

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of highest level of transparency, integrity, equity, openness, fairness and accountability in all faces of its functioning and its interactions with stakeholders. To create a culture of corporate governance, the company has adopted practices such as constitution of various Board Committees for effective internal control system, adequate and timely compliance, fair representation of professionally qualified, non-executive and independent directors on the Board, disclosure of material information, effective management control, etc. The company is committed to achieve good corporate governance for betterment of sustainable growth and enhancement of stakeholders' value. So far as compliance with the requirement of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is concerned, Company has complied with all the mandatory norms and disclosures that have to be made on Corporate Governance front.

2. BOARD OF DIRECTORS

A. Composition of Board:

In compliance with the code of Corporate Governance, the composition of Board of Directors comprised of both Executive and Non-Executive Directors including Independent Directors. As on March 31, 2018, the Board comprised of eight directors which include one Executive Director and seven Non-Executive Directors including five Independent Directors (including one woman Director). Non-Executive and Independent Directors have expert knowledge in the fields of finance, taxation, accounts, audit, legal and industry. Thus the Board represents a balanced mix of professionals, who bring the benefits of their knowledge and expertise to the Company and which enable them to effectively contribute to the Company in their capacity as Directors. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being Independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors are related to each other.

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations), across all the Companies in which he/ she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

None of the Directors hold office in more than 20 Companies and in more than 10 public Companies as prescribed under Section 165(1) of the Act. All Directors are also in compliance of the limit on Independent Directorships of listed Companies as prescribed in Regulation 25(1) of the Listing Regulations, and do not serve as an Independent Director in more than seven listed Companies. The Managing Director does not serve as Independent Director in any listed Company.

The composition of Board of Directors as on 31st March, 2018 is as under.

Name	Designation	Category	No. of Equity Shares held	No. of Directorship held in other Public Limited Companies	No. of Committee Membership in other companies [#]	No. of Committee Chairmanship in other companies [#]
Mr. Vasistha C. Patel (DIN: 00048324)	Managing Director	Executive Director	440000	8	2	Nil
Mr. Shashin V. Patel (DIN: 00048328)	Chairman & Non-Executive Director	Promoter, Non-Executive Director	814110	11	4	Nil
Mr. Nitin R. Patel (DIN: 00466330)	Director	Non-Independent, Non-Executive Director	191806	9	6	Nil
Mr. Sandip V. Patel (DIN: 00449028)	Director	Independent, Non-Executive Director	2030	8	3	3
Mr. Mirat N. Bhadlawala (DIN: 01027984)	Director	Independent, Non-Executive Director	Nil	10	5	4
Mr. Arun S. Patel (DIN: 06365699)	Director	Independent, Non-Executive Director	1885	9	6	4
Mr. Atul N. Ruparel (DIN: 00485470)	Director	Independent, Non-Executive Director	Nil	10	3	5
Mrs. Daksha N. Shah (DIN: 00376899)	Director	Independent, Non-Executive Director	Nil	4	1	1

Only Audit Committee and the Stakeholders' Relationship Committee of Indian Public Limited Companies (excluding Sadbhav Infrastructure Project Limited) have been considered for committee position.

* Mr. Shashin Patel is son of Mr. Vishnubhai Patel, Chairman Emeritus of the Company. Mr. Vasistha Patel is son-in-law of Mr. Vishnubhai Patel, Chairman Emeritus of the Company. Mr. Vasistha Patel and Mr. Shashin Patel are brother-in-laws. Except this, none of the other Directors are related to any other on the Board in terms of definition of 'relative' as per Companies Act, 2013.

B. Board Meeting And Procedure:

The Board meets at least once in a quarter and the maximum time gap between any two meetings is not more than four months. During the year under review, 5 (Five) Board Meetings were held on 18th May, 2017, 10th August, 2017, 11th November, 2017 17th November and 2nd February, 2018. The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, business plans, annual budgets, projects and capital expenditure, compliance with applicable laws and regulations.

The meetings of the Board of Directors are scheduled well in advance. The Company Secretary, in consultation with Managing Director and other Directors, prepares detailed agenda for the meetings. Directors are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman. The draft minutes of the meeting approved by the Chairman is circulated to all the Directors within fifteen days after the conclusion of the meetings.

