

Ref: SEL/BSE/2017-18/18
02.09.2017

To,
The Dy. Gen. Manager,
Corporate Relationship Dept.,
BSE Limited
PJ Tower, Dalal Street,
Mumbai – 400 001
Fax : 022-22722037-39
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 Annual General Meeting (AGM) for the year 2016-17 & Cut-off date for e-voting

Dear Sir,

In compliance to the Regulation 30(6) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the copy of Notice of 28th Annual General Meeting to be held on Tuesday, 26th September, 2017.

The remote e-voting period commences on September 23, 2017 @9.00 a.m. and ends on September 25, 2017 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 19, 2017 (cut off date for e-voting), may cast their vote through remote e-voting.

You are requested to take the above on record.

Thanking you

Yours truly,
For Sadbhav Engineering Ltd.



Tushar Shah
Company Secretary
Mem. No. F7216

Encl.: As above.

Notice

NOTICE is hereby given that the Twenty- Eighth Annual General Meeting of the shareholders of Sadbhav Engineering Limited will be held on Tuesday September 26, 2017 at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt :

- (a) the audited financial statement of the Company for the financial year ended March 31, 2017, 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, 2017.

2. To declare a dividend on Equity Shares.

3. To appoint a Director in place of Mr. Nitin R. Patel (DIN: 00466330) who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Mr. Vipul H. Patel (DIN: 06634262) 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, 141 and 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 & Doshi, Chartered Accountants, Ahmedabad (Firm Registration No. 102511W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Surana Maloo & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 112171W), to hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 29th AGM to be held in the calendar year 2018, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To approve and ratify Related Party Transactions

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

"RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve and enter into Related Party Transactions as mentioned in explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

7. Reappointment of Mr. Arun S. Patel as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) and on the recommendation of the Nomination and Remuneration Committee Mr. Arun S. Patel (DIN : 06365699), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a second term from September 26, 2017 to September 25, 2022.”

8. To appoint Mr. Shashin V. Patel as a Chairman & Managing Director of the Company for a period of three years

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

RESOLVED THAT pursuant to the provisions of sections 196,197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) subject to such approvals as may be necessary, consent of the Company be and is hereby given for the appointment of Mr. Shashin V. Patel [DIN: 00048328] as a Chairman & Managing Director of the Company for the period of three years from July 01, 2017 on the terms and conditions including remuneration as mentioned below:-

- **He shall not be liable for retirement by rotation**

Remuneration: Up to maximum of ₹ 30,00,000/- per month, with authority to Board or a committee thereof, to fix the salary within the said maximum amount from time to time. The annual increments will be decided by the Board or a Committee thereof and will take in to account the Company’s performance.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Shashin V. Patel as a Chairman & Managing Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break up of the remuneration within the above said maximum permissible limit.

9. To reappoint Mr. Nitin R. Patel as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years

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

RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) subject to such approvals as may be necessary, consent of the Company be and is hereby given for the reappointment of Mr. Nitin R. Patel [DIN: 00048328] as a Whole-time Director Designated as an Executive Director of the Company for further period of three years from July 01, 2017 on the terms and conditions including remuneration as mentioned below:-

Remuneration: Up to maximum of ₹ 15,00,000/- per month, with authority to Board or a committee thereof, to fix the salary within the said maximum amount from time to time. The annual increments will be decided by the Board or a Committee thereof and will take in to account the Company’s performance.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Nitin R. Patel as a Whole-time Director Designated as an Executive Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break up of the remuneration within the above said maximum permissible limit.

10. To reappoint Mr. Vasistha C. Patel as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years

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

RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) subject to such approvals as may be necessary, consent of the Company be and is hereby given for the reappointment of Mr. Vasistha C. Patel [DIN: 00048324] as a Whole-time Director Designated as an Executive Director of the Company for further period of three years from October 01, 2017 on the terms and conditions including remuneration as mentioned below:-

Remuneration: Up to maximum of ₹ 15,00,000/- per month, with authority to Board or a committee thereof, to fix the salary within the said maximum amount from time to time. The annual increments will be decided by the Board or a Committee thereof and will take in to account the Company's performance.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Vasistha C. Patel as a Whole-time Director Designated as an Executive Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break up of the remuneration within the above said maximum permissible limit.

