Sadbhav
TODAY FOR TOMORROW

REF:SEL:BSE: 2015-16/ 03
October 02 2015

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: 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 Annual General Meeting of the company held on September 29, 2015.

Kindly take on record and acknowledge.

Thanking you

For Sadbhav Engineering Limited

(Vijay Kalyani)
Company Secretary

Encl: As above

Sadbhav Engineering Limited
Regd Office : "Sadbhav House"
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad- 380006.
T : +91 79 26463384 F : +91 79 26400210
Web : www.sadbhav.co.in
E : info@sadbhav.co.in CIN : L45400GJ1988PLC011322

THE MINUTES OF THE PROCEEDING OF 26TH ANNUAL GENERAL MEETING OF SADBHAV ENGINEERING LIMITED HELD ON TUESDAY SEPTEMBER 29, 2015 AT LIONS HALL, NEAR MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD-380006 AT 11.00 A.M. AND CONCLUDED AT 11.35 A.M. AND WHICH HAS BEEN ENTERED ON OCTOBER 01, 2015.

The following were present

Directors :

1.	Mr. Vishnubhai M. Patel	Chairman
2.	Mr. Shashin V. Patel	Director
3.	Mr. Vasistha C. Patel	Director
4.	Mr. Nitin R. Patel	Director
5.	Mr. Sandip V. Patel	Director (Chairman of Audit Committee)
6.	Mr. Atul N. Ruparel	Director (Chairman of Nomination and Remuneration Committee)
7.	Mr. Arunbhai S. Patel	Director
8.	Mr. Mirat N. Bhadlawala	Director(Chairman of Stakeholders Relationship Committee)
9.	Mrs. Purvi S. Parikh	Director

Members :

81 Members (holding 8,02,99,367 Equity shares) were present in person or through their authorized representatives pursuant to Section 113 of the Companies Act, 2013 and 9 Members (holding 41,48,107 equity shares) were represented through their duly appointed proxies.

In attendance

Mr. Vijay Kalyani	Company Secretary
Mr. Shashikant D. Patel, Partner	M/s Surana Maloo & Co. Chartered Accountants.
Mr. Ravi Kapoor	Practicing Company Secretary

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 Company Secretary Mr. Vijay Kalyani introduced the Board of Directors who were present in the meeting.

He informed that Mr. Vikramkumar R. Patel, Executive Director and Mr. Sandip Sheth, Independent Director of the Company could not attend the AGM due to an urgent engagement.

Chairman's Initials

SANKET - AHMEDABAD - Ph. 26442364, 30027361

He then informed the shareholders that requisite Quorum was present and accordingly requested Chairman to call the meeting in order. Chairman then called the Meeting to order.

Mr. Vijay Kalyani informed the members that the Statutory Register, Proxy Register and inspection documents were available for inspection of members. With the consent of the members present, the Notice convening the Annual General Meeting of the Company together with the annual report 2014-15 were taken as read.

The Company Secretary explained that pursuant to the provision of Companies Act, 2013, Auditors Report and Secretarial Audit Report are required to be read only when there is qualification or adverse observation or comment in said Reports. As there was no such qualification or adverse observation or comment in Auditor Report and Secretarial Audit Report, the Company Secretary with consent of shareholders took the said Reports as read.

Information about Remote e-voting and Poll Process:

The Company Secretary informed the shareholders about remote e-voting and Poll Process to the shareholders present in the meeting as under:

- In terms of the provisions of Section 108 of the Companies Act, 2013 and the rules made thereunder and Clause 35B of the Listing Agreement, the Company had provided remote e-voting facility to the members to exercise their vote on all resolutions set forth in the Notice of 26th Annual General Meeting through Central Depository Services (India) Limited (CDSL).

- The remote e-voting commenced on September 26, 2015 @ 9.00 a.m. and ended on September 28, 2015 @ 5.00 p.m.

- Pursuant to the Rule 20 of the Companies (Management and Administration) Rules, 2014, members who had not exercised their vote by remote e-voting can participate in poll process in respect of all the items of ordinary and special businesses contained in Notice of this AGM.

- Members holding shares either in physical or demat form as on the cut-off date i.e. September 22, 2015 were entitled to avail the remote e-voting facility or voting by ballot process at this meeting.

