

REF:SEL:BSE:2012-13/11811
March 12, 2013



To,
The Dy. Gen. Manager,
Corporate Relationship Dept.,
Bombay Stock Exchange Limited
PJ Tower, Dalal Street,
Mumbai - 400 001
Equity Scrip Code: **532710**
Fax No. 022-22722037-39

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Equity Scrip Name: **SADBHAV**
Fax No. 022-26598237-38

SUB: Compliance of Listing Agreement Clause No. 31(d)

Dear Sir,

Pursuant to the clause no. 31(d) of Listing Agreement, we are enclosing herewith proceeding of Extra Ordinary General Meeting of the company held on March 11, 2013.

Kindly take on record and acknowledge.

Thanking you

For, Sadbhav Engineering Limited


Authorised Signatory

Encl: As above

Sadbhav Engineering Limited

Regd Office : "Sadbhav House"
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedbad- 380006.
T : +91 79 26463384 F : +91 79 26400210
Web : www.sadbhaveng.com

THE MINUTES OF THE PROCEEDING OF THE EXTRA-ORDINARY
GENERAL MEETING OF SADBHAV ENGINEERING LIMITED HELD ON
MONDAY, MARCH 11, 2013 AT 11.00 A.M. AT LIONS HALL, NEAR
MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD-380006

The following were present

- | | |
|------------------------------|---------------------|
| 1. Mr. Vishnubhai M. Patel | Chairman |
| 2. Mr. Shashin V. Patel | Director and Member |
| 3. Mr. Nitin Patel | Director and Member |
| 4. Mr. Vasistha C. Patel | Director and Member |
| 5. Mr. Amarsinh Vaghela | Director and Member |
| 6. Mr. Sandip Patel | Director and Member |
| 7. Mr. Vijay Kalyani | Company Secretary |
| 8. Members present in person | 51 (Fifty One) |
| 9. Members present by proxy | 48 (Forty Eight) |

Mr. Ravi Kapoor, Practicing Company Secretary, was also present.

The Company Secretary Mr. Vijay Kalyani welcomed the Members.

In accordance with the Article 102 (c) (1) of the Articles of Association, Mr. Vishnubhai M. Patel, Chairman of Board of Director, took the Chair.

The requisite Quorum was present and called the Meeting to order.

With consent of Members present, the Notice convening the Extra-Ordinary General Meeting of the Company was taken as read.

Then Chairman delivered his speech.

The Chairman then requested Mr. Nitin R. Patel the Executive Director of the company to take over the proceeding of the meeting.

Mr. Nitin R. Patel then take over the proceeding of the meeting as per notice convening the meeting and read the following resolution as an Ordinary Resolution.

1. Appointment of Auditor M/s Surana Maloo & Co., Chartered Accountants in a casual vacancy caused by the resignation of M/s Shashikant Patel Associates, Chartered Accountants :

“RESOLVED THAT M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad having Firm Registration No. 112171W, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s Shashikant Patel Associates, Chartered Accountants, to hold office until the conclusion of the next Annual General

Meeting, and that their remuneration be determined by the Board of Directors of the Company on recommendation of Audit Committee.”

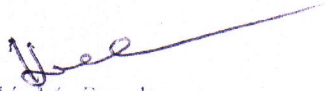
The Resolution was proposed by Mr. Nitin R. Patel, having client ID- 00412870 and seconded by Mr. Vashistha C. Patel having client ID- 22615632 and was put to the vote as an Ordinary Resolution.

On a show of hands, Mr. Nitin R. Patel the Executive Director declared the aforesaid Ordinary Resolution carried with requisite majority.

Termination of the Meeting

The Meeting terminated with a vote of thanks to the Chair

Place : Ahmedabad
Dated : March 11, 2013


(V. M. Patel)
Chairman