11. To reappoint Mr. Vikram R. Patel as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years

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

RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) subject to such approvals as may be necessary, consent of the Company be and is hereby given for the re-appointment of Mr. Vikram R. Patel [DIN: 00048318] as a Whole-time Director Designated as an Executive Director of the Company for further period of three years from October 01, 2017 on the terms and conditions including remuneration as mentioned below:-

Remuneration: Up to maximum of ₹ 15,00,000/- per month, with authority to Board or a committee thereof, to fix the salary within the said maximum amount from time to time. The annual increments will be decided by the Board or a Committee thereof and will take in to account the Company's performance.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Vikram R. Patel as a Whole-time Director Designated as an Executive Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break up of the remuneration within the above said maximum permissible limit.

12. To approve the place of keeping and inspection of Registers, Returns etc.

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

"RESOLVED THAT pursuant to the provisions of section 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re enactment thereof, for the time being in force), the consent be and is hereby accorded for keeping the registers, returns, records and any other documents required to be annexed therewith at the registered office of the Company or at any other place in India where more than one tenth of the total number of members entered in the register of members resides as may be decided by the Board from time to time as mentioned in explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the resolution."

13. Alteration of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 33 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in order to comply with the provisions of clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, existing Clause No. 84 (ii) of Articles of Association of the Company be and is hereby altered and substituted with following clause:

“Clause No. 84 (ii) :

Subject to the provisions of the Act, the Director may borrow, raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue and carry out consolidation and re-issue of debt securities, bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage or charge or other security on the undertaking of the whole of any part of the property of the Company (both present and future) including its uncalled capital for the time being.”

RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

14. 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 2017-18, amounting to ₹ 1,50,000/- (Rupees One lac fifty thousand only) per annum respectively plus service tax applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By Order of the Board
For Sadbhav Engineering Limited

Tushar Shah
Company Secretary
Membership No. F7216

Registered Office :
“Sadbhav House”,
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad-380 006.

Place : Ahmedabad
Date : August 14, 2017

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/Corporate 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/Corporate 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 16, 2017 to the Tuesday September 26, 2017 (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 205A(5) of the Companies Act, 1956, dividend for the financial year ended as on 31st March, 2010 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 205C of the Companies Act, 1956.

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Dividend
31-03-2010	08-09-2010	14-10-2017
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

According to the provisions of the Act, shareholders are requested to note that no claims shall lie against the Company or said Fund 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. 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) Regulation, 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) <ul style="list-style-type: none"> 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	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

(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.

(xx) 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 September 23, 2017 @ 9.00 a.m. and ends on September 25, 2017 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 19, 2017, 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 September 19, 2017.
- 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 Postal 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 three days 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.evoting.cdsi.com within three days of the passing of the resolutions at the 28th AGM of the Company to be held on September 26, 2017 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 (LODR) Regulations, 2015)**

Director	Vipul H. Patel	Nitin R. Patel	Arun S. Patel	Shashin V. Patel
Date of Birth	October 13, 1976	August 04, 1968	July 15, 1946	April 02, 1981
Date of Appointment	August 20, 2016	August 01, 1999	September 30, 2013	July 01, 2009
Functional Expertise	More than 12 years' experience in the field of Road sector, Metro Rail, Irrigation, Building and Mining sector	In the field of finance, accounts, audit, taxation, project bidding, execution and cost analysis.	More than 24 years' experience in the field of audit, taxation, accounts and finance	Making strategic management decisions. In field of Management Information System, Project Bidding and Execution
Qualifications	B. E. Civil	B. Com. A.C.A.	B. Com. F.C.A.	MBA
Directorship in other listed Companies	None	1. Sadbhav Infrastructure Project Limited 2. Nagpur-Seoni Expressway Limited	1. Sadbhav Infrastructure Project Limited 2. Nagpur-Seoni Express Way Limited	1. Sadbhav Infrastructure Project Limited 2. Nagpur-Seoni Expressway Limited
Chairman / Member of Committee in other listed Companies	None	1. Sadbhav Infrastructure Project Limited- Audit Committee, Finance and Investment Committee, CSR Committee, Risk Management Committee –Member and Stakeholder Committee-Chairman	1. Sadbhav Infrastructure Project Limited- Audit Committee, Finance and Investment Committee- Member and Stakeholder Committee-Chairman 2. Nagpur - Seoni Express Way Limited- Audit Committee, Nomination and Remuneration Committee-Member and Stakeholder Committee-Chairman	1. Sadbhav Infrastructure Project Limited Nomination and Remuneration Committee- Member and Finance and Investment Committee-Chairman 2. Nagpur - Seoni Expressway Limited- Audit Committee, Nomination and Remuneration Committee-Member and Stakeholder Committee-Member
No. of Equity Shares held in the Company	166850	101	Nil	5499720

