Sadbhav
TODAY FOR TOMORROW

Ref: SEL/BSE/2015-16/08
03.09.2016

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: Submission of Notice of Annual General Meeting (AGM) for the year 2015-16.

Dear Sir,

In compliance to the Regulation 30(6) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the copy of Notice of 27th Annual General Meeting to be held on Wednesday, 28th September, 2016.

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.

Sadbhav
TODAY FOR TOMORROW

SADBHAV ENGINEERING LIMITED
CIN : L45400GJ1988PLC011322
Registered Office : 'Sadbhav House' Opp. Law Garden Police Chowki Ellisbridge, Ahmedabad-380006, Gujarat • Tel.: 91 79 26463384 • Fax : 91 79 26400210
E-mail : investor@sadbhav.co.in • Web : www.sadbhaveng.com

Notice

NOTICE is hereby given that the Twenty- Seventh Annual General Meeting of the shareholders of Sadbhav Engineering Limited will be held on Wednesday September 28, 2016 at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 at 03.00 P.M. 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, 2016, 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, 2016.

2. To declare a dividend on Equity Shares.

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

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

5. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as an 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 Eighth 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."

SPECIAL BUSINESS

6. To appoint Mr. Vipul H. Patel as an Additional Director of the Company

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

"RESOLVED THAT Mr. Vipul H. Patel [DIN: 06634262], who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act) and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the provisions of the Articles of Association of the Company."

7. To appoint Mr. Vipul H. Patel as a Whole-time 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 an **Ordinary 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. Vipul H. Patel [DIN: 06634262] as a Whole-time Director designated as an Executive Director of the Company for the period of three years from August 20, 2016 on the terms and conditions including remuneration as mentioned below:-

Remuneration: Up to maximum of ₹ 8,00,000/- 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. Vipul H. Patel as Whole-time Director designated 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.

8. 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, 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 2016-17, amounting to ₹ 1,50,000/- (Rupees One lac 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."

9. To approve conversion of loan into equity

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, exceed up to a sum of ₹ 2000.00 Crores (Rupees Two Thousand crores only) over and above the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as maybe stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect

of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

(iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

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 20, 2016

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 27 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 web site of 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 17, 2016 to Wednesday September 28, 2016 (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 provisions of Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended as on 31st March, 2009 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
31-03-2009	29-09-2009	04-11-2016
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

   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.

Instructions for Members for remote e-voting are as under:

(i) Log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on "Shareholders" tab.

(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 casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

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 Postal Ballot / Attendance Slip indicated in the PAN field.
DOB OR Dividend Bank Details	Enter your Date of Birth in dd/mm/yyyy format. OR Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. September 21, 2016 in the Bank Account Number field.

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

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.

(ix) 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.

(x) Click on the EVSN for Sadbhav Engineering Limited.

(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 Resolutions.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholder can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 a Compliance User should be created using the admin login and password. The Compliance 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.

I. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

I. The remote e-voting period commences on September 25, 2016 @9.00 a.m. and ends on September 27, 2016 @ 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, 2016, may cast their vote through remote 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 21, 2016.

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 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.cdsl.com within three days of the passing of the resolutions at the 27th AGM of the Company held on September 28, 2016 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 at the Annual General Meeting (Pursuant to Regulation 27 of the SEBI (LODR) Regulations, 2015)

Director	Mr. Vasistha C. Patel	Mr. Vikram R. Patel	Mr. Vipul H. Patel
Date of Birth	July 25, 1973	April 02, 1968	October 13, 1976
Date of Appointment	September 29, 2012	September 29, 2012	August 20, 2016
Functional Expertise	18 years' experience in the Construction Industry	24 years' experience in construction industry, powered with entrepreneurship skill and motivation	More than 12 years' experience in the field of Road sector, Metro Rail, Irrigation, Building and Mining sector
Qualifications	Civil Engineer	Commerce Graduate	B. E. Civil
Directorship in other Companies	1. Sadbhav Infrastructure Project Limited 2. Bijapur - Hungund Tollway Pvt. Ltd. 3. Sadbhav Rudrapur Highway Pvt. Ltd. 4. Sadbhav Bhavnagar Highway Pvt. Ltd. 5. Sadbhav Una Highway Pvt. Ltd.	1. Ahmedabad Ring Road Infrastructure Ltd. 2. Mysore-Ballary Highway Pvt. Ltd. 3. Rohtak - Hissar Tollway Pvt. Ltd. 4. Rohtak Panipat Tollway Pvt. Ltd. 5. Dhule Palesner Tollway Limited 6. Aurangabad Jalna Tollway Limited 7. Hyderabad Yadgiri Tollway Pvt. Ltd.	1. Rohtak - Hissar Tollway Pvt. Ltd. 2. Rohtak Panipat Tollway Pvt. Ltd.
Chairman/ Member of Committee in other Companies	1. Sadbhav Infrastructure Project Limited	1. Rohtak Panipat Tollway Pvt. Ltd. 2. Rohtak - Hissar Tollway Pvt. Ltd. 3. Ahmedabad Ring Road Infrastructure Ltd. 4. Aurangabad Jalna Tollway Limited 5. Dhule Palesner Tollway Limited	None
No. of Equity Shares held in the Company	3202150	4608750	166850

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 6 & 7

Pursuant to the provisions of Section 161(1) of the Act read with provisions of Articles of Association of the Company, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee appointed Mr. Vipul H. Patel on August 20, 2016 as Additional Director of the Company.

