

Ref: SIPL/2022-23/0096

29th March, 2023

To,

The Manager (Listing)

Corporate Relationship Dept.

BSE Limited

P J Tower,

Dalal Street,

Mumbai - 400 001

The Manager (Listing)

National Stock Exchange of India Limited

"Exchange Plaza",

Plot No C/1, G Block

BandraKurla Complex, Bandra (E)

Mumbai - 400 051

Company Code: 539346 (BSE)

NSE Symbol: SADBHIN (NSE)

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Postal Ballot Notice.

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read together with the circulars and notifications issued thereunder ("Listing Regulations") and in continuation of our earlier Letter vide Ref: SIPL/2022-23/0091 dated 15th March, 2023, please find attached herewith Notice of Postal Ballot being circulated to the Members for seeking their approval by way of remote e-voting for the following resolutions:

- 1. Appointment and Change in Designation of Mr. Shashin V. Patel (DIN: 00048328) as the Executive Chairman and Whole Time Director of the Company (Special Resolution)
- 2. Appointment of Mr. Jatin Thakkar (DIN: 09312406) as a Director of the Company (Ordinary Resolution)
- 3. Appointment of Mr. Jatin Thakkar (DIN: 09312406) as an Executive Director of the Company (Special Resolution)
- 4. Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as a Non- Executive Director of the Company (Ordinary Resolution)

In accordance with applicable laws, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Registrar and Share Transfer Agent / Depositories as on Friday, March 24, 2023 ("cutoff date"). The same is also available on the website of the Company i.e. https://www.sadbhavinfra.co.in, the website of Company's and at https://evoting.india.com.

Further, also find below the Schedule of events for Postal Ballot:

Sr. No.	Activity	Date/ Day
1	Cut-off Date/Benpos date for sending notice to the Members	24/03/2023, Friday
2	Commencement of e-voting	09:00 a.m. on 31/03/2023, Friday
3	End of voting period	05:00 p.m. on 29/04/2023, Saturday
4	Declaration of voting results	On or before 02/05/2023, Tuesday

Thanking you,

Yours faithfully,

For Sadbhav Infrastructure Project Limited

Shashin V. Patel Executive Chairman DIN: 00048328 Encl: as above



Sadbhav Infrastructure Project Limited



SADBHAV INFRASTRUCTURE PROJECT LIMITED

CIN: L45202GJ2007PLC049808

Registered Office: 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91

79 40400400 • Fax: +91 79 40400444

E-mail: investor@sadbhavinfra.co.in • Web: www.sadbhavinfra.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given that, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard – II on General Meetings ("SS-II") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, for seeking consent of the shareholders of Sadbhav Infrastructure Project Limited ("the Company"), to pass the proposed resolutions mentioned in this notice, as an Ordinary / **Special Resolutions through Postal Ballot by way of remote electronic voting (remote e-voting) only.**

Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars"), further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2023, **therefore**, **shareholders are required to communicate their assent or dissent through the remote e-voting system only**. The Companies are allowed to take all decisions requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal ballot / remote e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue.

It has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and secure their vote **through the remote E-voting system**. Thus, this Postal Ballot is accordingly being initiated in compliance with the requirements of the above MCA Circulars.

In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and this Notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 24th March, 2023 (Cut-off date) and who have registered their e-



mail addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Private Limited. Shareholders are required to communicate their assent or dissent through the remote e-voting system only. In respect of those Shareholders who have not registered their e-mail ids, the Company has provided the mechanism in this notice to register their e-mail ids.

The Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Act read with the Rules, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing remote e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. on Saturday, April 29, 2023.

The Scrutinizer will submit his report to any Directors or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on Tuesday, May 02, 2023 and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.sadbhavinfra.co.in and on CDSL website viz. www.evotingindia.com.

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of remote **E- Voting system only**, provided by the Company.

SPECIAL BUSINESS

Item No. 1

APPOINTMENT AND CHANGE IN DESIGNATION OF MR. SHASHIN V. PATEL (DIN: 00048328) AS THE EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:



To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment and Change in designation of Mr. Shashin V. Patel (DIN:00048328), from Non-Executive Director—Chairman to the Executive Chairman and Whole Time Director of the Company in the category of Key Managerial Personnel for a period of three (3) years w.e.f. 14th February, 2023 to 13th February, 2026 (both days inclusive) with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment and change in designation /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shashin V Patel (DIN:00048328), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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 (DIN:00048328), as a Chairman and Whole time 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."