Attendance at Board meetings and Annual General Meeting (AGM)

Name	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the last AGM
Mr. Vasistha C. Patel	5	4	Yes
Mr. Shashin V. Patel	5	5	Yes
Mr. Nitin R. Patel	5	5	Yes
Mr. Sandip Patel	5	4	Yes
Mr. Mirat N. Bhadlawala	5	4	Yes
Mr. Arun S. Patel	5	5	Yes
Mr. Atul N. Ruparel	5	3	Yes
Mrs. Daksha N. Shah	5	5	Yes

C. Evaluation of Board Performance:

During the year, the Board in consultation with Nomination and Remuneration Committee, has adopted a formal mechanism to lay down the evaluation criteria for the performance of the Chairman, the Board, the Committees and Executive/Non-Executive/Independent Directors, excluding the Director being evaluated. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation on different criteria, which reflected the overall engagement of the Board and its Committees with the Company.

D. Separate Meeting of Independent Directors:

During the year under review, in compliance with the requirements of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 read with Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors of the Company, without attendance of Non-Independent Directors and members of management, was held on 12th February, 2018, wherein, the Independent Directors:

1. Reviewed the performance of Non-Independent Directors;
2. Reviewed the performance of Board as a whole;
3. Reviewed the performance of Chairman of the Company;
4. Assessed the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

E. Familiarization Programme for Independent Directors:

The Company familiarized its Independent Directors with the Corporate Structure of the group, nature of the industry in which Company operates, business model of the Company, project details, toll income and financials, etc. through familiarization programme held on 12th February, 2018. The detailed familiarization programme for Independent Directors is available on the website of the company at <http://www.sadbhavinfra.co.in/en/pdf/familiarization-programme-for-independent-directors-2017-18.pdf>

3. COMMITTEES OF THE BOARD

There are following Committee of Board during the year 2017-18.

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Stakeholder' Relationship Committee
- (4) Finance and Investment Committee
- (5) Corporate Social Responsibility Committee
- (6) Risk Management Committee

The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, re-constituting, assigning and co-opting the members of the Committees.

A. Audit Committee

I. Terms of Reference:

The terms of reference of the Audit Committee, inter alia, includes following:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the Statutory Auditor of the Company and fixation of audit fee;
- Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process;
- Approving payments to Statutory Auditors for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issued and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of funds raised through the proposed offer by the Company.
- Approval or any subsequent modifications of transactions of the Company with related parties;
- Scrutinizing of inter-corporate loans and investments;
- Valuing of undertakings or assets of the Company, wherever it is necessary;
- Evaluating of internal financial controls and risk management system;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
- Reviewing with the management, the performance of Statutory and Internal Auditors and adequacy of internal control system;
- Reviewing the adequacy of internal audit function if any, including the structure of internal audit department, reporting structure coverage and frequency of internal audit;
- Discussing with Internal Auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the Statutory Auditors before the audit commences about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- Approving the appointment of the Chief Financial Officer or any other person handling the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate.

II. Composition and Attendance:

The Company has Independent Audit Committee, constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Committee are financially literate. The Company Secretary acts as the secretary to the Committee. Mr. Sandip V. Patel, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on 26th September, 2017.

During the year 2017-18, 4 (four) meetings of the Audit Committee were held on 18th May, 2017, 10th August, 2017, 11th November, 2017, and 2nd February, 2018.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Sandip V. Patel	Chairman	Independent, Non-Executive Director	4	3
Mr. Arun S. Patel	Member	Independent, Non-Executive Director	4	4
Mr. Nitin R. Patel	Member	Non-Independent, Non-Executive Director	4	4

B. Nomination and Remuneration Committee

I. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes following:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- Formulating criteria for evaluation of the Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluations of every Director's performance;
- Analyzing, monitoring and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and determining remuneration packages of such Directors;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related, usually consisting a fixed and variable component;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 2. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

II. Composition and Attendance:

The Company has Nomination and Remuneration Committee, constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Atul N. Ruparel, Chairman of the Nomination and Remuneration Committee, was present at the Annual General Meeting of the Company held on 26th September, 2017.

