



Head Office: A-8, Parvati Chamber, Opp. Apsara Cinema, Pratapnagar Road, Vadodara – 390004  
Ph: 0265-2580644/2581658 Fax: 0265-2581126  
Registered Office: 244/6-7, G.I.D.C. Industrial Estate, Waghodia – 391760 Dist. Vadodara,  
Ph: 02668-673100 Fax: 02668-673135  
Email : cs@sanghiviforge.com Web : www.sanghiviforge.com  
CIN : L28910GJ1989PLC012015

## NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of the SANGHVI FORGING AND ENGINEERING LIMITED will be held on Thursday, September 28, 2017 at 4:00 p.m. at the Registered Office of the Company situated at 244/6-7, GIDC Industrial Estate, Waghodia, Dist. Vadodara – 391 760 to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors Report thereon.

“RESOLVED THAT the audited Standalone and Consolidated Financial Statement of the Company for the financial year ended on March 31, 2017 and the report Board of Directors and Auditors thereon, be and is hereby considered and adopted.”

2. To appoint a Director in place of Shri Babulal Sagarmal Sanghvi (DIN: 00291745), who retires by rotation and being eligible, offers himself for reappointment.

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Shri Babulal Sagarmal Sanghvi (DIN:00291745), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint the Statutory Auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s V.K. Shastri & Co., Chartered Accountant, (Registration No. 113325W) be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this 29th Annual General Meeting (AGM) till the conclusion of 34th AGM of the Company, subject to ratification at every Annual General Meeting, in place M/s. Shah and Bhandari, Chartered Accountants, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee.”

By Order of the Board of Directors  
For Sanghvi Forging & Engineering Ltd.

Sd/-

Vadodara, Date August 11, 2017  
Registered Office:  
244/6 & 7, GIDC Industrial Estate,  
Waghodia, Dist. Vadodara – 391 760  
CIN : L28910GJ1989PLC012015

Harish G Punwani  
Company Secretary  
ICSI Membership No: A50950  
email : cs@sanghiviforge.com  
Web :www.sanghiviforge.com  
Ph:02668-264100  
Fax: 02668-263411

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the “Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing a proxy should, however, be deposited at the Company’s Registered Office at 244/6 & 7, GIDC Industrial Estate, Waghodia, Dist. Vadodara – 391 760 (Gujarat) not less than 48 hours before the commencement of the aforesaid meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st day, September 2017 to 28th day, September 2017 (both days inclusive).
3. Members/ Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Meeting.
5. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant of any change in their addresses.
6. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Shri Babulal Sagarmal Sanghvi
Age	66 years
Date of Appointment on the Board	May 2, 2004
Qualification	He has completed his Metric Level Education from Vadodara
Expertise and portfolio handled	He has more than 36years of experience in the forging industry. He is responsible for implementing the overall business strategy of the company.
Directorship in other companies as on March 31, 2017	He doesn’t hold directorship in any other Company.
Chairman/Membership of other committees of Company as on March 31, 2017	He doesn’t hold any Chairman/Membership of other committees of Company as on March 31, 2017
Terms and conditions of Re-appointment	As per the resolution passed by Shareholders at the Annual General Meeting to be held on September 28, 2017 in which Shri Babulal S Sanghvi will be re-appointed as a Director of the Company.
Remuneration last Drawn	26.03 Lakhs
Remuneration Proposed	As per the Excising terms and conditions
Shareholding as on March 31, 2017	17,14,283 Equity Shares
Relationship with Directors Inter-se	Relative of Shri Vikram B Sanghvi, Jayantilal B Sanghvi and Naresh B. Sanghvi

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Electronic copy of the Annual Report for Financial Year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2016-17 is being sent in the permitted mode.
11. Members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the F.Y. 2016-17 will also be available on the Company's website [www.sanghviforge.com](http://www.sanghviforge.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Waghodia, Vadodara for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@sanghviforge.com](mailto:cs@sanghviforge.com).
13. Voting through electronic  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

**In case of members receiving e-mail:**

4

**E-voting Particulars**

EVSN	USER ID

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SANGHVI FORGING AND ENGINEERING LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SANGHVI FORGING AND ENGINEERING LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The remote e-voting period begins on September 25, 2017 (9:00 a.m.) and ends on September 27, 2017 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

1. Shri S. Samdani, Practicing Company Secretary failing him Shri SureshKumar Kabra, Practicing Company Secretary of Samdani Shah &Kabra has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the general meeting unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

2. The Results shall be declared at the AGM of the Company or thereafter. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the NSE and BSE.
3. The facility for voting, either through electronic voting system or ballot or polling paper shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
4. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors  
For Sanghvi Forging & Engineering Ltd.

