

**FORM NO. CAA. 2****[Pursuant to Section 230(3) and rule 6 and 7]  
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH  
CA (CAA) NO. 77/NCLT/AHM/2020**

In the matter of the Companies Act, 2013;  
AND

In the matter of sections 230 To 232 read with section 66 and  
other applicable provisions of the Companies Act, 2013;  
AND

In the matter of Scheme of Amalgamation of Sadbhav  
Infrastructure Project Limited with Sadbhav Engineering  
Limited and their respective Shareholders and Creditors

**Sadbhav Infrastructure Project Limited**

CIN: No: L45202GJ2007PLC049808, a Company  
incorporated under the Company Act, 1956, and  
having its Registered office at "Sadbhav House",  
Opp. Law Garden Police Chowki, Ellisbridge,  
Ahmedabad-380006, Gujarat

.... Applicant Transferor Company

**Notice and Advertisement of notice of the meetings of Equity Shareholders,  
Secured and Unsecured Creditors of Sadbhav Infrastructure Project Limited  
(Applicant Transferor Company)**

Notice is hereby given that by an order dated 1<sup>st</sup> December 2020, the Ahmedabad Bench of National Company Law Tribunal ("NCLT") has directed to hold the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (collectively 'Stakeholders') of Sadbhav Infrastructure Project Limited for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors.

In pursuance of the said order and as directed to hold the meetings through video conferencing (VC)/ other audio visual means (OAVM) notice is hereby given that the meeting of Stakeholders of Applicant Transferor Company will be held as per details mentioned below for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of Amalgamation without physical presence of the members at a common venue.

No.	Type of meetings	Date of meetings	Time	Place of Meetings
1	Equity Shareholders	Friday, 29 <sup>th</sup> January, 2021	11.30 a.m.	Through video conferencing (VC)/ other audio visual means (OAVM)
2	Secured Creditors		12.30 p.m.	
3	Unsecured Creditors		01.30 p.m.	

This above meetings would be held in compliance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020, and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India ("SEBI").

Copies of the said Scheme of Amalgamation, and the Explanatory Statement under section 230 read with Section 232 and applicable Rules of the Companies Act, 2013 can also be obtained free of charge at the Corporate Office of the Applicant Transferor Company situated at "Sadbhav", Near Havmor Restaurant, B/H. Navrangpura Bus Stand, Navrangpura, Ahmedabad -380 009 after 29<sup>th</sup> December, 2020 between 11:30 A.M. to 3:00 P.M. on all working days from Mr. Hardik Modi, Company Secretary and Compliance officer of the Applicant Transferor Company, or at the office of advocate viz Thakkar and Pahwa, Advocates, 71, New York Tower-A, Opp. Muktidham Derasar, Thaltej, Ahmedabad-380054.

In accordance with the relevant circulars, Notice of the meeting along with the Scheme of Amalgamation and explanatory statement is being sent by electronic mode to those Stakeholders whose e-mail addresses are registered with the Applicant Transferor Company/Depositories and physical copy will be sent to those Secured & Unsecured Creditors at their last available address with the Company who have not registered their email ID with the Company. Notice of respective meetings and Scheme of Amalgamation along with explanatory statement will also be available on the Applicant Transferor Company's website - [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in) and will also be available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com) after 29<sup>th</sup> December, 2020. Stakeholders can attend and participate in the meeting through the VC/OAVM facility only.

The Applicant Transferor Company is providing remote e-voting facility to all registered Stakeholders as on cut-off date i.e. 11<sup>th</sup> December, 2020 to approve with or without modification the Scheme of Amalgamation with Sadbhav Engineering Limited from 26<sup>th</sup> January, 2021 to 28<sup>th</sup> January, 2021. Additionally, the Applicant Transferor Company would be providing the facility of voting through e-voting system during the meeting, as per schedule mentioned hereinabove.

The instructions for joining the meeting will be provided in the Notice of the meetings.

Stakeholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum as per order dated 1<sup>st</sup> December 2020 of the Ahmedabad Bench of NCLT.

The Stakeholders as on cut-off date i.e. 11<sup>th</sup> December, 2020 who have not registered their e-mail addresses with the Applicant Transferor Company /Depository, are requested to follow the below given instructions to register e-mail address for obtaining notice and login details for e-voting -

- For members holding shares in physical mode as on cut-off date i.e. 11<sup>th</sup> December, 2020 - please provide necessary details like Folio No., name of shareholder by email latest by 19<sup>th</sup> December, 2020 to company email id i.e. [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in).
- Members holding shares in Demat mode as on cut-off date i.e. 11<sup>th</sup> December, 2020 can get their E-mail ID registered by contacting their respective Depository Participant by sending email to latest by 19<sup>th</sup> December, 2020 to company email id i.e. [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in) and RTA email id i.e. [nilesh.dalwadi@linkintime.co.in](mailto:nilesh.dalwadi@linkintime.co.in).
- Secured and Unsecured Creditors of the Company as on cut-off date i.e. 11<sup>th</sup> December, 2020 can get their E-mail Id registered by sending e-mail along with their PAN card and GST Certificate wherever applicable latest by 19<sup>th</sup> December, 2020 to company email id i.e. [investor@sadbhavinfra.co.in](mailto:investor@sadbhavinfra.co.in).

The Notice will be sent to the Stakeholders as on cut-off date in accordance with the applicable laws on their registered e-mail addresses in due course.

The Tribunal has appointed Shri Sandip Patel (Chartered Accountant-Independent Director) and in his absence Shri Shashin Patel as the Chairperson of the said meetings and Mr. Ashish Shah (Membership No. FCS-5974), Practicing Company Secretary as Scrutinizer of the said meetings. The above mentioned Scheme of Amalgamation, if approved by the Stakeholders, will be subject to the subsequent approval of the Tribunal.