During the year 2017-18, 2 (two) meetings of the Nomination and Remuneration Committee were held on 10th August, 2017 and 11th November, 2017.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Atul N. Ruparel	Chairman	Independent, Non-Executive Director	2	1
Mr. Mirat N. Bhadlawala	Member	Independent, Non-Executive Director	2	2
Mr. Shashin V. Patel	Member	Promoter, Non-Executive Director	2	2

III. Remuneration Policy:

The remuneration policy of the Company has been formulated by ensuring that the level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate Directors. Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis.

i) Remuneration to Non-Executive Directors

During the year 2017-18, Non-Executive Directors are paid sitting fees for each meeting of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ii) Remuneration to Managing Director

Remuneration paid to the Executive Directors is recommended by the Nomination & Remuneration Committee, approved by the Board and is subject to the overall limits as approved by the shareholders.

Mr. Vasistha C. Patel, Managing Director was paid remuneration of ₹ 2.50 Lakh per month by way of salary for the financial year ended 31st March, 2018 excluding leave encashment. Mr. Vasistha C. Patel, Managing Director was also entitled to receive commission on profits as well as other perquisites as determined by the Board of Directors and approved by shareholders.

The Company has entered into an agreement with Mr. Vasistha C. Patel for his employment for a period of Five years. Either party to an agreement is entitled to terminate the agreement by giving not less than 90 days' notice in writing to other party.

Details of the remuneration paid to Executive and Non-Executive Directors during the year 2017-18 are as under.

Name of Directors	Salary (₹ In Lakh)	Sitting Fees (₹ In Lakh)	Terms of appointment
Mr. Vasistha C. Patel	32.50	Nil	5 years from 1 st January, 2018
Mr. Shashin V. Patel	Nil	0.75	Nil
Mr. Nitin R. Patel	Nil	0.90	Nil
Mr. Sandip V. Patel	Nil	0.90	5 years from 5 th September, 2014
Mr. Mirat N. Bhadlawala	Nil	0.75	5 years from 22 nd October, 2014
Mr. Arun S. Patel	Nil	0.90	5 years from 22 nd October, 2014
Mr. Atul N. Ruparel	Nil	0.60	5 years from 22 nd October, 2014
Mrs. Daksha N. Shah	Nil	0.90	5 years from 24 th March, 2015

C. Stakeholders' Relationship Committee

I. Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee, inter alia, includes following:

- Redressal of shareholders'/investors' grievances;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividend, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders;
- Carrying out any other function as prescribed under the Equity Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Composition and Attendance:

The Company has constituted Stakeholders' Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary acts as the secretary to the Committee. Mr. Nitin R. Patel, Chairman of the Stakeholders' Relationship Committee, was present at the Annual General Meeting of the Company held on 26th September, 2017.

During the year 2017-18, 4 (four) meetings of the Stakeholders' Relationship Committee were held on 18th May, 2017, 10th August, 2017, 11th November, 2017 and 2nd February, 2018.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Nitin R. Patel	Chairman	Non-Independent, Non-Executive Director	4	4
Mr. Vasistha C. Patel	Member	Executive Director	4	3
Mr. Arun S. Patel	Member	Independent, Non-Executive Director	4	4
Mr. Sandip V. Patel	Member	Independent, Non-Executive Director	4	3

III. No. of Complaints received and resolved during the year:

Particulars	No. of Complaints
Complaints at the beginning of the year	Nil
Complaints received during the year	Nil
Complaints resolved during the year	Nil
Complaints remains unresolved at the end of the year	Nil

D. Finance and Investment Committee

The Board has constituted Finance Committee as “Finance and Investment Committee” comprising of Mr. Shashin V. Patel, Mr. Vasistha C. Patel, Mr. Nitin R. Patel and Mr. Arun Patel, to review investment of funds, approval of short terms and/or long terms loans, banking transactions, avail financial facilities for Company and any other matters related to finance and investments of the company as decided by the Board of Directors of the Company.

Finance and Investment Committee meets as and when the need to consider any matter assigned to it arises.

