Sadbhav
TODAY FOR TOMORROW

Ref: SEL/BSE/2018-19/33

September 4, 2018

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited
PJ Tower, Dalal Street,
Mumbai- 400 001

Equity Scrip Code:532710

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

Equity Scrip Name: SADBHAV

Sub: Notice of 29th Annual General Meeting (AGM) for the year 2017-18 and Cut-off date for e-voting

Dear Sir/ Madam,

In compliance to the Regulation 30(6) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the copy of Notice of 29th Annual General Meeting (AGM) to be held on Thursday, September 27, 2018.

The remote e-voting period commences on Monday, September 24, 2018 @9.00 a.m. and ends on Wednesday, September 26, 2018 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 21, 2018 (cut off date for e-voting), may cast their vote through remote e-voting.

You are requested to take the above on your record.

Thanking you.

Yours truly,

For Sadbhav Engineering Limited

Tushar Shah
Company Secretary
Mem. No. F7216

SADBHAV ENGINEERING LIMITED

Encl.: As Above

SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91 79 40400400 • Fax: +91 79 40400444
E-mail: investor@sadbhav.co.in • Web: www.sadbhaveng.com

Notice

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the shareholders of Sadbhav Engineering Limited will be held on Thursday, September 27, 2018 at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 at 12.00 Noon to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

(a) The audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2018.

2. To declare a dividend on Equity Shares.

3. To appoint a Director in place of Mr. Vikram R. Patel (DIN: 00048318) who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Mr. Vasistha C. Patel (DIN: 00048324) who retires by rotation and being eligible, offers himself for reappointment.

5. To appoint statutory auditors and fix their remuneration:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad (Firm Registration No. 102511W/W100298), be appointed as statutory auditors of the Company, to hold office for the period of Four (4) years from the conclusion of this 29th Annual General Meeting (AGM) until the conclusion of the 33rd AGM to be held in the calendar year 2022, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

6. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rajendra Patel & Associates, Ahmedabad, Cost Accountant in Practice having Firm Reg. No. 101163 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum respectively plus GST applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

Registered Office:
"Sadbhav House", Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380006

Place : Ahmedabad
Date : August 13, 2018

By Order of the Board of Directors
For Sadbhav Engineering Limited

Tushar Shah
Company Secretary
Membership No. F7216

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 the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the 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. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

3. The explanatory statements pursuant to Section 102 of Companies Act, 2013 relating to special business are annexed.

4. The information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 on Directors' appointment/ reappointment are given below and form part of the Notice.

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

6. Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of the Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.

7. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.

8. The Register of Members and Share Transfer Books will be closed from Saturday, September 15, 2018 to Thursday, September 27, 2018 (both days inclusive) for ascertaining the shareholders entitled to receive dividend, if approved at the meeting.

9. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.

10. Pursuant to the erstwhile provisions of Section 124(6) of the Companies Act, 2013, dividend for the financial year ended as on 31st March, 2011 and thereafter, which remains unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, Pursuant to Section 125 of the Companies Act, 2013.

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Dividend
31-03-2011	27-09-2011	02-11-2018
31-03-2012	29-09-2012	04-11-2019
31-03-2013	30-09-2013	05-11-2020
31-03-2014	26-09-2014	01-11-2021
31-03-2015	29-09-2015	04-11-2022
31-03-2016	28-09-2016	03-11-2023
31-03-2017	26-09-2017	01-11-2024

   According to the provisions of the Act, shareholders are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of such claims.

11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Share Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. for assistance in this matter.

    In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, it has been mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the shareholders holding shares in physical form.

    Accordingly, shareholders who are holding shares in physical mode are requested to kindly furnish self-attested copy of your PAN card and original cancelled Cheque leaf/Attested Bank Passbook showing the name of Account holder along with an application.

    Also note that in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, request for effecting transfer of securities shall not be processed w.e.f 5th December, 2018 unless the securities are held in the dematerialized form.

Therefore, all shareholders who are holding shares in physical mode are requested to kindly dematerialize the equity shares of the Company at the earliest.

12. Pursuant to the provisions of Section 108 of the Act and other applicable provisions, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from place other than the venue of the Meeting ('remote e-voting'). In addition, the facility of voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

The instructions for shareholders voting electronically are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Sadbhav Engineering Ltd. on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xviii) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

I. The e-voting period commences on Monday, September 24, 2018 @9.00 a.m. and ends on Wednesday, September 26, 2018 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018, may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 21, 2018.

III. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), has been appointed as the Scrutinizer to scrutinize the Ballot and e-voting process in a fair and transparent manner.

IV. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote-e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.

