

**Form No. MGT-13  
Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

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

The 10<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sadbhav Infrastructure Project Limited (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.

Dear Sir,

I, Ravi Kapoor, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 10<sup>th</sup> Annual General Meeting of the Equity Shareholders of 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, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The result of the poll is as under:



*Ravi Kapoor*

**Item No. 1 - Ordinary Resolution**

**Adoption of Annual Accounts of Company including consolidated accounts as on 31<sup>st</sup> March, 2016.**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	31396755	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

**Item No. 2 - Ordinary Resolution**

**Re-appointment of Mr. Vishnubhai M. Patel (DIN: 00048287), who retires by rotation.**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
23	31396745	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	10	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

### Item No. 3 - Ordinary Resolution

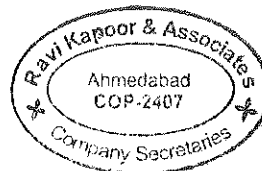
**Re-Appointment of M/s. Manubhai & Shah LLP and M/s. S R B C & CO LLP, Chartered Accountants as Auditors of the Company.**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	31396755	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil



*Ravi Kapoor*

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

**Item No. 4 - Ordinary Resolution**

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

(i) Voted in favour of resolution:

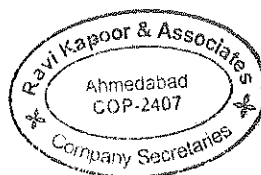
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
23	31396745	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	10	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil



*Ravi Kapoor*

**Item No. 5- Ordinary Resolution**

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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	31396755	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

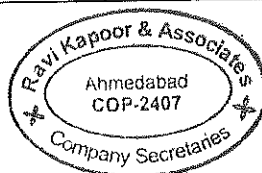
Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

**Item No. 6- Special Resolution**

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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
23	31396745	100



*Ravi Kapoor*

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	10	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

**Item No. 7- Special Resolution**

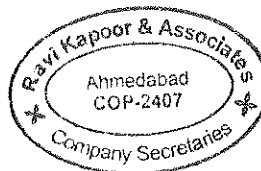
**Increasing borrowing limit of the Company not exceeding Rs. 2000 Crores under Section 180(1)(c) of the Companies Act, 2013.**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	31396755	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil



*Ravi Kapoor*

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

**Item No. 8 - Special Resolution**

**Creation of Charge on the Companies properties under Section 180 (1) (a) of the Companies Act, 2013.**

(i) Voted in favour of resolution:

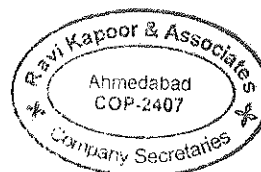
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
23	31396745	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	10	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil



*Ravi Kapoor*

**Ravi Kapoor  
&  
Associates**  
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E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries  
& Trade Mark Agent**

4. A list of Equity Shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you  
Yours Faithfully,

*Ravi Kapoor*  
Scrutinizer

Name: Ravi Kapoor  
Practicing Company Secretary  
FCS: 2587; CP: 2407

Place: Ahmedabad  
Date: 29/09/2016