Director	Vasistha C. Patel	Vikram R. Patel
Date of Birth	July 25, 1973	April 02, 1968
Date of Appointment	October 01, 2012	October 01, 2012
Functional Expertise	19 years' experience in the Construction Industry	25 years' experience in construction industry, powered with entrepreneurship skill and motivation
Qualifications	Civil Engineer	Commerce Graduate
Directorship in other listed Companies	1. Sadbhav Infrastructure Project Limited	None
Chairman/ Member of Committee in other listed Companies	1. Sadbhav Infrastructure Project Limited- Audit Committee, Finance and Investment Committee -Member and CSR Committee, Risk Management Committee-Chairman	None
No. of Equity Shares held in the Company	3202150	4608750

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 5

M/s. Surana Maloo & Co., Chartered Accountants, Ahmedabad has completed more than 10 years as Statutory Auditors of your Company.

Considering the requirements of Section 139 (2) of the Companies Act, 2013, M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad (Firm Registration No. 102511W) is proposed to be appointed as a statutory auditors of the Company to hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 29th AGM to be held in the calendar year 2018.

M/s. Dhirubhai Shah & Doshi, Chartered Accountants, have consented 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.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the ordinary resolution set out at item No. 5 of the notice.

The Board commends this resolution for your approval.

Item No.6

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee, Board of Directors of the Company has in its meeting held on August 14, 2017 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches. The transactions under consideration, is proposed to be enter in the ordinary course of business and at arm length basis. However considering the nature of agreements which are peculiar in nature in respect of each working site, Company as an abundant caution is taking necessary approval of the shareholders under Section 188 also.

Sr. No.	Name of the Related Party	Nature of relationship	Estimated Amount (₹ in Crores)	Nature of transactions
1	Sadbhav Udaipur Highway Pvt. Ltd.	Step Down Subsidiary	646.47	EPC contract & other related services
2	Sadbhav Vidharbh Highway Pvt. Ltd.	Step Down Subsidiary	1059.73	EPC contract & other related services

One of the main business activities of your Company is to carry out EPC work for the Road Projects. These projects are bid by Sadbhav Infrastructure Project Limited (SIPL) which is subsidiary of the Company and asset holding company for our BOT Projects. On successful bid Special Purpose Vehicle (SPV's) are incorporated with SIPL being the holding Company and Company enters into EPC contract with these SPV's (step down subsidiaries) on ongoing basis.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No.6 to the accompanying Notice as an ordinary resolution.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company.

Item No. 7

Mr. Arun S. Patel, Independent Director of the Company was appointed as Independent Director of the Company to hold office for a term upto 28th September, 2017 to complete the first term under Section 149 of Companies Act, 2013 and Clause 49 of the Listing Agreement.

On expiring of his first term as Independent Director, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company and subject to approval of Shareholders, has reappointed Mr. Arun S. Patel as Independent Director to hold office for further 5 (five) consecutive years for a second term up to the conclusion of the 33th Annual General Meeting of the Company in the calendar year 2022 under the Companies Act, 2013 and SEBI (LODR) 2015 stipulating conditions for the appointment of Independent Director by a listed Company.

Hence, it is proposed to reappoint Mr. Arun S. Patel as Independent Director under Section 149 of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 to hold office for further 5 (five) consecutive years for a term up to the conclusion of the 33th Annual General Meeting of the Company in the calendar year 2022.

Mr. Arun S. Patel has provided a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

Mr. Arun S. Patel is independent of the management. The details and brief resume of Mr. Arun S. Patel has been given as part of the Notice.

Copy of the draft letter for respective reappointment of Mr. Arun S. Patel as Independent Director setting out the terms and conditions are available for inspection by member at the Registered Office/Corporate Office of the Company.