Item No. 2

APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS A DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Jatin Thakkar (DIN: 09312406), 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 ensuing General Meeting and in respect of whom the Company has received a recommendation from Nomination and Remuneration Committee and 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 liable to retire by rotation under the provisions of the Articles of Association of the Company."

Item No. 3

APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 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) and pursuant to recommendation received from Nomination and Remuneration Committee and pursuant to the approval accorded by the Board of Directors of the Company, consent of the Members of the Company be and is hereby given to appoint Mr. Jatin Thakkar (DIN: 09312406), as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jatin Thakkar (DIN: 09312406), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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. Jatin Thakkar (DIN: 09312406), 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."

Item No. 4

APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 ("Act"), Mr. Dwigesh Joshi (DIN: 09733282), who was appointed by the Board of Directors of the company as an Additional Non-Executive



Director of the company in the meeting of Board of Directors of the company held on 15th March, 2023 and being eligible, offers himself for appointment and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee of the Company and also received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying its intention to propose the candidature of Mr. Dwigesh Joshi (DIN: 09733282) for the office of Non-Executive Director of the Company w.e.f. 15th March, 2023, liable to retire by rotation.

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."

Date: 15th March, 2023 By Order of the Board of Directors

Place: Ahmedabad Sadbhav Infrastructure Project Limited

Registered Office: "Sadbhav House",

Opp. Law Garden Police Chowki, Hardik Modi
Ellisbridge, Ahmedabad – 380006 Company Secretary
CIN: L45202GJ2007PLC049808 Membership No. F9193

NOTES:

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Business is being provided herewith.
- ii. In terms of the General Circular No. 11/2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") dated 28.12.2022 have further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2023, therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only. As the remote e-voting does not require a person to attend the meeting physically, the Shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. Vote by post shall be treated as invalid.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide remote e-voting facility to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL') instead of physical mode.
- iv. In compliance with the aforesaid MCA Circulars, this notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of



Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, March 24, 2023, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.

- v. Shareholders may note that the Notice will also be available on the Company's website at www.sadbhavinfra.co.in websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.nseindia.com respectively and on website of the e-voting agency- Central Depository Services (India) Limited ('CDSL') at www.evotingindia.com.
- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on Friday, March 24, 2023, (Cut-off date) shall be eligible for remote e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only. It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
- vii. Remote E-voting will commence from Friday, March 31, 2023 (9.00 A.M. IST) to Saturday, April 29, 2023 (5.00 P.M. IST). The remote e-voting shall not be allowed beyond the said date and time and the remote e-voting module shall be disabled thereafter.
- viii. Shareholders who are holding shares of the Company as on as on Friday, March 24, 2023, (Cut-off date) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to get the notice of Postal Ballot by electronic means and vote there at.

Physical holding	Please provide necessary detail like Folio No., Name of shareholder, scanned		
	copy of the share certificate (front and back), PAN (Self attested scanned		
	copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card)		
	by email to Company/RTA email id.		
Demat holding	For Demat shareholders - please provide Demat account details (CDSL-16)		
	digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name, client		
	master or copy of Consolidated Account statement, PAN (self-attested		
	scanned copy of PAN card), AADHAR (self-attested scanned copy of		
	Aadhar Card) to Company/RTA email id.		

- ix. Institutional / Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at investor@sadbhavinfra.co.in.
- x. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for the remote e-voting i.e. Saturday, April 29, 2023. Members seeking to inspect can send an e-mail to Investor Service Cell of the Company at investor@sadbhavinfra.co.in.



