

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Saturday, the October 04, 2014 at 11.00 A.M., at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006 to transact the following business:

Special Business

1. QUALIFIED INSTITUTIONS PLACEMENT

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 Section 42, 62 and other applicable provisions of Companies Act, 2013 (the "**Companies Act**"), and the rules made thereunder, to the extent notified and in effect (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India ("**Gol**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), or any other competent authority to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "**Listing Agreements**"), the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board ("**FIPB**"), Gol, Registrar of Companies and other authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers including the powers conferred hereunder), the consent of the Company be and is hereby accorded to create, offer, issue and allot, in the course of domestic or international offering(s) in one or more foreign markets at such price, in one or more tranches, including but not limited to, through a private placement, including but not limited to a qualified institutions placement ("**QIP**") in terms of Chapter VIII of SEBI ICDR Regulations, such number of equity shares of face value of Re. 1 each of the Company (the "**Equity Shares**") or non convertible debentures with warrants, (hereinafter collectively referred to as "**Securities**") for an amount not exceeding Rs. 250 crores (Rupees Two Hundred Fifty Crores only) to any person including but not limited to qualified institutional buyers as defined under SEBI ICDR Regulations or other persons or entities as permitted by law, whether they are shareholders of the Company or not (collectively referred to as "**Investors**") at such time or times, at such price or prices determined in accordance with the pricing guidelines prescribed under Chapter VIII of the SEBI ICDR Regulations, in such manner and on such terms and conditions including but not limited to security, rate of interest, etc., considering the prevailing market conditions and other relevant factors wherever necessary, as the Board may determine in its absolute discretion at the time of issue of the Securities and where necessary in consultation with the book running lead manager(s) appointed and/or to be appointed by the Company in relation to the issuance of the Securities.

RESOLVED FURTHER THAT the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may

be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board, where required in consultation with the lead managers and/or other Advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the relevant date for determining the pricing of the Securities issued pursuant to QIP shall mean, the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decide to open the proposed issue.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects, including dividend.

RESOLVED FURTHER THAT the Equity Shares shall be listed on the stock exchanges, where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all such actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment of the aforesaid Securities and listing thereof with the stock exchanges, including without limitation, determination of the form, terms and timing of the issue(s)/offering(s), including the type of Security(ies) to be issued and allotted, the class of investors to whom the Securities are to be offered/issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, premium or discount amount on issue/exercise of warrants/redemption of Securities/rate of interest/period of redemption, finalization and approval of the preliminary as well as final offer documents, listings on one or more stock exchanges in India and/or abroad and fixing of record date or book closure, entering into or execution of all such agreements/arrangements/memoranda of understanding/documents, authorizing the Director(s) or any officer(s) of the Company to sign for and on behalf of the Company the offer document(s), agreement(s), arrangements(s), memoranda of understanding, application(s) authority letter(s) or any other documents, affidavits, undertakings, certificates and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to resolve and settle all questions and difficulties that may arise from time to time in relation to the proposed issue, offer and allotment of any of the aforesaid Securities, utilisations of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint book running lead manager(s), merchant banker(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all agencies or intermediaries as are or may be required to be appointed for the Issue and to fix their remuneration and execute all such agreements, documents etc. with such agencies or intermediaries.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by these resolutions, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto.

RESOLVED FURTHER THAT the Board be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such agreement, documents or instruments and writings, with power to settle all questions, difficulties or doubts that may arise as it may in its sole discretion deem fit and to delegate all or any its powers herein conferred to any directors and / or officers of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT Mr. Vishnubhai M. Patel-Managing Director and Mr. Vijay Kalyani-Company Secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies."

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

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

Sd/-

**(Vijay Kalyani)
Company Secretary**

Place: Ahmedabad

Date: September 09, 2014

NOTES

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office not less than 48 hours prior to the Commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2 Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
- 3 The explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to special business is annexed.
- 4 Members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.
- 5 Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.
- 6 In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

Instructions for Members for voting electronically are as under :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Sadbhav Engineering Limited" from the drop down menu and click on "SUBMIT.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vii) Now, fill up the following details in the appropriate boxes:
- (viii)