The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Except, Mr. Arun S. Patel, being the appointee, 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.

This Explanatory Statement may also be regarded as a disclosure under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No. 8

It was informed that Mr. Shashin V. Patel was appointed as Joint Managing Director of the Company for period of three years from July 01, 2014 till 30.06.2017 on such terms and conditions vide resolutions passed at the meeting of shareholders of the Company held on 26.09.2014.

Thereafter, he has been appointed unanimously as Chairman and Managing Director of the Company at Board meeting held on 3rd March, 2017, subject to approval of the members at general meeting on same terms and conditions as already mentioned in resolutions passed at the meeting of shareholders of the Company held on 26.09.2014.

It was further stated that Mr. Shashin V. Patel holds Master Degree in Business Administration. He is associated with Company since May 23, 2000. His scope of work includes overview of the day to day affairs of our company and making strategic Management decisions. He is also instrumental in MIS, participating in bidding process and execution of various Mining and Irrigation Projects of the Company. Taking in to consideration his involvement, responsibility and contribution, his appointment would be immensely benefited for the operations of Company.

Hence, looking at the contribution and on recommendation of Nomination & Remuneration Committee, it is proposed to appoint Mr. Shashin V. Patel as Chairman and Managing Director of the Company for period of 3 years w.e.f. 01.07.2017.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Except, Mr. Shashin V. Patel, being the appointee, 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.

This Explanatory Statement may also be regarded as a disclosure under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No. 9

It was informed that the Shareholders of the Company at its meeting held on 26.09.2014 approved the appointment of Mr. Nitin R. Patel as Whole-time Director designated as an Executive Director of the Company for period of three years from 01.07.2014 till 30.06.2017 on terms and conditions including remuneration set out in the resolution passed.

It was further stated that Mr. Nitin R. Patel is Chartered Accountant and has experience in the field of finance, accounts, audit, taxation, project bidding and execution and cost analysis. He is looking after the entire corporate affairs of the Company. He also plays an important role in policy implementation and liaisoning with banks and financial institutions for obtaining funds. Taking in to consideration his involvement, responsibility and contribution, his appointment would be immensely benefited for the operation of Company.

Hence, looking at the contribution and on recommendation of Nomination & Remuneration Committee, it is proposed to reappoint Mr. Nitin R. Patel as Whole-time Director designated as an Executive Director of the Company for further period of 3 years w.e.f. 01.07.2017.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the shareholders.

Except, Mr. Nitin R. Patel, being the appointee, 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.

This Explanatory Statement may also be regarded as a disclosure under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No. 10

It was informed that the Shareholders of the Company at its meeting held on 30.09.2013 approved the appointment of Mr. Vasistha C. Patel as an Executive Director of the Company for period of five years from 01.10.2012 till 30.09.2017 on terms and conditions including remuneration set out in the resolution passed.

Hence, taking account his qualifications and 19 years' of experience in Construction Industry as well as the responsibilities to be shouldered by him and his past performance and on recommendation of Nomination & Remuneration Committee, it is proposed to reappoint Mr. Vasistha C. Patel as Whole-time Director designated as an Executive Director of the Company for further period of 3 years w.e.f. 01.10.2017.

The Board commends the Special Resolution set out at Item No.10 of the Notice for approval by the shareholders.

Except, Mr. Vasistha C. Patel, being the appointee, 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.

This Explanatory Statement may also be regarded as a disclosure under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Item No. 11

It was informed that the Shareholders of the Company at its meeting held on 30.09.2013 approved the appointment of Mr. Vikram R. Patel as an Executive Director of the Company for period of five years from 01.10.2012 till 30.09.2017 on terms and conditions including remuneration set out in the resolution passed.

Hence, taking account his qualifications and 25 years' experience in construction industry, powered with entrepreneurship skill and motivation as well as the responsibilities to be shouldered by him and his past performance and on recommendation of Nomination & Remuneration Committee, it is proposed to reappoint Mr. Vikram R. Patel as Whole-time Director designated as an Executive Director of the Company for further period of 3 years w.e.f. 01.10.2017.

The Board recommends the Special Resolution set out at Item No. 11 the Notice for approval by the shareholders.

Except, Mr. Vikram R. Patel, being the appointee, 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.