- xi. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Saturday, April 29, 2023, in terms of Secretarial Standard–II on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India.
- xii. In case you have any queries/issues/grievances connected with remote e-voting for Postal Ballot, 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 or at investor@sadbhavinfra.co.in

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- **Step 1** : Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.
- **Step 2** : Access through CDSL remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on from Friday, March 31, 2023 (9.00 A.M. IST) to Saturday, April 29, 2023 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Friday, March 24, 2023, (Cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote evoting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

	Login Method	
shareholders		
	1) Users who have opted for CDSL Easi / Easiest facility, can login throu	
Individual	their existing user id and password. Option will be made available	
Shareholders	reach e-Voting page without any further authentication. The users	
holding securities	login to Easi / Easiest are requested to visit cdsl webs	site
in Demat mode	www.cdslindia.com and click on login icon & New System Myeasi Ta	ıb.
with CDSL	2) After successful login the Easi / Easiest user will be able to see the	e-
Depository	Voting option for eligible companies where the evoting is in progress	as
	per the information provided by company. On clicking the evot	ing
	option, the user will be able to see e-Voting page of the e-Voting serv	ice
	provider for casting your vote during the remote e-Voting period	or
	joining virtual meeting & voting during the meeting. Additionally, the	ere
	is also links provided to access the system of all e-Voting Serv	
	Providers, so that the user can visit the e-Voting service provide	
	website directly.	
	3) If the user is not registered for Easi/Easiest, option to register is availa	ble
	at cdsl website www.cdslindia.com and click on login & New Syst	
	Myeasi Tab and then click on registration option.	
	4) Alternatively, the user can directly access e-Voting page by provide	ing
	Demat Account Number and PAN No. from a e-Voting link available	on
	www.cdslindia.com home page. The system will authenticate the u	ser
	by sending OTP on registered Mobile & Email as recorded in the Der	nat
	Account. After successful authentication, user will be able to see the	e e-
	Voting option where the evoting is in progress and also able to direct	etly
	access the system of all e-Voting Service Providers.	
	1) If you are already registered for NSDL IDeAS facility, please visit the	e e-
Individual	Services website of NSDL. Open web browser by typing the follow	ing
Shareholders	URL: https://eservices.nsdl.com either on a Personal Computer or or	
holding securities	mobile. Once the home page of e-Services is launched, click on	
in demat mode	"Beneficial Owner" icon under "Login" which is available und	
with NSDL	'IDeAS' section. A new screen will open. You will have to enter you	
Depository	User ID and Password. After successful authentication, you will be a	
	to see e-Voting services. Click on "Access to e-Voting" under e-Voting	
	services and you will be able to see e-Voting page. Click on compa	
	name or e-Voting service provider name and you will be re-directed to	
	Voting service provider website for casting your vote during the reme	ote
	e-Voting period.	



	2) If the user is not registered for IDeAS e-Services, option to register is
	available at https://eservices.nsdl.com . Select "Register Online for
	IDeAS "Portal or click at
	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the
	following URL: https://www.evoting.nsdl.com/ either on a Personal
	Computer or on a mobile. Once the home page of e-Voting system is
	launched, click on the icon "Login" which is available under
	'Shareholder/Member' section. A new screen will open. You will have
	to enter your User ID (i.e. your sixteen digit demat account number hold
	with NSDL), Password/OTP and a Verification Code as shown on the
	screen. After successful authentication, you will be redirected to NSDL
	Depository site wherein you can see e-Voting page. Click on company
	name or e-Voting service provider name and you will be redirected to e-
	Voting service provider website for casting your vote during the remote
	e-Voting period.
Individual	You can also login using the login credentials of your demat account
Shareholders	through your Depository Participant registered with NSDL/CDSL for e-
(holding securities	Voting facility. After Successful login, you will be able to see e-Voting
in demat mode)	option. Once you click on e-Voting option, you will be redirected to
login through their	NSDL/CDSL Depository site after successful authentication, wherein you
Depository	can see e-Voting feature. Click on company name or e-Voting service
Participants (DP)	provider name and you will be redirected to e-Voting service provider
	website for casting your vote during the remote e-Voting period.

<u>Important note:</u> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL</u>

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than** individual holding in **Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.



- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders		
	holding shares in Demat.		
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department		
	(Applicable for both demat shareholders as well as physical shareholders)		
	• Shareholders who have not updated their PAN with the		
	Company/Depository Participant are requested to use the sequence number		
	sent by Company/RTA or contact Company/RTA.		
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as		
Bank	recorded in your demat account or in the company records in order to login.		
Details	• If both the details are not recorded with the depository or company, please		
OR	enter the member id / folio number in the Dividend Bank details field.		
Date of			
Birth			
(DOB)			

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SADBHAV INFRASTRUCTURE PROJECT LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "Resolutions" 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@sadbhavinfra.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Date: 15th March, 2023 By Order of the Board of Directors
Place: Ahmedabad **Sadbhav Infrastructure Project Limited**