V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhaveng.com and on the website of CDSL www.evotingindia.com within forty eight hours of the passing of the resolutions at the 29th AGM of the Company to be held on Thursday, September 27, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Details of Directors Seeking Appointment/Reappointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Vasistha C. Patel	Mr. Vikram R. Patel
Director`s Identification Number (DIN)	00048324	00048318
Date of Birth	July 25, 1973	April 02, 1968
Date of Appointment	October 01, 2012	October 01, 2012
Brief resume of the director	He is a Civil Engineer by profession. He is associated with the company since September 09, 2012. He is having more than 20 years of experience in the construction industry. He is actively participating in bidding process and execution of various road projects. He is also in-charge of purchasing of construction materials. He has also track records for successfully completing the various projects in time.	He is a commerce graduate. He is associated with the company since September 09, 2012. He is having more than 26 years' experience in construction industry. He is actively participating in execution of various road projects and successfully completed various projects in time to his credit.
Functional Expertise	20 years' experience in the construction industry	26 years' experience in construction industry, powered with entrepreneurship skill and motivation

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if	None	None
Qualifications	Civil Engineer	Commerce Graduate
Directorship in other listed Companies	1. Sadbhav Infrastructure Project Limited	None
Chairman/ Member of Committee in other listed Companies	Stakeholder & Relationship Committee - Member	None
No. of Equity Shares held in the Company	32,02,150	46,08,750

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 5

Considering the requirements of Section 139 (2) of the Companies Act, 2013, M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad (Firm Registration No. 102511W/W100298) is proposed to be appointed as a statutory auditors of the Company to hold office for the period of Four (4) years from the conclusion of this 29th Annual General Meeting (AGM) until the conclusion of the 33rd AGM to be held in the calendar year 2022.

M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, have given consent to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the said resolution.

Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rajendra Patel & Associates, Ahmedabad, Cost Accountant in Practice (Firm Reg. No. 101163), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2019.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2018-19 as set out in the resolution for the aforesaid services to be rendered by them.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the said resolution.

Registered Office :
"Sadbhav House", Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380006

Place : Ahmedabad
Date : August 13, 2018

By Order of the Board of Directors
For Sadbhav Engineering Limited

Tushar Shah
Company Secretary
Membership No. F7216

SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad-380006, Gujarat • Tel.: 91 79 40400400 • Fax : 91 79 40400444
E-mail : investor@sadbhav.co.in • Web : www.sadbhaveng.com

ATTENDANCE SLIP

DP ID		**Folio No.**	
Client ID		**No. of Shares**	

Name and address of Shareholder/Proxy

_____

_____

I hereby record my presence at the **29th Annual General Meeting of the Company** held on Thursday, September 27, 2018 at Lions Hall, Mithakhali Six Roads, Ellisbridge, Ahmedabad- 380006, Gujarat at 12.00 noon.

Signature of Shareholder/Proxy

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad-380006, Gujarat • Tel.: 91 79 40400400 • Fax : 91 79 40400444
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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 **Sadbhav Engineering Ltd.**, hereby appoint;
1)_____of_____having e-mail id_____or failing him / her
2)_____of_____having e-mail id_____or failing him / her
3)_____of_____having e-mail id_____
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting of the Company,** to be held on the Thursday, September 27, 2018 at 12.00 noon at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, Gujarat and at any adjournment thereof in respect of such resolution as are indicated below:

P.T.O.

1. Consider and adopt:
   (a) Audited Financial Statement, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2018.
   (b) Audited Consolidated Financial Statement for the financial year ended March 31, 2018.
2. Declaration of Dividend on Equity Shares.
3. Appointment of Mr. Vikram R. Patel who retires by rotation.
4. Appointment of Mr. Vasistha C. Patel who retires by rotation.
5. Appointment of Statutory Auditors and fixing their remuneration.
6. Ratification of Remuneration to Cost Auditor.

Signed this_____day of_____2018

Affix ₹ 1/- Revenue Stamp

_____
Signature of shareholder

_____
Signature of 1st proxy holder

_____
Signature of 2nd proxy holder

_____
Signature of 3rd proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
(2) A Proxy need not be a member of the Company.
(3) A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the Company carrying rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
(4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
(5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all The joint holders should be stated.

Sadbhav
TODAY FOR TOMORROW

SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office: "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat, India.
Ph.: +91-79-2646 3384, 2640 5687 | F: +91-79-2640 0210
E-mail: selinfo@sadbhav.co.in | www.sadbhaveng.com

Disclaimer

This Annual Report contains forward-looking information to enable investors to comprehend company's prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties, and even less than accurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.