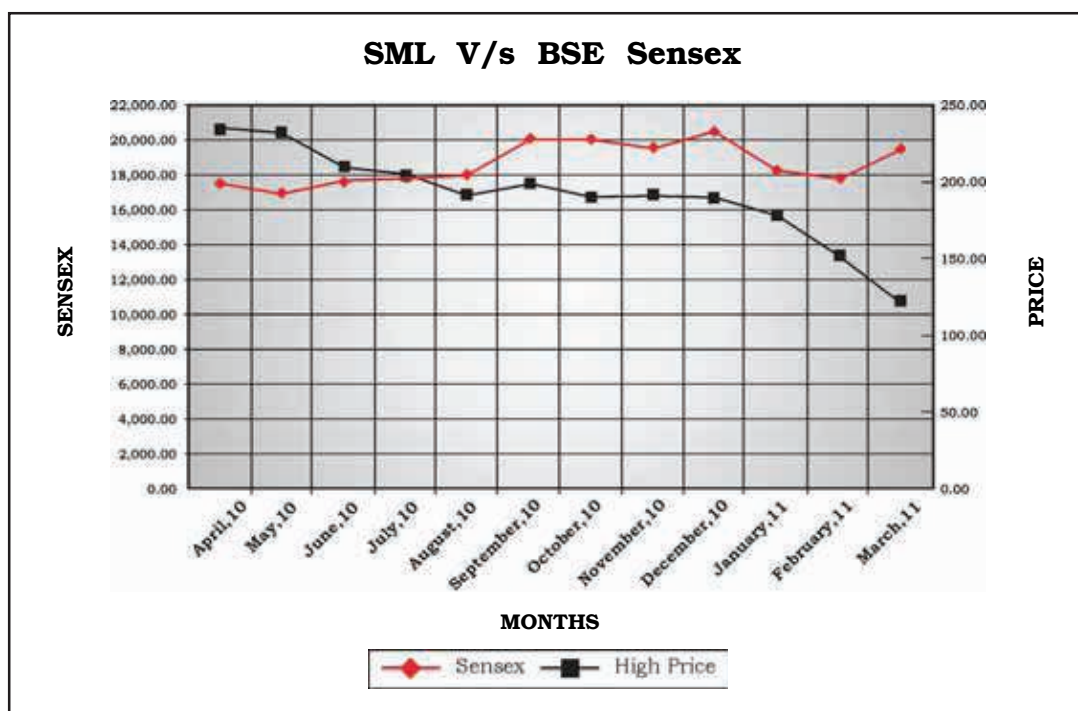
Name Of The Exchange	Code / Symbol
The Bombay Stock Exchange Limited (BSE)	530073
The National Stock Exchange of India Limited (NSE)	SANGHVIMOV

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

Market Price Data

Share Price - High & Low (₹) During Each Month In The Year 2010-2011 At BSE

Month	Price (In ₹)		Month	Price (In ₹)	
	High	Low		High	Low
April 2010	235.00	208.05	October 2010	190.95	175.60
May 2010	232.00	176.10	November 2010	192.00	166.00
June 2010	210.05	166.00	December 2010	190.00	161.30
July 2010	205.90	166.00	January 2011	179.10	142.15
August 2010	191.50	163.20	February 2011	152.00	114.00
September 2010	199.50	156.00	March 2011	125.95	103.65



Source: The Bombay Stock Exchange Limited (BSE) (www.bseindia.com)

Registrar & Share Transfer Agents

M/s. Link Intime India Private Limited (formerly Intime Spectrum Registry Limited) is the Registrar and Transfer Agents of the Company and carry out the share transfer work on behalf of the Company. The Equity Shares of the Company are traded on the Stock Exchanges and compulsorily in Demat mode.

Dematerialization of Shares and liquidity

The Securities and Exchange Board of India had directed compulsory trading of Company's Scrip in dematerialized form by all investors with effect from 28th August, 2000. The Company has entered into Agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of Equity Shares with effect from 8th March 2000 and 20th July, 2000 respectively. The new ISIN after sub-division of shares is INE989A01024 for dematerialization of Shares.

As on 31st March 2011, approximately 98.61% of total Equity Shares were held in dematerialized form.

Share Transfer System

The Company's Equity Shares are required to be traded in the Stock Exchanges compulsorily in dematerialized mode with effect from 28th August 2000. Shares in physical mode, which are lodged for transfer are processed and returned within time. As on 31st March 2011, approximately 98.61% of total Equity Shares were held in dematerialized form.

There is a separate Committee of the Board which meets as and when required to look after transfer of shares. During the year 2010-11, the Committee met 4 times on the following dates, namely 15th May 2010, 16th June 2010, 23rd July 2010 and 9th February 2011.