Mr. Vipul H. Patel has consented to act as Director. The said director is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of Companies Act, 2013 proposing the candidature of Mr. Vipul H. Patel for the offices of Director of the Company.

Subject to shareholders' approval, the Board of Directors at their meeting held on August 20,2016 have also appointed Mr. Vipul H. Patel as Whole-time Director designated as Executive Director of the Company for a period of three years from August 20, 2016 on terms and conditions including remuneration as set out in the proposed resolution.

The said terms and conditions including remuneration has been recommended by the Nomination and Remuneration Committee of Board of Directors.

Mr. Vipul H. Patel is B.E. Civil and has experience in the field of Road sector, Metro Rail, Irrigation, Building and Mining sector. He is looking after the Road projects, Metro Rail projects in North India, Irrigation and pipeline project in MP. He is also playing important role in bidding of the new projects.

The Board, while approving the appointment and remuneration of Mr. Vipul H. Patel Patel, took in to account his qualifications and more than 12 years experience in construction industry, the responsibilities to be shouldered by him and his past performance.

Taking in to consideration his involvement, responsibility and contribution, his appointment would be immensely benefited for the operation of Company.

The Board recommends the Ordinary Resolutions set out at Item No. 6 & 7 of the Notice for approval by the shareholders.

None of Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ Indirectly interested in the above resolution except Mr. Vipul H. Patel is interested in the resolution.

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

I. General Information:

<table>
<tr><td>Sr. No.</td><td>Nature of Industry</td><td colspan="4">Infrastructure development and construction Company primarily focusing on roads, irrigation and mining operations</td></tr>
<tr><td>1.</td><td>Date or expected date of commencement of commercial production</td><td colspan="4">The Company is already in existence and it started its activities since 1988.</td></tr>
<tr><td>2.</td><td>In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">N.A.</td></tr>
<tr><td rowspan="5">3.</td><td rowspan="5">Financial Performance based on given indicators</td><td rowspan="2">Financial Parameters</td><td colspan="2">Financial Year</td><td>(₹ in Cores)</td></tr>
<tr><td>2015-16</td><td>2014-15</td><td>2013-14</td></tr>
<tr><td>Total Revenue</td><td>3276.76</td><td>3035.39</td><td>2394.54</td></tr>
<tr><td>Net Profit/(Loss)</td><td>133.70</td><td>113.73</td><td>106.16</td></tr>
<tr><td>Amount of Equity Dividend</td><td>12.00</td><td>12.00</td><td>10.64</td></tr>
<tr><td></td><td>Rate of Equity Dividend</td><td>70%</td><td>70%</td><td>70%</td></tr>
<tr><td>4.</td><td>Foreign Investments or collaborations, if any.</td><td colspan="4">• The Company has no foreign collaborations as on 31st March, 2016.
• Foreign Investment in the term of shareholding in the Company of the following as on 31/03/2016 are as under :
(a) FII : 25665457 Equity shares of Re. 1-each constituting 14.95% paid up equity capital.
(b) NRI : 120472 Equity shares of Re. 1-each constituting 0.07% paid up equity caital.
(c) NRI (Non Repartiable) : 368664 Equity shares of Re. 1-each, constituting 0.21% paid up equity capital.</td></tr>
</table>

II. Information about the appointee:

Sr. No.	Particulars	Mr. Vipul H. Patel
1.	Background details	Mr. Vipul H. Patel is B.E. Civil. He is associated with Company since May 2002. He has experience in the field of Road sector, Metro Rail, Irrigation, Building and Mining sector.
2.	Past Remuneration	Mr. Vipul H. Patel is an employee of the Company. Looking to his association to the company and experience, work, it is proposed to appoint as executive director of the Company at Maximum Remuneration of ₹ 8,00,000 P.M. and on such other term as to commission and perquisites as to be approved in this meeting.
3.	Recognition or awards	None
4.	Job profile and his suitability	He is looking after the Road projects, Metro Rail projects in North India. He is also looking after Irrigation and pipeline project in MP. He is also responsible for attending all important meetings with clients and local administration. He is also playing important role in bidding of the new projects. He is also responsible for completing projects in time with best quality. Cash flow management and monitoring of the project work is also taken care by him.
5.	Remuneration Proposed	Salary up to Maximum ₹ 8,00,000 P.M. and such other terms as to the commission and perquisites as proposed to be approved in this meeting.
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 account the contribution being made by Mr. Vipul Patel in looking after the Road projects, Metro Rail projects in North India., Irrigation project, in bidding of the new projects, rich experience, 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.	He does not have any pecuniary relationship directly or indirectly with the Company or is its managerial personnel, other than drawing his remuneration in the capacity of Executive Director of the Company.

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. 8

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, 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, 2017.

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 2016-17 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. 8 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 resolution.

Item No. 9

In terms of the provisions of Section 180(1)(c), the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/moneys exceed up to a sum of ₹ 2000.00 Crores (Rupees Two Thousand crores only) over and above the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by passing a Special Resolution at the 25th Annual General Meeting the of the Company held on 26th September, 2014. In line with the regulatory changes in the recent past, the changes in the Companies Act and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding loans or any

other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

Accordingly, the Board recommends the resolution as set out at Item No. 9, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Financial Institutions/Banks under the financing documents already executed or to be executed in respect of the Financial Assistance availed/tobe availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Since decisions for raising the Financial Assistance or agreeing to terms and conditions for raising the Financial Assistance (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

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 20, 2016