

Ref: SIPL/2022-23/0037

8<sup>th</sup> September, 2022

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: Notice of 16<sup>th</sup> Annual General Meeting ("AGM") and Annual Report for Financial Year 2021-22 of Sadbhav Infrastructure Project Limited.**

This is to inform that the 16th Annual General Meeting ("AGM") of the Company will be held on Friday, 30th September, 2022 at 02:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 and 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

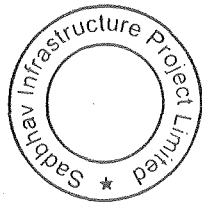
The Annual Report containing the Notice of AGM is also uploaded on the Company's website and can be accessed at [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in).

Kindly take the same on your record.

Thanking you,

**For Sadbhav Infrastructure Project Limited**

**Shashin V. Patel**  
Director  
DIN: 00048328



**Encl: As above**

**Sadbhav Infrastructure Project Limited**

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

T : +91 79 26463384 F : +91 79 26400210 E : [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in) Web: [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in) CIN: L45202GJ2007PLC049808

## Notice

**NOTICE** is hereby given that the 16th Annual General Meeting of SADBHAV INFRASTRUCTURE PROJECT LIMITED will be held on Friday, 30th day of September 2022 at 02.00 p.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

#### 1. To consider and adopt :

- (a) the audited Standalone financial statement of the Company for the financial year ended 31st March, 2022, 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 31st March, 2022 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Shashin V. Patel (DIN: 00048328), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

#### 3. 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. J. B. Mistri & Co., Cost Accountants in Practice having Firm Reg. No. 101067 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23 amounting to ₹ 25,000/- per annum plus applicable tax and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

#### 4. Approval of Loans, Investments, Guarantee Or Security Under Section 185 of Companies Act, 2013:

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 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of Rs. 3000 Crores only (Rupees Three Thousand Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company and also to delegate all or any of the above powers to the respective committee of the Company."

#### 5. Re-appointment of Mr. Vasistha C. Patel [DIN: 00048324] As Managing Director:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with provisions prescribed in Part - II, Section-II of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to the requisite approvals, if any required, consent of the members be and is hereby accorded to the re-appointment of Mr. Vasistha C. Patel (DIN: 00048324) as Managing Director of the Company for three years with effect from 1st January, 2023 up to 31st December, 2025, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Vasistha C. Patel.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Date: 9th August, 2022

Place: Ahmedabad

By Order of the Board of Directors  
**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

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, in continuation to the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. MCA vide its Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated 8th December, 2021, 21/2021 dated 14th December and General Circular No. 2/2022 dated 5th May, 2022 allow to Company for holding of Annual General Meetings through VC/OAVM till December 31, 2022. Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 and circular dated January 15, 2021, permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated June 3, 2022 (Vide Circular No. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079) (“SEBI Circulars”) till December 31, 2022. In terms of the said circulars, the 16th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 187 and available at the Company’s website <https://www.sadbhavinfra.co.in>
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800225533.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance to Secretarial Standards issued by the Institute of Company Secretaries of India which required to make certain additional disclosure in respect of the Directors seeking re-appointment/ appointment is annexed.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM alongwith Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in), and weblink of the same is <https://www.sadbhavinfra.co.in> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
9. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Book Closure - The Register of Members and Share Transfer Books of the Company will remain closed from, Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both day inclusive).
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Share Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this matter.

In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, it has been mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the shareholders holding shares in physical form. Accordingly, shareholders who are holding shares in physical mode are requested to kindly furnish self-attested copy of your PAN card and original cancelled Cheque leaf/Attested Bank Passbook showing the name of Account holder along with an application.

With effective from 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Therefore, all shareholders who are holding shares in physical mode are requested to kindly dematerialize the equity shares of the Company at the earliest.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website through weblink <https://www.sadbhavinfra.co.in> (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPS") in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held by them in physical form.

### 13. Unclaimed Dividends

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ('IEPF Rules'), the Company is also obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to the Demat Account of the IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

### 14. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 16th Annual General Meeting ('AGM') by electronic means and the business may be transacted through remote e-voting and the e-voting services provided by Central Depository Services (India) Ltd. (CDSL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.



The procedure and instructions for voting through electronic means are as follows:

#### SECTION A - E-VOTING PROCESS

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” module.
- (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.

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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 / communicated by mail indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Sadbhav Infrastructure Project 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 Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (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 same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use mobile app – “m-Voting” for e-voting. Shareholders may log in to m – Voting using their e voting credentials to vote for the Company resolution(s).

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

**15. Process for those shareholders whose email ids are not registered:**

- a) For members holding shares in Physical mode - please provide necessary details 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 [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in), on or before Thursday 15th September, 2022.
- b) 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 [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in), on or before Thursday 15th September, 2022.

**SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS**

- i. The facility for voting through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting earlier shall be able to exercise their right at the meeting through e-voting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.
- ii. The remote e-voting period commences on Tuesday, 27th September, 2022 (9:00 a.m. IST) and ends on, Thursday, 29th September, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 23rd September, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- iii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
- iv. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com).
- v. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (M. No.: FCS 2587; CP No: 2407) (Shaival Plaza, 4th Floor, Gujarat College Road, Ellisbridge, Ahmedabad: 380006) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vi. The Scrutinizer shall submit, within two working days from the conclusion of AGM through VC/OAVM, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- vii. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in) and weblink off the same is <https://www.sadbhavinfra.co.in> and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- viii. The resolutions shall be deemed to be passed on the date of the AGM through VC/OAVM, subject to receipt of requisite number of votes.
- ix. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- xi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### 16. The instructions for shareholders voting on the day of the AGM on e-voting system are as under

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### 17. Instructions for members for attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number/folio number, email id, mobile number at [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Relevancy of question & order of speakers at the meeting will be decided by the Chairman.
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Since the AGM will be held through VC/OAVM, the Attendance Slip, Proxy form & Route Map is not annexed in this Notice.

#### Details of Directors Seeking Re-Appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and in terms of the Secretarial Standards 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 Annual General Meeting which is mentioned below.:

Director	Mr. Shashin V. Patel	Mr. Vasistha C. Patel
Directors Identification Number (DIN)	00048328	00048324
Date of Birth	2nd April, 1981	25th July, 1973
Age	Approx. 41 years	Approx. 49 years
Date of first Appointment on the Board	18th January, 2007	1st April, 2008
Terms & Conditions for Re-appointment	Appointment without Remuneration	Appointment with Remuneration
Remuneration last drawn	Nil	Rs. 2,50,000/- per month

Designation	Non-executive and non-independent Director	Managing Director
Remuneration proposed to be paid	Nil	Upto Rs. 8,00,000/- per month
Disclosures of relationship between Directors inter-se	N.A	Brother-in-law of Mr. Shashin V. Patel and Son-in-law of Mrs. Shantaben V. Patel, Promoter Group of the Company.
Functional Expertise	More than 20 years, In field of Management Information System, Project bidding and execution	More than 24 years of experience in the construction industry.
Qualification	Master's degree in Business Administration	Civil Engineer
Brief Profile of Director	Mr. Shashin Patel 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. His scope of work includes overview of the affairs of our company and making strategic management decisions and suggestions. He is also in-charge of the Management Information System in our office. He is actively participating in bidding process and execution of various mining and irrigation projects.	Mr. Vasistha C. Patel holds Civil Engineer by profession. He is associated with the company since April 01, 2008. He is actively participating in bidding process and execution of various road projects. He is also in-charge of purchasing of construction materials. He has also track records for successfully completing the various projects in time.
Directorship in other Listed Companies	1. Sadbhav Engineering Limited	None
Chairman/ Member of Committee in other other Listed Companies	NIL*	NIL*
No. of Equity Shares held in the Company	814110 Equity Shares	440000 Equity Shares
*No. of Board Meeting attended during the year 2021-22	5 Meeting	3 Meeting
Names of companies along with listed entities in which person has resigned in the past three years.	1. Sadbhav Quarry Works Private Limited 2. Shreenathji-Udaipur Tollway Private Limited 3. Nagpur - Seoni Express Way Private Limited 4. Bhilwara-Rajsamand Tollway Private Limited	1. Sadbhav Engineering Limited 2. Maharashtra Border Check Post Network Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Entrepreneur, Infrastructure domain, Business Strategy and Corporate Management.	General Corporate Management of construction industry, administration and operations at the various project site.
*Only Audit Committee and the Stakeholders' Relationship Committee of Indian Public Limited Companies (excluding Sadbhav Infrastructure Project Limited) have been considered for committee position.		

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

#### Special business: Item No. 3

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. J. B. Mistri & Co, Cost Accountant in Practice (Firm Reg. No. 101067), to conduct the audit of the cost records maintained by the Company for the financial year 2022-23, at their meeting held on 9th August, 2022.

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 2022-23 as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.



#### **Item No. 4**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013 and requirements prescribed under the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for entering into any material related party transactions, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Hence, in order to enable the company to advance loan to associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. As per the provisions prescribed under the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 none of the related party shall vote on the above resolution mentioned at item no. 4 of this notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

All the Directors and their relatives except for the Independent Directors and their relatives are concerned or interested in the aforesaid resolution, financially or otherwise. However, none of the Key Managerial Personnel and their relatives is directly or indirectly interested in this resolution.