During the year 2017-18, 9 (Nine) meetings of the Finance and Investment Committee were held on 2nd May, 2017, 29th May, 2017, 14th August, 2017, 16th October, 2017, 20th December, 2017, 29th January, 2018, 19th February, 2018, 21st March, 2018 and 29th March, 2018.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shashin V. Patel	Chairman	Non-Independent, Non-Executive Director	9	5
Mr. Vasistha C. Patel	Member	Executive Director	9	9
Mr. Nitin R. Patel	Member	Independent, Non-Executive Director	9	9
Mr. Arun S. Patel	Member	Independent, Non-Executive Director	9	9

E. Corporate Social Responsibility Committee

Company has duly constituted Corporate Social Responsibility Committee (known as “CSR Committee”) in compliance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, for the purpose of activities to be undertaken by the company towards the Corporate Social Responsibility (CSR).

The terms of reference of CSR Committee includes, formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder and providing guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year 2017-18, 1 (one) meeting of the CSR Committee was held on 17th November, 2017.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Vasistha C. Patel	Chairman	Executive Director	1	1
Mr. Nitin R. Patel	Member	Non-Independent, Non-Executive Director	1	1
Mr. Sandip V. Patel	Member	Independent, Non-Executive Director	1	1
Mr. Atul N. Ruparel	Member	Independent, Non-Executive Director	1	1

F. Risk Management Committee

In compliance of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Risk Management Committee and majority of members of the Committee are members of Board of Directors. The Company has a well-defined risk management framework to identify, recognize, monitor and mitigate risks as also identify business opportunities. The Committee has been delegated powers to monitor and review risk management plans. The Committee is headed by Mr. Vasistha C. Patel as Chairman of the Committee. Mr. Nitin R. Patel and Mr. Sandip Patel are members of the Committee. The Committee meets as and when the need to review the management plans.

4. GENERAL BODY MEETINGS

Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

Financial Year	Day, Date & Time	Venue	Special Resolution passed
2016-17	Tuesday, 26 th September, 2017 (11.00 AM)	Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006	Yes - Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis - To increase borrowing limits - To create charge on Company's properties - Approval of Conversion of loan in to equity - Considered and decided place of maintenance and keeping Register of Members and other registers at place other than the Registered office of the Company. - Alteration of Articles of Association.
2015-16	Wednesday, 28 th September, 2016 (11.00 AM)	Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006	Yes - Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis - To increase borrowing limits - To create charge on Company's properties
2014-15	Monday, 28 th December, 2015 (11.00 AM)	Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006	Yes - Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on Private Placement basis - To authorize Board of Directors to make Investment on behalf of the Company - To Approve Related Party Transactions

During the year 2017-18, no Special Resolution was passed through postal ballot and there is no resolution proposed to be passed through postal ballot

5. MEANS OF COMMUNICATION

- i) The quarterly, half yearly and annual financial results and other statutory information are generally communicated to the shareholders by way of an advertisement in an English newspaper viz. 'The Economic Times (English)' and in a vernacular language newspaper viz. 'The Economic Times (Gujarati)' as per requirements of the Listing Regulations.
- ii) The Company is promptly reporting all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website www.sadbhavinfra.co.in
- iii) The financials and other material information were uploaded by the Company on the websites of NSE and BSE i.e. www.nseindia.com and www.bseindia.com respectively through NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE).
- iv) Official press releases, presentations made to institutional investors or to the analysts and transcripts of Con-call are displayed on Company's corporate website, www.sadbhavinfra.co.in
- v) The main channel of communication to the shareholders is through Annual Report, which includes inter-alia, the Directors' Report, Management's Discussion and Analysis, Report on Corporate Governance and Audited Financial Results.

6. GENERAL SHAREHOLDERS INFORMATION

A. General Information:

1. Annual General Meeting

Date and Time

: Thursday, 27th day of September, 2018 at 11:00 a.m.

Venue

: Lions Hall, Nr. Mithakhali Six Road, Ellisbridge, Ahmedabad - 380006, Gujarat.

