

REF:SEL:BSE;2012-13/ 11439
February 15, 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:- Notice of Extraordinary General Meeting

Dear Sir,

In compliance to Listing Agreement, we are enclosing herewith three copies of notice of Extra-ordinary General Meeting of the company to be held on March 11, 2013 at 11.00 A.M. at Lions Hall, Nr. Mithakhali, Six Roads, Ellisbridge, Ahmedabad – 380 006.

Kindly take on record and acknowledge.

Thanking you

For Sadbhav Engineering Limited


Vijay Kalyani
(Company Secretary)

Encl: As above

NOTICE

Notice is hereby given that the Extra ordinary General Meeting of members of Sadbhav Engineering Limited will be held on Monday the March 11, 2013 at 11.00 a.m. at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 to transact the following business :

Special Business

1. To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

"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."

Registered Office:

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

**By Order of the Board
For, Sadbhav Engineering Limited**

Sd/-

**(Vijay Kalyani)
Company Secretary**

Place: Ahmedabad
Date: February 11, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. 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.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956

ITEM NO.1

M/s Shashikant Patel Associates , Chartered Accountants , who in the last Annual General Meeting of the Company held on the 29th September, 2012 were appointed as statutory auditors to audit books of accounts of the company for the year ended on 31st March 2013 , have submitted their resignation as Statutory Auditors.

As per provisions of Section 224 of the Companies Act, 1956, if there is a casual vacancy occurring during the year by way of resignation of Statutory Auditors of the Company, such a casual vacancy can be filled by an Ordinary Resolution in the General Meeting of members of the Company.

M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad, have given their consent for appointment as Statutory Auditors to audit books of accounts for the year ended 31st March 2013. M/s Surana Maloo & Co., Chartered Accountants, will hold office until the conclusion of the next Annual General Meeting of the Company

Your directors recommend resolution for appointment of M/s Surana Maloo & Co., Chartered Accountants, as Statutory Auditors.

None of the directors of the Company is interested in the said proposed Ordinary Resolution.

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

Place: Ahmedabad
Date: February 11, 2013

**By Order of the Board
For, Sadbhav Engineering Limited**

Sd/-

**(Vijay Kalyani)
Company Secretary**

SADBHAV ENGINEERING LIMITED

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

PROXY FORM

DP ID	
Client ID	

FOLIO NO	
NO OF SHARES	

I / We _____ of _____ being a Member / Members of

Sadbhav Engineering Ltd. hereby appoint Mr./ Ms. _____ of _____ or failing him/her Mr./Ms. _____

_____ of _____ as my / our Proxy to attend and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, March 11, 2013 at 11.00 A.M. and at any adjournment(s) thereof.

Signed this _____ day of _____, 2013

Affix Re. 1/-
Revenue
Stamp

Signature

PROXY FORM MUST REACH COMPANY'S
REGISTERED OFFICE NOT LATER THAN 48 HOURS
BEFORE THE COMMENCEMENT OF THE MEETING

For Office use only

Date of Receipt

SADBHAV ENGINEERING LIMITED

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

ATTENDANCE SLIP

DP ID	
Client ID	

FOLIO NO	
NO OF SHARES	

Name and address of the Shareholder/Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, March 11, 2013 at Lions Hall, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 at 11.00 A.M.

Member's / 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)