Registered Office: "Sadbhav House",

Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006 CIN: L45202GJ2007PLC049808 Hardik Modi Company Secretary Membership No. F9193



Details of Directors Seeking Appointment/Reappointment (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing General Meeting which is mentioned below)

Name of Director	Mr. Shashin V Patel	Mr. Jatin Thakkar	Mr. Dwigesh Joshi
DIN	00048328		09733282
Date of Birth 02-04-1981		30-07-1988	02-10-1982
Age	Age 41 years		40 years
Date of Appointment	14-02-2023	15-03-2023	15-03-2023
Terms and conditions of Appointment	For the period of 3 years w.e.f. February 14, 2023 to February 13, 2026	For the period of 3 years w.e.f. March 15, 2023 to March 14, 2026	w.e.f. 15-03-2023
Disclosure of relationship between Directors inter-se	Not Applicable	Not Applicable	Not Applicable
Disclosure of relationship of Directors with Manager and KMP of the Company	None	None	None
Functional Expertise & Experience	Experience in managing Management Information System, Project bidding and execution	gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and	gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working
Education Qualification(s)	MBA	CA	MBA
Board Position Held	Executive Chairman and Whole time Director	Executive Director	Non-executive Director
Remuneration Last Drawn (if any)	NIL	NIL	NIL
No. of Board Meeting	09	03	01



Attended during the			
year	1 C. II.I	NIII	NIII
Names of listed entities	1. Sadbhav Engineering Limited	NIL	NIL
in which person holds	2. Sadbhav Infrastructure		
Directorship and the membership of the	Project Limited		
committees of the	1 Toject Ellinted		
Board			
Chairman /	1. Sadbhav Engineering	NIL	NIL
Directorship in other	Limited		
Companies	2. Rohtak-Hissar Tollway		
	Private Limited		
	3. Sadbhav Gadag		
	Highway Private		
	Limited		
	4. Sadbhav Nainital		
	Highway Limited		
	5. Sadbhav Bhavnagar		
	Highway Limited		
	6. Sadbhav Jodhpur Ring Road Private Limited		
	7. Sadbhav Una Highway		
	Limited		
	8. Sadbhav Vidarbha		
	Highway Limited		
	9. Sadbhav Finstock		
	Private Limited		
	10.Sadbhav Realty Private		
	Limited		
Chairman/Member of	1. Sadbhav Engineering	NIL	NIL
Committee in other	Limited		
Companies	Audit Committee-		
	Member		
	Stakeholders		
	Relationship		
	Committee- Member CSR Committee-		
	Chairman		
	Finance and		
	Investment Committee		
	- Chairman		
	Risk Management		
	Committee –		
	Chairman		
	2. Sadbhav Nainital		
	Highway Limited		



No. of Equity Shares	CSR Committee – Member 3. Sadbhav Una Highway Limited CSR Committee - Member 8,14,110	NIL	NIL
	Tollway Private Limited - Resigned w.e.f. 29.02.2020 4. Sadbhav Quarry Works Private Limited – Resigned w.e.f. 19.10.2021 5. Indinfravit Project Managers Private Limited – Resigned w.e.f. 12.12.2022	Highway Private Limited Resigned w.e.f. 29.08.2022 Rohtak Hissar Tollway Private Limited — Resigned w.e.f. 16.05.2022 Sadbhav Rudrapur Highway Limited — Resigned w.e.f. 24.11.2022 Sadbhav Gadag Highway Private Limited — Resigned w.e.f. 14.05.2022 Sadbhav Vidarbha Highway Limited — Resigned w.e.f. 14.05.2022	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements Justification for appointment of Independent Director	Entrepreneur, Infrastructure domain, Business Strategy and Corporate Management. Not Applicable		Corporate Finance, Credit Rating, Project Finance



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

Mr. Shashin V Patel (DIN: 00048328) was appointed as a Chairman and Non-Executive Director of the Company w.e.f. 18.01.2007. It is required to appoint and Change in designation of him from Non-Executive Director—Chairman to the Executive Chairman and Whole Time Director of the Company in the category of Key Managerial Personnel for a period of three (3) years w.e.f. 14th February, 2023 to 13th February, 2026, subject to the approval of the members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and dedication given by Mr. Shashin V Patel (DIN-00048328), the Board of Directors of the Company at its meeting held on 15th March, 2023, has appointed and Change in designation of him as an Executive Chairman and Whole Time Director of the Company.