Sd/-

Vadodara, Date August 11, 2017  
Registered Office:  
244/6 & 7, GIDC Industrial Estate,  
Waghodia, Dist. Vadodara – 391 760  
CIN : L28910GJ1989PLC012015

Harish G Punwani  
Company Secretary  
ICSI Membership No: A50950  
email : [cs@sanghiviforge.com](mailto:cs@sanghiviforge.com)  
Web : [www.sanghiviforge.com](http://www.sanghiviforge.com)  
Ph:02668-264100  
Fax: 02668-263411



Head Office: A-8, Parvati Chamber, Opp. Apsara Cinema, Pratapnagar Road, Vadodara – 390004  
Ph: 0265-2580644/2581658 Fax: 0265-2581126  
Registered Office: 244/6-7, G.I.D.C. Industrial Estate, Waghodia-391760 Dist. Vadodara,  
Ph: 02668-673100 Fax: 02668-673135  
Email : cs@sanghiviforge.com Web : www.sanghiviforge.com  
CIN : L28910GJ1989PLC012015

### ATTENDANCE SLIP

Annual General Meeting on Thursday, September 28, 2017 at 4:00 PM  
I /We hereby record my presence at the Annual General Meeting of the Company at  
Registered Office of the Company situated at 244/6-7, G.I.D.C. Industrial Estate, Waghodia – 391760 Dist. Vadodara, Gujarat

Folio No./ DP ID & Client ID No. \_\_\_\_\_ No. of Shares Held \_\_\_\_\_

Name of Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

#### IMPORTANT NOTE

Members/Proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.



Head Office: A-8, Parvati Chamber, Opp. Apsara Cinema, Pratapnagar Road, Vadodara – 390004  
Ph: 0265-2580644/2581658 Fax: 0265-2581126  
Registered Office: 244/6-7, G.I.D.C. Industrial Estate, Waghodia – 391760 Dist. Vadodara,  
Ph: 02668-673100 Fax: 02668-673135  
Email : cs@sanghiviforge.com Web : www.sanghiviforge.com  
CIN : L28910GJ1989PLC012015

### MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/Client Id& DP ID	:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company,  
hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday September 28, 2017 at 4:00 p.m. at the Registered Office of the Company situated at 244/6-7, G.I.D.C. Industrial Estate, Waghodia – 391760 Dist. Vadodara, Gujarat and any adjournment thereof in respect of such resolutions as are indicated below:

### Attention Members!

Arrangements have been made for transport to and from the registered office of the Company so as to make it convenient for the Members to attend the 29th Annual General Meeting schedule to be held on Thursday, September 28, 2017 at 4:00 p.m.

- Pick-up time will be 3:00 p.m. on Thursday, September 28, 2017 and Route for Pick-up Location will start from Pandya Bridge to Fatehgunj Circle to Airport Circle to Sardar Estate to Waghodia Crossing to the Registered office of the Company.
- In case Members wish to avail this facility, they are requested to register their availability and above mentioned pickup locations by calling on Ph No. 02668-673100 and e-mail at cs@sanghiviforge.com during 10:00 a.m. to 5:00 p.m. before September 27, 2017.
- Your Cooperation in this regard is highly solicited as this will help to ensure that the Company is able to effectively service from pick-up locations.
- Members are requested to arrive at the pick-up location well in advance so that they can reach at the Registered office of the Company prior to the meeting.
- Company Pick-up Vehicle available in the name of the Company “SANGHVI FORGING AND ENGINEERING LIMITED” to enable the Members to easily identify them.
- The return transport from the registered office of the Company shall follow the same route.
- Please be informed that no reimbursement shall be made for any expenses incurred to attend the meeting.

Resolution No.	Description
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.
2	Appointment of a Director in place of Shri Babulal S Sanghvi (DIN No.00291745), who retires by rotation and being eligible, offers himself for reappointment.
3	Appointment of Statutory Auditor M/s V.K. Shastri & Co., Chartered Accountant, (Registration No. 113325W) , in place M/s. Shah and Bhandari, Chartered Accountants, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes please refer notice of the Annual General Meeting.

Affix a  
Revenue  
Stamp of  
₹ 1/-



Head Office: A-8, Parvati Chamber, Opp. Apsara Cinema, Pratapnagar Road, Vadodara – 390004  
Ph: 0265-2580644/2581658 Fax: 0265-2581126  
Registered Office: 244/6-7, G.I.D.C. Industrial Estate, Waghodia – 391760 Dist. Vadodara,  
Ph: 02668-673100 Fax: 02668-673135  
Email : cs@sanghiviforge.com Web : www.sanghiviforge.com  
CIN : L28910GJ1989PLC012015

**Form No. MGT – 12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration Rules, 2014)]

**BALLOT PAPER**

Sr. No.	Particulars	Details
1.	Name of the first Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding share in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Description	No. of Equity Shares held by me	I Assent to the Resolution (YES)	I Dissent from the Resolution (NO)
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2	Appointment of a Director in place of Shri Babulal S Sanghvi (DIN No.00291745), who retires by rotation and being eligible, offers himself for reappointment.			
3	Appointment of Statutory Auditor M/s V.K. Shastri & Co., Chartered Accountant, (Registration No. 113325W) , in place M/s. Shah and Bhandari, Chartered Accountants, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee.			

Place:

Date:

(Signature of the Shareholder)



# Route Map