Sd/-

Mr. Sandip Patel

Dated this 14<sup>th</sup> day of December, 2020.

Chairperson appointed for the Meetings

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AND

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visions of the Companies Act, 2013;  
AND

Scheme of Amalgamation of Sadbhav  
Infrastructure Project Limited with Sadbhav Engineering  
Limited and their respective Shareholders and Creditors

**Sadbhav Engineering Limited**

CIN: No: L45202GJ2007PLC049808, a Company  
incorporated under the Company Act, 1956, and  
having its Registered office at "Sadbhav House",  
Opp. Law Garden Police Chowki, Ellisbridge,  
Ahmedabad-380006, Gujarat

.... Applicant Transferee Company

**Notice and Advertisement of notice of the meetings of Equity Shareholders,  
Secured and Unsecured Creditors of Sadbhav Engineering Limited  
(Applicant Transferee Company)**

Notice is hereby given that by an order dated 1<sup>st</sup> December 2020, the Ahmedabad Bench of National Company Law Tribunal ("NCLT") has directed to hold the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (collectively 'Stakeholders') of Sadbhav Engineering Limited for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Amalgamation of Sadbhav Engineering Limited with Sadbhav Infrastructure Project Limited and their respective shareholders and creditors.

In pursuance of the said order and as directed to hold the meetings through video conferencing (VC)/ other audio visual means (OAVM) notice is hereby given that the meeting of Stakeholders of Applicant Transferee Company will be held as per details mentioned below for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of Amalgamation without physical presence of the members at a common venue.

Time	Place of Meetings
11.00 a.m.	Through video conferencing (VC)/ other audio visual means (OAVM)
12.00 noon	
01.00 p.m.	

This above meetings would be held in compliance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020, and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India ("SEBI").

Copies of the said Scheme of Amalgamation, and the Explanatory Statement under section 230 read with Section 232 and applicable Rules of the Companies Act, 2013 can also be obtained free of charge at the Corporate Office of the Applicant Transferee Company situated at "Sadbhav", Near Havmor Restaurant, B/H. Navrangpura Bus Stand, Navrangpura, Ahmedabad -380 009 after 29<sup>th</sup> December, 2020 between 11:30 A.M. to 3:00 P.M. on all working days from Mr. Hardik Modi, Company Secretary and Compliance officer of the Applicant Transferee Company, or at the office of advocate viz Thakkar and Pahwa, Advocates, 71, New York Tower-A, Opp. Muktidham Derasar, Thaltej, Ahmedabad-380054.

In accordance with the relevant circulars, Notice of the meeting along with the Scheme of Amalgamation and explanatory statement is being sent by electronic mode to those Stakeholders whose e-mail addresses are registered with the Applicant Transferee Company/Depositories and physical copy will be sent to those Secured & Unsecured Creditors at their last available address with the Company who have not registered their email ID with the Company. Notice of respective meetings and Scheme of Amalgamation along with explanatory statement will also be available on the Applicant Transferee Company's website - [www.sadbhavinfra.co.in](http://www.sadbhavinfra.co.in) and will also be available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com) after 29<sup>th</sup> December, 2020. Stakeholders can attend and participate in the meeting through the VC/OAVM facility only.

The Applicant Transferee Company is providing remote e-voting facility to all registered Stakeholders as on cut-off date i.e. 11<sup>th</sup> December, 2020 to approve with or without modification the Scheme of Amalgamation with Sadbhav Infrastructure Project Limited from 26<sup>th</sup> January, 2021 to 28<sup>th</sup> January, 2021. Additionally, the Applicant Transferee Company would be providing the facility of voting through e-voting system during the meeting, as per schedule mentioned hereinabove.

The instructions for joining the meeting will be provided in the Notice of the meetings.

Stakeholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum as per order dated 1<sup>st</sup> December 2020 of the Ahmedabad Bench of NCLT.

The Stakeholders as on cut-off date i.e. 11<sup>th</sup> December, 2020 who have not registered their e-mail addresses with the Applicant Transferee Company /Depository, are requested to follow the below given instructions to register e-mail address for obtaining notice and login details for e-voting -

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- Members holding shares in Demat mode as on cut-off date i.e. 11<sup>th</sup> December, 2020 can get their E-mail ID registered by contacting their respective Depository Participant by sending email to latest by 19<sup>th</sup> December, 2020 to company email id i.e. [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in) and RTA email id i.e. [nilesh.dalwadi@linkintime.co.in](mailto:nilesh.dalwadi@linkintime.co.in).
- Secured and Unsecured Creditors of the Company as on cut-off date i.e. 11<sup>th</sup> December, 2020 can get their E-mail Id registered by sending e-mail along with their PAN card and GST Certificate wherever applicable latest by 19<sup>th</sup> December, 2020 to company email id i.e. [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in).

The Notice will be sent to the Stakeholders as on cut-off date in accordance with the applicable laws on their registered e-mail addresses in due course.

The Tribunal has appointed Shri Sandip Patel (Chartered Accountant-Independent Director) and in his absence Shri Shashin Patel as the Chairperson of the said meetings and Mr. Ashish Shah (Membership No. FCS-5974), Practicing Company Secretary as Scrutinizer of the said meetings. The above mentioned Scheme of Amalgamation, if approved by the Stakeholders, will be subject to the subsequent approval of the Tribunal.

Sd/-

Mr. Sandip Patel

Chairperson appointed for the Meetings