2. Financial Year

: 1st April to 31st March

3. **Book Closure Date** : Thursday, 20th September, 2018 to Thursday, 27th September, 2018
(both day inclusive)
4. **Dividend Payment Date** : Payment of dividend will be made within stipulated time lines.
5. **Listing on Stock Exchanges
Equity Shares** : **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
: **National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
- Debt Securities (Debentures)** : **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
6. **Listing Fees** : Company has paid the annual listing fees for the financial year 2018-19
to the above Stock Exchanges.
7. **Stock Code**
BSE Limited : 539346
National Stock Exchange of India Limited : SADBHIN
ISIN for Equity Shares : INE764L01010

B. Debt Securities (Debentures):

Following Redeemable, Secured, Non-Convertible Debentures of the Company are listed on Wholesome Debt Market at BSE

Sr.	Script Code	ISIN	Description
1	950354	INE764L07017	421623 Fully Paid, Rated, Listed, Redeemable, Non-Convertible Debentures of Face Value of ₹ 1000/- each
2	950355	INE764L07025	702702 Fully Paid, Rated, Listed, Redeemable, Non-Convertible Debentures of Face Value of ₹ 1000/- each
3	951478	INE764L07033	480 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – I) of Face Value of ₹ 10,00,000/- each
4	951479	INE764L07041	480 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – II) of Face Value of ₹ 10,00,000/- each
5	951480	INE764L07058	640 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – III) of Face Value of ₹ 10,00,000/- each
6	951596	INE764L07066	800 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – A) of Face Value of ₹ 10,00,000/- each
7	951707	INE764L07074	500 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – B) of Face Value of ₹ 10,00,000/- each
8	951959	INE764L07082	700 Secured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (Series – C) of Face Value of ₹ 10,00,000/- each
9	954961	INE764L07090	500 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 1; Series – I) of Face Value of ₹ 10,00,000/- each
10	954962	INE764L07108	500 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 1; Series – II) of Face Value of ₹ 10,00,000/- each
11	954963	INE764L07116	500 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 1; Series – III) of Face Value of ₹ 10,00,000/- each
12	954964	INE764L07124	500 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 1; Series – IV) of Face Value of ₹ 10,00,000/- each
13	955591	INE764L07132	250 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 2; Series – A) of Face Value of ₹ 10,00,000/- each
14	955589	INE764L07140	250 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 2; Series – B) of Face Value of ₹ 10,00,000/- each
15	955940	INE764L07157	250 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 2; Series – C) of Face Value of ₹ 10,00,000/- each
16	955941	INE764L07165	250 Senior, Taxable, Secured, Rated, Listed, Redeemable, Non-Convertible Debentures (Tranche – 2; Series D) of Face Value of ₹ 10,00,000/- each

C. Details of Debenture Trustee:

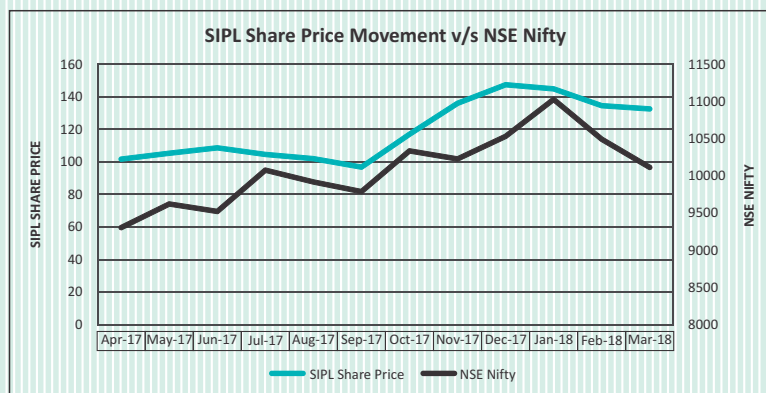
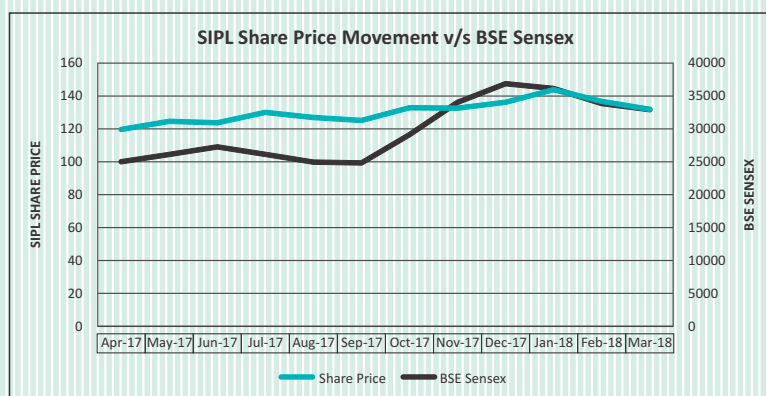
VISTRA ITCL (INDIA) LIMITED (Formerly known as IL&FS Trust Company Limited)	IL&FS Financial Centre, Plot C-22 G Block, BandraKurla Complex, Bandra (East), Mumbai – 400051. Tel: 022-26593612; Fax: 022- 26533297 Email: itclcomplianceofficer@vistra.com Website: www.vistraitcl.com
CATALYST TRUSTESHIP LIMITED (Formerly known as GDA Trusteeship Limited)	Office No. 83 – 87, 8 th Floor, 'Mittal Tower', 'B' Wing, Nariman Point, Mumbai – 400021. Tel: 022-49220555; Fax: 022-49220505 Email: dt@ctltrustee.com Website: www.catalysttrustee.com
IDBI TRUSTESHIP SERVICES LIMITED	Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400001 Tel: 022-40807000; Fax: 022-66311776 Email: itsl@idbitrustee.com Website: http://www.idbitrustee.com