This Explanatory Statement may also be regarded as a disclosure under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

A Statement containing the following informations as per section II of Part II of Schedule V of the Companies Act, 2013.

I. General Information:

Sr. No.	Nature of Industry	Infrastructure development and construction Company primarily focusing on roads, irrigation and mining operations.		
1.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1988.		
2.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
3.	Financial Performance based on given indicators	Financial Parameters	Financial Year (₹ in Cores)	
			2016-17	2015-16
		Total Revenue	3407.84	3283.26
		Net Profit/(Loss)	187.85	132.01
		Amount of Equity Dividend	12.01	12.01
		Rate of Equity Dividend	75%	70%
4.	Foreign Investments or collaborations, if any.	<ul style="list-style-type: none"> The Company has no foreign collaborations as on 31st March, 2017. Foreign Investment in the term of shareholding in the Company of the following as on 31/03/2017 are as under : 		
		Particular	No. of Equity Shares	% of share capital
		FII	3103810	1.80
		FPI (Corporate)	26328576	15.35
		NRI	117312	0.07
		NRI (Non Repatriable)	386485	0.22

II. Information about the appointees:

Sr. No.	Particulars	Mr. Shashin V. Patel	Mr. Nitin R. Patel
1.	Background details	Mr. Shashin V. Patel holds Master Degree in Business Administration. He is associated with Company since 2000. His scope of work includes overview of the day to day affairs of the Company.	Mr. Nitin R. Patel is Chartered Accountant. He is associated with Company since 1999. He has experience in the field of finance, accounts, audit, taxation, project bidding and execution and cost analysis.
2.	Past Remuneration	At present the actual drawing is ₹ 15,00,000/- p.m. against Maximum ₹ 15,00,000/- p.m. and such other term approved in AGM held on September 26, 2014.	At present the actual drawing is ₹ 7,00,000/- p.m. against Maximum ₹ 8,00,000/- p.m. and such other term approved in AGM held on September 26, 2014.
3.	Recognition or awards	None	None
4.	Job profile and his suitability	He is having more than 16 years' experience and making the strategic management decisions. He is also in charge of Management Information System and day to day affairs of the Company. He is actively participating in bidding process and execution of various Mining and Irrigation Projects.	He is having more than 19 years' experience and looking after in the field of finance, accounts, audit, taxation, project bidding and execution and cost analysis.
5.	Remuneration Proposed	Salary up to Maximum ₹ 30,00,000/- p.m. and such other terms as proposed to be approved in ensuing AGM.	Salary up to Maximum ₹ 15,00,000/- p.m. and such other terms as proposed to be approved in ensuing AGM.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in infrastructure industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Shashin V. Patel the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.	The prevalent levels of remuneration in infrastructure industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Nitin R. Patel, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None	None

Sr. No.	Particulars	Mr. Vasistha C. Patel	Mr. Vikram R. Patel
1.	Background details	Mr. Vasistha C. Patel is a Civil Engineer. He is associated with Company since 1999. He is having 19 years' of experience in Construction Industry.	Mr. Vikram R. Patel is Commerce Graduate. He is associated with Company since 1994 He is having 25 years' experience in construction industry, powered with entrepreneurship skill and motivation.
2.	Past Remuneration	At present the actual drawing is ₹ 2,50,000/- p.m. against Maximum ₹ 8,00,000/- p.m. and such other term approved in AGM held on September 30, 2013.	At present the actual drawing is ₹ 2,50,000/- p.m. against Maximum ₹ 8,00,000/- p.m. and such other term approved in AGM held on September 30, 2013.
3.	Recognition or awards	None	None
4.	Job profile and his suitability	19 years' of experience in Construction Industry	25 years' experience in construction industry, powered with entrepreneurship skill
5.	Remuneration Proposed	Salary up to Maximum ₹ 15,00,000/- p.m. and such other terms as proposed to be approved in ensuing AGM.	Salary up to Maximum ₹ 15,00,000/- p.m. and such other terms as proposed to be approved in ensuing AGM.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in infrastructure industry are higher. Taking account his qualifications and experience in Construction Industry as well as the responsibilities to be shouldered by him and his past performance being made by Mr. Vasistha C. Patel, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.	The prevalent levels of remuneration in infrastructure industry are higher. Taking account his qualifications and experience in construction industry, powered with entrepreneurship skill and motivation as well as the responsibilities to be shouldered by him and his past performance being made by Mr. Vikram R. Patel, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None	None

III. Other Information:

Reason of loss or inadequate profits	At present there is substantial profit but this resolution is being taken to accommodate the payment of remuneration in future in circumstances of inadequate profit or loss which may occur on account of unforeseen or abnormal reasons.
Steps taken or proposed to be taken for improvement	N.A.
Expected increase in productivity and profits in measurable terms.	N.A.

