

**Ravi Kapoor  
&  
Associates**

4<sup>th</sup> Floor,  
"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
© 26420336/7/9 (R) 26568212  
Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries  
& Trade Mark Agent**

## SCRUTINIZER'S REPORT

To,  
The Chairman  
**SADBHAV INFRASTRUCTURE PROJECT LIMITED**  
'Sadbhav House',  
Opp. Law Garden Police Chowki,  
Ellisbridge,  
Ahmedabad-380 006

Dear Sir,

**Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 10<sup>th</sup> Annual General Meeting of M/s. Sadbhav Infrastructure Project Limited held on Wednesday, the 28<sup>th</sup> day of September, 2016 at 11.00 a.m. at Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006, Gujarat.**

I, Ravi Kapoor, Company Secretary in practice, have been appointed by the Board of Directors of M/s. Sadbhav Infrastructure Project Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 10<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 28<sup>th</sup> day of September, 2016 at 11.00 a.m. at Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006, Gujarat.

The Notice dated 31<sup>st</sup> August, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 10<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.



A handwritten signature in black ink that reads "Ravi Kapoor".

Further to the above, I submit my report as under:-

**E-Voting:**

- (i) The e-voting period remained open from Sunday, 25<sup>th</sup> September, 2016 (09.00 a.m.) to Tuesday, 27<sup>th</sup> September, 2016 (05.00 p.m.)
- (ii) The members of the Company as on the "cut-off" date i.e. 21<sup>st</sup> September, 2016 were entitled to vote on the resolutions (items no. 1 to 8 as set out in the notice of the 10<sup>th</sup> Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

**Poll:**

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.



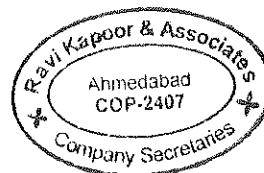
*Ravi Kapoor*

**Item No. 1- Ordinary Resolution****Adoption of Annual Accounts of Company including consolidated accounts as on 31<sup>st</sup> March, 2016.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	24	31396755	100	Nil	Nil	Nil
<b>Total</b>	<b>290979980</b>	<b>69</b>	<b>290979980</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 2- Ordinary Resolution****Appointment of Mr. Vishnubhai M. Patel (DIN: 00048287), Director of the Company retires by rotation.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	23	31396745	100	1	10	0.00
<b>Total</b>	<b>290979980</b>	<b>68</b>	<b>290979970</b>	<b>100</b>	<b>1</b>	<b>10</b>	<b>0.00</b>



A handwritten signature in cursive script that reads "Ravi Kapoor".

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**Item No. 3- Ordinary Resolution**

**Re-Appointment of M/s. Manubhai & Shah LLP and M/s. S R B C & CO LLP, Chartered Accountants as Auditors of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	24	31396755	100	Nil	Nil	Nil
<b>Total</b>	<b>290979980</b>	<b>69</b>	<b>290979980</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 4- Ordinary Resolution**

**Ratification of Remuneration to Cost Auditor of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	23	31396745	100	1	10	0.00
<b>Total</b>	<b>290979980</b>	<b>68</b>	<b>290979970</b>	<b>100</b>	<b>1</b>	<b>10</b>	<b>0.00</b>



*Ravi Kapoor*

**\*Item No. 5- Ordinary Resolution**

To ratify the related party transaction of the Company under Section 188 of the Companies Act, 2013.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	256180741	38	256180741	100	Nil	Nil	Nil
Poll at the AGM	31396755	24	31396755	100	Nil	Nil	Nil
<b>Total</b>	<b>287577496</b>	<b>62</b>	<b>287577496</b>	<b>100</b>	Nil	Nil	Nil

\*For this resolution 7 shareholders holding 340484 equity shares abstained from voting.

**Item No. 6- Special Resolution**

Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	23	31396745	100	1	10	0.00
<b>Total</b>	<b>290979980</b>	<b>68</b>	<b>290979970</b>	<b>100</b>	1	10	0.00



A handwritten signature in black ink, appearing to read "Ravi Kapoor".

**Item No. 7- Special Resolution****Increasing borrowing limit of the Company not exceeding Rs. 2000 Crores under Section 180(1)(c) of the Companies Act, 2013.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	24	31396755	100	Nil	Nil	Nil
<b>Total</b>	<b>290979980</b>	<b>69</b>	<b>290979980</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 8- Special Resolution****Creation of Charge on the Companies properties under Section 180 (1) (a) of the Companies Act, 2013.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	259583225	45	259583225	100	Nil	Nil	Nil
Poll at the AGM	31396755	23	31396745	100	1	10	0.00
<b>Total</b>	<b>290979980</b>	<b>68</b>	<b>290979970</b>	<b>100</b>	<b>1</b>	<b>10</b>	<b>0.00</b>



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All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Company Secretary of the Company.

Thanking you  
Yours faithfully,



Scrutinizer

Name: Ravi Kapoor

Practicing Company Secretary

FCS: 2587; COP: 2407

Date: 29/09/2016

Place: Ahmedabad



Counter signed by  
For SADBHAV INFRASTRUCTURE PROJECT LTD.



Chairman of the meeting  
Mr. Vasishta C. Patel

Date: 29/09/2016