Mr. Shashin V. Patel (DIN: 00048328) holds a Master's degree in Business Administration from K.S. School of Business Management, Gujarat University. He is associated with company since May 23, 2000. He is having a rich experience of more than 22 years and worked under the leadership of Late Shri. Vishnubhai Patel and he currently manages all of the affairs of our company and also drives all the strategic decisions. He is also in-charge of the Management Information System at Sadbhav. He is having an immense management skill of handling all the activities related to all three streams of the company i.e. Roads, Mining and Irrigation. Mr. Shashin V. Patel (DIN: 00048328) is not disqualified from being appointed as an Executive Chairman and Whole Time Director in terms of Section 164 of the Act and has given his consent to act as an Executive Chairman and Whole Time Director of the Company.

The terms and condition of his re-appointment are as under:

A	Period of Appointment	Three years (from 14 th February, 2023 up to 13 th February,
		2026)
В	Remuneration Details	
	Monthly Salary Up to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only)	
	Perquisites and Facilities	
	Commission	The appointee shall be entitled to receive commission on profit as may be determined by the Board for such appointee so that his overall salary including such commission is within the limits provided under the Companies Act, 2013 and rules framed thereunder.
	Medical Reimbursement	As per Company's Policy.
	Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Shashin V Patel,



	remuneration by way of Salary including all perquisites not
	exceeding the limits specified under Schedule V to the
	Companies Act, 2013 (including any statutory modifications
	or re-enactment(s) thereof, for the time being in force), or
	such other limits as may be prescribed by the Government
	from time to time.

Mr. Shashin V. Patel (DIN: 00048328) is interested in the resolution set out at Item No. 1 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2 & 3

Mr. Jatin Thakkar (DIN: 09312406) was appointed by the Board of Directors of the company as an Additional Executive Director of the company in the meeting of Board of Directors of the company held on 15th March, 2023. According to provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as an Additional Executive Director only up to date of this General Meeting. As required under Section 160 of the Act, Company has received a recommendation from Nomination and Remuneration Committee and a notice has been received from a member signifying its intention to propose appointment of Mr. Jatin Thakkar (DIN: 09312406) as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive), liable to retire by rotation. Mr. Jatin Thakkar (DIN: 09312406) is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director.

Mr. Jatin Thakkar is a Member of Institute of Chartered Accountants of India. He is a versatile, high-energy professional, successful in achieving business growth objectives within turnaround time & rapid changing external environment. He is having a rich experience of 14+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions. Moreover, he is already acting as CFO of the Company under the category of KMP. The terms and condition of his appointment are as under:

A	Period of Appointment	Three years (from 15 th March, 2023 up to 14 th March, 2026)	
В	Remuneration Details		
	Monthly Salary Up to Rs. 13,00,000/- (Rupees Thirteen Lakhs Only)		
	Perquisites and Facilities		
	Commission The appointee shall be entitled to receive commission on		
	profit as may be determined by the Board for such appointee		
		so that his overall salary including such commission is within	
		the limits provided under the Companies Act, 2013 and rules	



1 1	framed thereunder.
Medical Reimbursement	As per Company's Policy.
Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Jatin Thakkar, remuneration by way of Salary including all perquisites not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.

Mr. Jatin Thakkar (DIN: 09312406) is interested in the resolution set out at Item No. 2 & 3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except as a member of the Company, if any.

The Board recommends the Ordinary and Special resolution set out at Item No. 2 & 3 respectively of the Notice for approval by the members.

Item No. 4

Mr. Dwigesh Joshi (DIN: 09312406) was appointed by the Board of Directors of the Company as an Additional Non-Executive Director of the Company in the meeting of Board of Directors of the company held on 15th March, 2023. According to provisions of Section 161 of the Companies Act, 2013 ("Act"), he holds office as an Additional Non-Executive Director only up to date of this General Meeting. As required under Section 160 of the Act, Company has received recommendation from Nomination and Remuneration Committee of the Company and a notice has been received from a member signifying its intention to propose appointment of Mr. Dwigesh Joshi (DIN: 09733282) as a Non-Executive Director of the Company w.e.f. 15th March, 2023, liable to retire by rotation. Mr. Dwigesh Joshi (DIN: 09733282) is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company.

