

General information about company

Scrip code	539346
NSE Symbol	SADBHIN
MSEI Symbol	NOTLISTED
ISIN	INE764L01010
Name of the entity	Sadbhav Infrastructure Project Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson		Yes																					
Whether Chairperson is related to MD or CEO		No																					
		Disqualification of Directors under section 164 of the Companies Act, 2013																					
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Nr
SHASHIN VISHNUBHAI PATEL	AFRPP6274P	00048328	Executive Director	Chairperson		02-04-1981	No				Active	NA		18-01-2007				2	0	4	0		
SANDIP VINODKUMAR PATEL	AGAPP1887E	00449028	Non-Executive - Independent Director	Not Applicable		02-08-1977	No				Active	NA		05-09-2014	05-09-2019		102.26	2	2	1	3		
ARUNBHAI SHANKERLAL PATEL	ABDPP5247N	06365699	Non-Executive - Independent Director	Not Applicable		15-07-1946	No				Active	Yes	25-09-2019	22-10-2014	22-10-2019		101.09	2	2	2	2		
DAKSHA NIRANJAN SHAH	ADAPS6942E	00376899	Non-Executive - Independent Director	Not Applicable		08-05-1945	No				Active	Yes	25-09-2019	24-03-2015	24-03-2020		96.07	2	2	2	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
JATIN THAKKAR	AGNPT7651H	09312406	Executive Director	Not Applicable		30-07-1988	No				Active	NA		15-03-2023				2	0	0	0		
DWIGESH B JOSHI	AGDPJ7013R	09733282	Non-Executive - Non Independent Director	Not Applicable		02-10-1982	No				Active	NA		15-03-2023				2	0	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00449028	SANDIP VINODKUMAR PATEL	Non-Executive - Independent Director	Chairperson	22-10-2014		
2	06365699	ARUNBHAI SHANKERLAL PATEL	Non-Executive - Independent Director	Member	22-10-2014		
3	00048328	SHASHIN VISHNUBHAI PATEL	Executive Director	Member	21-11-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06365699	ARUNBHAI SHANKERLAL PATEL	Non-Executive - Independent Director	Chairperson	06-07-2020		
2	00449028	SANDIP VINODKUMAR PATEL	Non-Executive - Independent Director	Member	12-02-2020		
3	00376899	DAKSHA NIRANJAN SHAH	Non-Executive - Independent Director	Member	14-02-2023		
4	00048328	SHASHIN VISHNUBHAI PATEL	Executive Director	Member	03-03-2017	14-02-2023	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06365699	ARUNBHAI SHANKERLAL PATEL	Non-Executive - Independent Director	Chairperson	06-07-2020		Textual Information(1)
2	00048328	SHASHIN VISHNUBHAI PATEL	Executive Director	Member	21-11-2022		Textual Information(2)
3	00376899	DAKSHA NIRANJAN SHAH	Non-Executive - Independent Director	Member	21-11-2022		
4	00449028	SANDIP VINODKUMAR PATEL	Non-Executive - Independent Director	Member	12-02-2020		

Sr Text Block

Textual Information(1)	Mr. Arun Patel has been recategorized as a Chairman of the Committee w.e.f. 14.02.2023
Textual Information(2)	Mr. Shashin Patel has been recategorized as a Member of the Committee w.e.f. 14.02.2023

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00376899	DAKSHA NIRANJAN SHAH	Non-Executive - Independent Director	Chairperson	21-11-2022		
2	00048328	SHASHIN VISHNUBHAI PATEL	Executive Director	Member	21-11-2022		
3	00449028	SANDIP VINODKUMAR PATEL	Non-Executive - Independent Director	Member	22-10-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048328	SHASHIN VISHNUBHAI PATEL	Executive Director	Chairperson	21-11-2022		
2	00376899	DAKSHA NIRANJAN SHAH	Non-Executive - Independent Director	Member	21-11-2022		
3	00449028	SANDIP VINODKUMAR PATEL	Non-Executive - Independent Director	Member	22-10-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	15-10-2022				Yes	6	6	3
2	12-11-2022		27		Yes	6	6	3
3	21-11-2022		8		Yes	4	4	3
4	17-12-2022		25		Yes	4	4	3
5		14-02-2023	58		Yes	4	4	3
6		15-03-2023	28		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	15-10-2022				Yes	3	3	2	0
2	Audit Committee	12-11-2022	27			Yes	3	3	2	0
3	Audit Committee	14-02-2023	93			Yes	3	3	2	0
4	Nomination and remuneration committee	12-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	21-11-2022	8			Yes	3	3	2	0
6	Nomination and remuneration committee	17-12-2022	25			Yes	3	3	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	14-02-2023	58			Yes	3	3	3	0
8	Nomination and remuneration committee	15-03-2023	28			Yes	3	3	3	0
9	Stakeholders Relationship Committee	12-11-2022				Yes	4	4	2	0
10	Stakeholders Relationship Committee	14-02-2023	93			Yes	4	4	3	0
11	Risk Management Committee	16-01-2023				Yes	3	3	2	0
12	Corporate Social Responsibility Committee	14-02-2023	28			Yes	3	3	3	0
13	Other Committee	14-02-2023		Independent Director Committee		Yes	3	3	3	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SHASHIN VISHNUBHAI PATEL
2	Designation	Director

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.sadbhavinfra.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.sadbhavinfra.co.in
3	Composition of various committees of board of directors	Yes		www.sadbhavinfra.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.sadbhavinfra.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.sadbhavinfra.co.in
6	Criteria of making payments to non-executive directors	Yes		www.sadbhavinfra.co.in
7	Policy on dealing with related party transactions	Yes		www.sadbhavinfra.co.in
8	Policy for determining ‘material’ subsidiaries	Yes		www.sadbhavinfra.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.sadbhavinfra.co.in

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.sadbhavinfra.co.in
11	email address for grievance redressal and other relevant details	Yes		www.sadbhavinfra.co.in
12	Financial results	Yes		www.sadbhavinfra.co.in
13	Shareholding pattern	Yes		www.sadbhavinfra.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.sadbhavinfra.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.sadbhavinfra.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.sadbhavinfra.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.sadbhavinfra.co.in
21	Materiality Policy as per Regulation 30	Yes		www.sadbhavinfra.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.sadbhavinfra.co.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.sadbhavinfra.co.in

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	SHASHIN VISHNUBHAI PATEL
2	Designation	Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	SHASHIN VISHNUBHAI PATEL
2	Designation	Director

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

As we have consolidated the accounts of our subsidiaries and joint venture companies in our consolidated annual accounts.

Signatory Details	
Name of signatory	SHASHIN VISHNUBHAI PATEL
Designation of person	Director
Place	AHMEDABAD
Date	21-04-2023