D. Market Price Data:

Below mentioned are the details of high/low, Number and Value of shares traded during each month in the last financial year.

Month	BSE Limited			National Stock Exchange of India Limited		
	High	Low	Volume	High	Low	Volume
Apr-2017	106.60	93.00	190339	102	100	35806
May-2017	118.85	99.70	13963483	108.00	102.65	250276
June-2017	119.30	102	153795	109.9	106.1	10262
July-2017	112.90	99.50	49208	107.5	104.35	3652
Aug-2017	106.80	96.00	32445	105.7	101.25	5314
Sep-2017	109.00	89.65	66847	105.00	96.00	58994
Oct-2017	122.00	93.25	723609	119.9	113.1	192465
Nov-2017	146.95	110.05	8288137	137.7	133.85	1022212
Dec-2017	153.75	130.00	3291453	149.4	143.95	437173
Jan-2018	157.50	136.85	944953	146.3	136.65	198133
Feb-2018	148.10	125.00	416255	138.4	133.3	183234
Mar-2018	138.90	119.30	3286545	135.8	128.1	910734

E. Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:



F. Registrar & Share Transfer Agent:

Name and Address : M/s. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Phone : 022-49186000
Fax : 022-49186060
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

G. Share Transfer System:

Since the Company's shares are compulsorily traded in the demat segment on stock exchanges, the transfers take place in the electronic form. However, shares in the physical form are processed by the Registrar & Share Transfer Agents. The Company has a Stakeholders' Relationship Committee for redressing the complaints/queries of shareholders and investors.

Pursuant to Regulation 40(9) of the Listing Regulations with the stock exchanges, the Company obtains a Certificate from a Practicing Company Secretary on half yearly basis, for due compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate has also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchanges as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. Shareholding as on 31st March, 2018:

i) Distribution of Shareholding as on 31st March, 2018

No. of Shares	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Capital
1–500	8154	86.4412	1112173	0.3158
501–1000	508	5.3853	434157	0.1233
1001–2000	271	2.8729	433770	0.1232
2001–3000	95	1.0071	241104	0.0685
3001–4000	62	0.6573	226409	0.0643
4001–5000	60	0.6361	286721	0.0814
5001–10000	114	1.2085	865820	0.2458
10001 & Above	169	1.7916	348625062	98.9779
Total	9433	100.00	352225216	100.00

ii) Categories of Shareholders as on 31st March, 2018

Category	No. of Shares held		Total No. of Shares	% of holding
	Demat	Physical		
Promoters	244250911	-	244250911	69.34
Mutual Fund	21732782	-	21732782	6.1701
Banks/Financial Institutions/Central Govt./State Govt./Trusts & Insurance Companies	120458	-	120458	0.0342
FII / Foreign Portfolio Investors	38620388	-	38620388	10.96
NRI (Repatriable & Non-Repatriable)	557909	-	557909	0.1583
Foreign Companies	29121860	-	29121860	8.26
Other Corporate Bodies	6682535	-	6682535	1.8972
Indian Public / HUF	10693845	13	4756473	3.0361
Clearing Member	444515	-	444515	0.1262
Total	352225203	13	352225216	100.00

I. Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. Equity Shares of the Company representing 99.99% of the Company's paid up share capital are in dematerialized form as on 31st March, 2018 with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Details of which are as under.