- Mr. Ravi Kapoor, practicing Company Secretary, proprietor of M/s Ravi Kapoor & Associates was appointed as Scrutinizer by the Board for remote e-voting and poll process. The Scrutinizer would consolidate the results of the e-voting and the results of poll process at this meeting and submit the combined report to the Chairman.

- Before exercising the Vote, shareholders were requested to read the instructions printed over the Ballot Paper.

- Shareholder who had casted their votes through remote e-voting were requested not to cast their vote through poll process. The vote casted through poll process would not be considered for counting if shareholders have already voted through remote e-voting mechanism.

- The Company Secretary had drew the attention of shareholder present in the meeting that two poll boxes were kept in hall for dropping the Ballot Paper were completely empty and it could be viewed by any shareholder present in meeting.

He requested Chairman, Shri Vishnubhai Patel to address the house.

Chairman then delivered his speech. He then requested Mr. Nitin R. Patel Executive Director and Chief Financial Officer of the Company to brief the shareholders present about the business activities of the Company. Mr. Nitin R. Patel then briefed the Shareholders and also responded to their questions.

After completion of the reply to the questions from the Shareholders, Shareholders were requested to drop their ballot forms into the Poll Boxes kept in the Hall.

Mr. Ravi Kapoor, practicing Company Secretary appointed as Scrutinizer for poll process was requested to ensure orderly conduct of the voting process in far and transparent manner.

After conclusion of the poll, Chairman announced that the results of voting shall be declared to the stock exchanges and said results along with the consolidated report (remote e-voting and Poll) of the Scrutinizer be posted on the website of the Company and also on the website of CDSL at the earliest but not later than statutory time limit specified in Companies Act 2013.

Termination of the Meeting

The Meeting concluded at 11.35 a.m. with a vote of thanks to the Shareholders.

Results of the remote e-voting and poll process on the Ordinary and Special Businesses at the Annual General Meeting held on Tuesday, September 29, 2015 as per consolidated report of the scrutinizer dated September 29, 2015:

Following Resolutions for the Ordinary and Special Business set out in the Notice to the 26th Annual General Meeting were duly passed unanimously/with requisite majority as detailed below.

Ordinary Business :

Item No 1:- Adoption of Adoption of Accounts (Ordinary Resolution)

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted.

Chairman's Initials

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RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 be and are hereby received, approved and adopted."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	12758 1780	152	127568 880	100	0	0	0	0	0
Poll at the AGM	42257 13	27	422571 3	100	0	0	0	3	8571
Total	**13180 7493**	**179**	**131794 593**	**100**	**0**	**0**	**0**	**3**	**8571**

The above ordinary resolution carried unanimously.

Item No. 2 :- Declaration of Dividend on Equity Shares (Ordinary Resolution)

"RESOLVED THAT the approval of the members of the Company be and is hereby granted for the payment of dividend @ Rs. 0.70 per Equity Share (70%) on fully paid up Equity Shares of Re. 1/- each of the Company for the year 2014-15."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	12758 1780	154	12758 1780	100	0	0	0	0	0
Poll at the AGM	42257 13	26	42257 08	100	1	5	0	3	8571
Total	**13180 7493**	**180**	**13180 7488**	**100**	**1**	**5**	**0**	**3**	**8571**

The above ordinary resolution carried with requisite majority.

Chairman's Initials

Item No. 3:- Re-Appointment of Mr. Shashin V. Patel who retires by rotation (Ordinary Resolution)

"RESOLVED THAT Mr. Shashin V. Patel Director of the Company who retires by rotation be and is hereby reappointed as the Director of the Company".

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127581780	148	127431847	99.88	6	149933	0.12	0	0
Poll at the AGM	4225713	26	4225708	100	1	5	0	3	8571
Total	**131807493**	**174**	**131657555**	**99.88**	**7**	**149938**	**0.12**	**3**	**8571**

The above ordinary resolution carried with requisite majority.

Item No 4 :- Re-Appointment of Mr. Nitin R. Patel who retires by rotation (Ordinary Resolution)

"RESOLVED THAT Mr. Nitin R. Patel Director of the Company who retires by rotation be and is hereby reappointed as the Director of the Company".

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folio	No. of Shares
Remote E-Voting	127581780	100	121459906	95.2	54	6121874	4.8	0	0
Poll at the AGM	4225713	27	4225713	100	0	0	0	3	8571
Total	**131807493**	**127**	**125685619**	**95.36**	**54**	**6121874**	**4.64**	**3**	**8571**

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Chairman's Initials

The above ordinary resolution carried with requisite majority.