#### **Item No. 5**

The Board of Directors ('the Board') of your Company has, at its meeting held on 10th August, 2017, re-appointed Mr. Vasistha C. Patel (DIN: 0048324) as Managing Director of the Company with effect from 1st January, 2018 upto 31st December, 2022.

Board proposed to appoint Mr. Vasistha C. Patel as Managing Director of the Company w.e.f. 1st January, 2023 for three years (i.e. from 1st January, 2023 up to 31st December, 2025) upon terms and conditions including remuneration as permissible pursuant to the provision of Sections , 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The re-appointment is subject to the approval of the Members of the Company. Re- appointment of Mr. Vasistha C. Patel was in pursuance to the recommendation received by the Audit Committee and Nomination and Remuneration Committee (NRC).

Mr. Vasistha C Patel is a Civil Engineer by profession and having 24 years' experience in the Construction Industry. He is looking after day-to-day affairs and operations of the Company. As Managing Director, he exercises substantial powers of management over the Company, subject to the superintendence, control and directions by the Board of Directors. Under the leadership of Mr. Vasistha C Patel, the Company has achieved the sustained growth over the years.

Mr. Vasistha C. Patel satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Vasistha C. Patel is interested in the resolution set out at Item No. 5 of the Notice, which pertain to his respective appointment and remuneration payable to him.

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

The Board recommends the Special Resolution set out at **Item No. 5** of the Notice for approval by the shareholders.

**THE STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE ITEM NO. 5 ARE AS FOLLOW:**

**I. General Information:**

(1)	Nature of Industry:	Development, construction as well as operations & maintenance of Infrastructure projects and related consulting and advisory service.		
(2)	Date or expected date of commencement of commercial production:	07-02-2007		
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.		
(4)	Financial performance based on given indicators.	<b>Amount in Million</b>		
		Particulars	Current Year 2021-22	Previous Year 2020-21
		Total Income	2344.45	2040.04
		Expenditure other than Interest and Depreciation and Tax	1739.37	906.43
		Profit before Interest, Depreciation and Tax	605.08	1133.61
		Interest (net)	1427.87	1276.44
		Depreciation	0.54	0.24
		Profit before Tax and Exceptional Items	(823.33)	(143.07)
		Exceptional Items	(1444.21)	430.51
		Provision for Current Tax	77.52	82.37
		Provision for Deferred Tax	(428.60)	(13.86)
	Net Profit	(1916.46)	218.93	
(5)	Foreign Investments and Collaborations	The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.		

**II. Information about the Appointees:**

(1)	Background details	Mr. Vasistha C. Patel is a Civil Engineer by profession and having 24 years' experience in the Construction Industry. He is looking after day-to-day affairs and operations of the Company.
(2)	Past remuneration	Rs. 2,50,000/- Per Month
(3)	Recognition or awards	He has completed many projects within stipulate period of projects and received awards for the same.
(4)	Job profile and his suitability	Mr. Vasistha C Patel is a Civil Engineer by profession and having 24 years' experience in the Construction Industry. He is looking after day-to-day affairs and operations of the Company. As Managing Director, he exercises substantial powers of management over the Company, subject to the superintendence, control and directions by the Board of Directors. Under the leadership of Mr. Vasistha C Patel, the Company has achieved the sustained growth over the years.
(5)	Remuneration proposed	Upto Rs. 8,00,000/- Per Month
(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 proposed remuneration is same as previous remuneration
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Mr. Vasistha Patel and Mr. Shashin Patel are brother-in-laws. Except this, none of the other Directors are related to any other on the Board in terms of definition of 'relative' as per Companies Act, 2013.

**III. Other information :**

(1)	Reasons of loss or inadequate profits	There are various reasons which brought inadequacy of profit to pay Managerial Remuneration which can be outline as under: <b>a.</b> Cautions approach of Banks and low exposure in Infrastructure sector <b>b.</b> Increase in Finance Cost <b>c.</b> Longer working capital cycle <b>d.</b> Low construction margins <b>e.</b> Rising input costs of Cement, Steel and other construction material <b>f.</b> Delays in obtaining environmental clearances, land acquisition and rehabilitation
(2)	Steps taken or proposed to be taken for improvement	The Company has taken various steps to overcome the aforesaid issue. The Senior Management of the Company and Board of Directors are working very hard to bring liquidity into the Company, improve profit margin, reduce cost and increase profit as a whole.
(3)	Expected increase in productivity and profits in measurable terms	The construction industry growth is expected to improve over the next few years.

**IV. Disclosures:**

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2022.

Date: 9th August, 2022

Place: Ahmedabad

By Order of the Board of Directors  
**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