Mr. Dwigesh Joshi (DIN: 09733282) holds a Master's degree in Business Administration. He is having a rich experience of more than 15 years in Banking sector. He has worked as senior positions with various reputed banks of the Country. He is having an immense management skill of handling financial facilities. He is having a rich experience of 15+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.



Mr. Dwigesh Joshi (DIN: 09733282) is interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice, except as a member of the Company, if any.

The Board recommends the Ordinary resolution set out at Item No. 4 of the Notice for approval by the members.

Date: 15th March, 2023 By Order of the Board of Directors

Place: Ahmedabad Sadbhav Infrastructure Project Limited

Registered Office: "Sadbhav House",

Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006 CIN: L45202GJ2007PLC049808 Hardik Modi Company Secretary Membership No. F9193



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

I. General Information:

	merai imormation;				
Sr.	Nature of Industry	Infrastructure deve			
No.		primarily focusing	g on road	s, irrigati	on and mining
		operations.			
1.	Date or expected date of	The Company is	already in	existence	and it started its
	commencement of	activities since 2007	7.		
	commercial production				
2.	In case of new companies	N.A.			
	expected date of				
	commencement of				
	activities as per project				
	approved by financial				
	institutions appearing in the				
	prospectus.				
_					
3.	Financial Performance	Financial	Financial	Year (INR	in Millions)
	based on given indicators	Parameters			
		<u> </u>	2021-22	2020-21	2019-20
		Total Revenue	2344.45	2040.04	
		Net Profit/(Loss)	(1916.46)	218.93	3766.18
		Amount of Equity	3522.25	3522.25	3522.25
		Dividend Dividend	-	-	3322.23
		Bividena			
		Rate of Equity	_	_	_
		Dividend			
		Bividena			
4.	Foreign Investments or	• The Company	has no forei	gn collabo	orations as on 31st
	collaborations, if any.	March, 2022			
		Foreign Investment	ment in the	term of sh	nareholding in the
		Company of the following as on 31/03/2022			
		under:			
		Particular	No. of	Equity	% of share
			Shares	IJ	capital
		Foreign Portfoli		1969	0.30
		Investors	107	-2 02	3.20
		NRI	231	2644	0.66
		11111	231	_011	3.00



II. Information about the appointees:

	Particulars	Mr. Shashin V. Patel	Mr. Jatin Thakkar	
1.		Mr. Shashin V. Patel holds Master Degree in Business Administration. He is associated with Company since 2007. His scope of work includes overview of the day to day affairs of the Company.	Mr. Jatin Thakkar is a Member of Institute of Chartered Accountants of India. He is a versatile, highenergy professional, successful in achieving business growth objectives within turnaround time & rapid changing external environment.	
2.	Past Remuneration	NIL	NIL	
3. 4.	U	more than 22 years and worked	None He is having a rich experience of 14+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.	
5.	Remuneration Proposed	Up to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) p.m.	Up to Rs. 13,00,000/- (Rupees Thirteen Lakhs Only) p.m.	



6.	profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be	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	The prevalent levels of remuneration in infrastructure industry are higher. Taking intom consideration his involvement, responsibility and contribution being made by Mr. Jatin Thakkar, 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:

- 1. Reason for loss or inadequate profits: Main Reason for loss or inadequate profits is provisions for impairment of the contract assets.
- 2. Steps taken or proposed to be taken for improvement: The Company has taken following steps:
 - a) Building up of quality order book
 - b) consistent and continuous focus on technological improvements for new product development and increasing the efficiency;
 - c) concerted efforts on optimising and reduction in fixed costs and optimisation of net working capital;
 - d) reduction in debt and finance cost
- 3. Expected increase in productivity and profits in measurable terms: After reduction in debt and finance cost, the Company will have single point focus on ramping up the operations, execution of order book and achieving the business target.

Date: 15th March, 2023 By Order of the Board of Directors

Place: Ahmedabad Sadbhav Infrastructure Project Limited

Registered Office: "Sadbhav House",

Opp. Law Garden Police Chowki, Hardik Modi
Ellisbridge, Ahmedabad – 380006 Company Secretary
CIN: L45202GJ2007PLC049808 Membership No. F9193