Item No. 12

Pursuant to the proviso to Section 94 of the Companies Act, 2013, the Companies are permitted to keep such register return, certificate and documents at a place other than its registered office where more than 1/10th of the total numbers of members entered in its register of member reside.

For administrative convenience and also for facilitating the inspect of such register, returns, certificate and documents by the members of the Company it is proposed to seek the approval of the members by way of special resolution for keeping the above mentioned register, returns, certificate and documents in Mumbai (where more than 1/10th of the members reside) at the office of M/s. Link Intime India Pvt. Ltd. at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai : 400 083 or its branche offices across country.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in item No. 12 to the accompanying Notice as a special resolution.

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. 13

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 33 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in order to comply with the provisions of clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, Board proposes to alter and substitute Clause 84(ii) of Articles of Association (AOA) of the Company towards terms of issue of Debentures.

In continuation of same, pursuant to SEBI Circular ref. no. CIR/IMD/DF-1/ 67 /2017 dated 30.06.2017, an AOA of Company should have an enabling provision for carrying out consolidation and re-issuance of debt securities.

Accordingly, the Company is required to alter a clause to include enabling provision in respect of re-issue and consolidate the debt securities in AOA for the said reason and approval of the members of the Company is required.

The proposed draft of the AOA is uploaded on the Company's website for perusal by the shareholders.

The Board recommends the resolution mentioned in Item no. 13 for approval of members of the Company as a Special Resolution.

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. 14

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, 2018.

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 2017-18 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. 14 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-380 006.

Place : Ahmedabad

Date : August 14, 2017

By Order of the Board
For Sadbhav Engineering Limited

Tushar Shah
Company Secretary
Membership No. F7216

A T T E N D A N C E S L I P

DP ID	
Client ID	

Folio No.	
No. of Shares	

Name and address of Shareholder / Proxy holder

I hereby record my presence at the **28th Annual General Meeting of the Company** held on Tuesday, September 26, 2017 at Lions Hall, Mithakhali Six Roads, Ellisbridge, Ahmedabad - 380006 at 12.00 Noon.

Shareholder / Proxy's Signature

(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)

P R O X Y F O R M

[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 _____

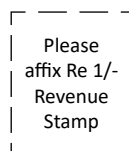
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th Annual General Meeting of the Company**, to be held on the Tuesday, September 26, 2017 at 12.00 Noon at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, 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.
 - (b) Audited Consolidated Financial Statement.
2. Declaration of Dividend on Equity Shares.
3. Reappointment of Mr. Nitin R. Patel (DIN: 00466330) who retires by rotation.
4. Reappointment of Mr. Vipul H. Patel (DIN: 06634262) who retires by rotation.
5. Appointment of Statutory Auditors and fixing their remuneration.
6. To approve and ratify Related Party Transactions.
7. Reappointment of Mr. Arun S. Patel (DIN: 06365699) as an Independent Director of the Company.
8. Appointment of Mr. Shashin V. Patel (DIN: 00048328) as a Chairman & Managing Director of the Company for a period of three Years.

9. Reappointment of Mr. Nitin R. Patel (DIN: 00466330) as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years.
10. Reappointment of Mr. Vasistha C. Patel (DIN: 00048324) as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years.
11. Reappointment of Mr. Vikram R. Patel (DIN: 00048318) as a Whole-time Director Designated as an Executive Director of the Company for further period of three Years.
12. To approve the place of keeping and inspection of Registers, Returns etc.
13. Alteration of Articles of Association.
14. Ratification of Remuneration to Cost Auditor.

Signed this _____ day of _____ 2017



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/Corporate 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.



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 cannot 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.

08/2017 marg



SADBHAV ENGINEERING LIMITED

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