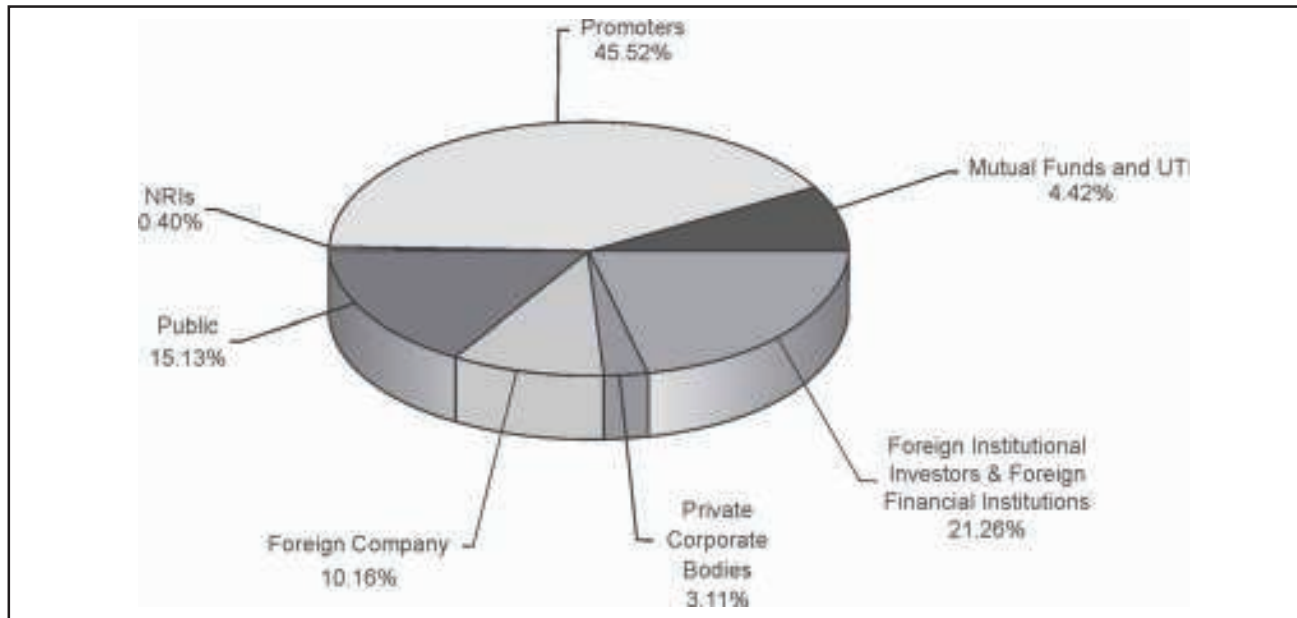
The Company has appointed M/s. Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited) as its Registrar and Share Transfer Agent with effect from 1st August 2006. The share transfer requests are processed through M/s. Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited). The details of transfers are reported to the Board of Directors at the ensuing meeting.



Distribution Of Shareholding

Shareholding Pattern As On 31st March 2011:

Category	No. of Shares held	% of Shareholding
Promoters	1,97,06,187	45.52
Mutual Funds and UTI	19,11,587	4.42
Foreign Institutional Investors & Foreign Financial Institutions	92,03,293	21.26
Private Corporate Bodies	13,44,965	3.11
Foreign Company	44,00,000	10.16
General Public	65,50,726	15.13
NRIs	1,71,242	0.40
Total	4,32,88,000	100.00



Distribution Schedule as on 31st March 2011

No. of Shares	No. of Folios	% to Total	No. of Shares held	% of Shareholding
Upto 500	9360	85.42	11,50,748	2.66
501-1000	761	6.95	6,03,042	1.39
1001-2000	388	3.54	6,04,781	1.39
2001-3000	136	1.24	3,45,976	0.80
3001-4000	56	0.51	1,97,166	0.46
4001-5000	55	0.50	2,60,960	0.60
5001-10000	77	0.70	5,57,202	1.29
10001 and above	124	1.13	3,95,68,125	91.41
Total	10,957	100.00	4,32,88,000	100.00

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

CEO / CFO certification

A certificate from the Managing Director & CEO and Executive Director & CFO on the Financial Terms of the Company in terms of Clause 49 of the Listing Agreement was placed before the Board, who took the same on record.

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 a 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 no. of shares in physical form and total no. 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 12 complaints were received by the Company from the Shareholders and Investors. All complaints have been resolved to the satisfaction of the Investors and as on 31st March 2011, there were no pending complaints.

Voluntary Corporate Compliance Certificate

The Company obtains a corporate Compliance Audit Report on a quarterly basis from practicing Company Secretary to ensure compliance under the Companies Act, 1956, Listing Agreement, SEBI Rules and other corporate law as applicable.

Investor Contact Details

Company

Sanghvi Movers Limited
Secretarial Department
Survey No. 92, Tathawade, Taluka Mulshi,
Pune - 411 033.
Tel : 91-20-66744700
Fax : 91-20-66744724
Email : grievance.redressal@sanghvicranes.com
Website : www.sanghvicranes.com

Registrar & Share Transfer Agents

M/s. Link Intime India Private Limited
C -13, Pannalal Silk Mills Compound,
L.B.S. Marg , Bhandup (W),
Mumbai - 400 078
Tel : 91-22-25963838, 25946970
Fax : 91-22-25946969
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in



Declarations

Compliance with Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March 2011.

For Sanghvi Movers Limited

C. P. Sanghvi

Chairman & Managing Director

CEO / CFO Certification

As required by sub-clause V of the Clause 49 of the Listing Agreement with the Stock Exchanges, we have certified to the Board that for the financial year ended 31st March 2011, the Company has complied with the requirements of the said sub-clause.

For Sanghvi Movers Limited

For Sanghvi Movers Limited

For Sanghvi Movers Limited

C. P. Sanghvi

Chairman & Managing Director

R. S. Desai

Executive Director

S. D. Kajale

Executive Director & CFO

Auditors' Certification on Corporate Governance

To The Shareholders of Sanghvi Movers Limited

We have examined the compliance of conditions of Corporate Governance by Sanghvi Movers Limited, for the year ended on 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. During the year 2010-2011, the Company received 12 complaints from investors / shareholders all of which were disposed off during the year.

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

For L. M. JOSHI & CO.
Chartered Accountants
F. No. 104403W

Prasanna L. Joshi

Partner

Membership No.35097

Pune
30th May 2011