PAN	<p>Enter your PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Shrikant Dave and Folio No. is 1 then enter SH00000001 in the PAN field
DOB OR Dividend Bank Details	<p>Enter your Date of Birth in dd/mm/yyyy format.</p> <p>OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. September 05, 2014 in the Bank Account Number field.</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- (xi) 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.
- (xii) Click on the EVSN for Sadbhav Engineering Limited.
- (xiii) 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.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xix) Notes for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- I. The e-voting period commences on September 28, 2014 @9.00 a.m. and ends on September 30, 2014 @ 6.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 05, 2014, 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 shall not be allowed to change it subsequently.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 05, 2014.
- III. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhaveng.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the Extraordinary General Meeting of the Company held on October 04, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

SPECIAL BUSINESS NO. 1

Your Company is engaged in the business of infrastructure development like roads & highways, bridges, irrigation and mining operations. Your Company intends to issue Securities for, augmenting long term finance for funding growth and capital expenditure, pre-payment/repayment of debt, funding of subsidiaries, associates, joint ventures, working capital requirements and general corporate purposes.

Accordingly, the Board of Directors of the Company at its meeting held on September 09, 2014 has proposed to issue Securities to qualified institutional buyers by way of Qualified Institutions Placement ("**QIP**") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**") for cash at such price, to be decided later, for aggregating upto Rs. 250 crores (Rupees Two Hundred Fifty Crores only).

The QIP may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations and other applicable guidelines, notifications, rules and regulations. The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the SEBI ICDR Regulations. "Relevant date" for determining the pricing of the Securities issued pursuant to QIP means the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decide to open the proposed issue.

Under the proposed Special Resolution, consent of the shareholders is sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013, Chapter VIII of SEBI ICDR Regulations and in terms of the provisions of the Listing Agreements executed by the Company with Stock Exchanges in India where Equity Shares of your Company are listed.

Since the Special Resolutions proposed may result in issue of equity shares of the Company otherwise than to the members of the Company consent of the Shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreements.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Board of Directors of your Company recommends passing of the said resolution as set out at item No. 1 of the notice.

No Director or Key Managerial Person or their relatives are in any way interested or concerned in the proposed Resolution.

The Board of Directors believes that such an issue of Securities of the Company is in the interest of your Company and therefore recommends the resolution for your approval.

Registered Office:

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

Place: Ahmedabad

Date: September 09, 2014

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

Sd/-

**(Vijay Kalyani)
Company Secretary**



SADBHAV ENGINEERING LIMITED

L45400GJ1988PLC011322

Registered Office: 'Sadbhav House' Opp. Law Garden Police Chowki Ellisbridge, Ahmedabad-380006, Gujarat
T:91 79 26463384 F:91 79 26400210 E-mail:sel@sadbhav.co.in Web:www.sadbhaveng.com

PROXY FORM

Name of the Member (s):			
Registered Address:			
E-mail ID:			
Folio No./Client ID:		DP ID:	

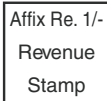
I/We, being the member(s) of _____ shares of the **Sadbhav Engineering Ltd.**, hereby appoint;

- 1) _____ of _____ having e-mail id _____ or failing him / her
- 2) _____ of _____ having e-mail id _____ or failing him / her
- 3) _____ of _____ having e-mail id _____ or failing him / her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting of the Company**, to be held on the Saturday, October 04, 2014 at Lions Hall, Mithakhali Six Roads, Ellisbridge, Ahmedabad- 380006, Gujarat at 11.00 A.M. and at any adjournment thereof in respect of such resolution as are indicated below:

1. Qualified Institutions Placement

Signed this ____ day of _____ 2014



Signature

Signature of shareholder

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the Company carrying rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all The jointholders should be stated.



SADBHAV ENGINEERING LIMITED

L45400GJ1988PLC011322

Registered Office: 'Sadbhav House' Opp. Law Garden Police Chowki Ellisbridge, Ahmedabad-380006, Gujarat
T:91 79 26463384 F:91 79 26400210 E-mail:sel@sadbhav.co.in Web:www.sadbhaveng.com

ATTENDANCE SLIP

DP ID	
Client ID	

FOLIO NO	
NO OF SHARES	

Name and address of the Shareholder/Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the **Extraordinary General Meeting of the Company** held on Saturday, October 04, 2014 at Lions Hall, Mithakhali Six Roads, Ellisbridge, Ahmedabad- 380006 at 11.00 A.M.

Member's / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

BOOK-POST

To,

If undelivered, please return to
SADBHAV ENGINEERING LIMITED

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