Item No. 5 :- To ratify the appointment of the Auditors and fix their remuneration (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad, having Firm Registration No. 112171W as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting be and is hereby ratified, and that their remuneration be determined by the Board of Directors of the Company on recommendation of Audit Committee."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	No. of Folio	No. of Folio	No. of Shares	% of total number of valid votes cast	No. of Folio	No. of Shares
Remote E-Voting	127581780	112	122035893	95.65	42	5545887	4.35	0	0
Poll at the AGM	4225713	25	4225703	100	2	10	0	3	8571
Total	**131807493**	**137**	**126261596**	**95.79**	**44**	**5545897**	**4.21**	**3**	**8571**

The above ordinary resolution carried with requisite majority.

Special Business :

Item No. 6 :- Appointment of Mrs. Purvi S. Parikh as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Purvi S. Parikh (DIN: 07071155), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who was appointed as an Additional Director pursuant to the Provision of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2020."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127581780	154	127581780	100	0	0	0	0	0
Poll at the AGM	4225713	27	4225713	100	0	0	0	3	8571
Total	**131807493**	**181**	**131807493**	**100**	**0**	**0**	**0**	**0**	

The above ordinary resolution carried unanimously.

Item No. 7:- Ratification of Remuneration to Cost Auditor (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. Jitendra Soni & Co., Cost Accountant in Practice, having Firm Reg. No. 103339 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15 and financial year 2015-16, amounting to □ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) and Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum respectively plus service tax 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."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Vote	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127581780	154	127581780	100	0	0	0	0	0
Poll at the AGM	4225713	26	4225708	100	1	5	0	3	8571
Total	**131807493**	**180**	**131807488**	**100**	**0**	**5**	**0**	**3**	**8571**

Chairman's Initials

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The above ordinary resolution carried with requisite majority.

Item No. 8:- Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable laws, rules and regulations and guidelines, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by the Resolution) for making offers or invitations to subscribe to Secured/Unsecured/Redeemable Non-Convertible Debentures ("NCDs") including but not limited to subordinated Debentures, bond, and/or other debt securities etc. on a private placement basis in one or more tranches during the period of one year from the date of passing the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered , the numbers of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/agreements/papers/writings, as may be required in this regard".

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Vote	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127466404	151	127439330	99.98	2	27076	0.02	0	0
Poll at the AGM	4225713	27	4225713	100	0	0	0	3	8571
Total	**131692119**	**178**	**131665043**	**99.89**	**2**	**27076**	**0.02**	**3**	**8571**

Chairman's Initials

Minute Book

The above special resolution carried with requisite majority.

Item No. 9:- To authorize Board of Directors to make Investment on behalf of the Company (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 186 and 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) and the Articles of Association of the Company, consent of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which expression shall also include a Committee thereof) for acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiaries, joint ventures, associates whether in India or outside, which may or may not be subsidiary(ies) of the Company from time to time exceed up to a sum of □ 300 Crores (Rupees Three Hundred Crores only) over and above the 60% of its paid-up share capital and free reserves and securities premium account or 100 % of its free reserves and securities premium account, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, applications, documents, and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution".

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Vote	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127581780	106	122359946	95.91	48	5221834	4.09	0	0
Poll at the AGM	4225713	25	4225703	100	2	10	0	3	8571
Total	**131807493**	**131**	**126585649**	**96.04**	**50**	**5221844**	**3.96**	**3**	**8571**

The above special resolution carried with requisite majority.

Chairman's Initials

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Item No. 10:- To approve Related Party Transactions (Special Resolution)

"RESOLVED THAT pursuant to clause 49 of the listing agreement and subject to such approvals, consents and sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into material related party transaction as defined in clause 49 in listing agreement with stock exchanges in respect of providing of services and financial facilities to the related party as mentioned in explanatory statement annexed to the notice for the financial year 2014-15 and beyond.

RESOLEVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine the actual sums to be involved in the transactions with the related parties and 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 that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

Voting details on the above resolution :

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Vote	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	127581780	154	127581780	100	0	0	0	0	0
Poll at the AGM	4225713	27	4225713	100	0	0	0	3	8571
Total	**131807493**	**181**	**131807493**	**100**	**0**	**0**	**0**	**3**	**8571**

The above special resolution carried unanimously.

(V. M. Patel)
Chairman

Place : Ahmedabad
Dated : October 01, 2015