Sr.	Mode of Holding	No. of Shares	% of Total Capital
1	NSDL	347270106	98.59
2	CDSL	4955097	1.41
3	Physical	13	0.0000
	Total	352225216	100.00

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

ISIN number for dematerialization of the equity shares of the Company is INE764L01010.

J. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.

K. Commodity price risk or foreign exchange risk and hedging: Not Applicable

L. Plant Locations: The Company does not have any manufacturing plant.

M. Address for Correspondence:

Shareholders may correspond to the Company Secretary of the Company or at the office of Registrar & Transfer Agent at the below mentioned addresses.

<p>Mr. Hardik Modi Company Secretary & Compliance Officer “Sadbhav”, Nr. Havmor Restaurant, B/h Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009 Phone: 079-40400400 Fax: 079-40400444 Email: investor@sadbhavinfra.co.in Website: www.sadbhavinfra.co.in</p>	<p>M/s. Link Intime India Private Limited Registrar & Transfer Agent C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Phone: 022-49186000 Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in</p>
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7. OTHER DISCLOSURES

- A.** All transactions entered into with related parties as defined under Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2017-18, were in the ordinary course of business and on an arm's length basis. There were no materially significant Related Party Transactions during the financial year 2017-18 that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Board has approved a policy for related party transactions which is uploaded on the website of the Company at <http://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf>
- B.** There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. Further, there are no penalties or strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market during the last three years.
- C.** In accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The said policy is uploaded on the website of the Company at <http://www.sadbhavinfra.co.in/en/pdf/whistle-blower-policy.pdf>.

All protected disclosures should be in writing and can be submitted by hand delivery or by courier or post or by electronic mode addressed to the Chairman of the Audit Committee of the Company on below mentioned address.

Chairman of Audit Committee

Sadbhav Infrastructure Project Limited
“Sadbhav”, Nr. Havmor Restaurant,
B/h Navrangpura Bus Stand, Navrangpura,
Ahmedabad - 380009

- D.** The Company has complied with all the mandatory and non mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Regulation 46 (1) & (2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:
- The following non-mandatory requirements have been adopted by the Company:
- The Report of Auditors is with unmodified opinion with respect to the Audited Financial Results (Standalone and consolidated) of the Company for the quarter and year ended on 31st March, 2018.
 - The Company has appointed separate persons to the posts of Chairman and Managing Director.
 - The Internal Auditor reports directly to the Audit Committee.
- E.** Company has obtained a certificate affirming the compliances from M/s. Ravi Kapoor & Associates, Practicing Company Secretaries and the same is attached to this report.
- F.** The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at http://www.sadbhavinfra.co.in/en/pdf/policy_for_determining_material_subsidary_co.pdf
- G.** The Managing Director and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2018 in compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is attached to this report.
- H.** The Company has a well-defined risk management framework in place. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

- I. The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website <http://www.sadbhavinfra.co.in/en/pdf/code-of-conduct.pdf>. All Board Members and Senior Personnel have affirmed compliance of Code of Conduct. A declaration signed by the Managing Director to this effect is attached to this report.
- J. In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed an Insider Trading Code to avoid any insider trading and it is applicable to all Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The said code laid down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company. The code has been placed on the Company's website <http://www.sadbhavinfra.co.in/en/pdf/insider-trading-code-SIPL.pdf>.
- K. A Management Discussion and Analysis Report forms part of this Annual Report and includes discussion on various matters specified under Regulation 34(2)(e) and Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- L. In preparation of financial statements, the Company has followed the Indian Accounting Standards (IndAS) specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all members of the Board and Senior Management personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2018.

For, **Sadbhav Infrastructure Project Limited**

Date: 8th August, 2018
Place: Ahmedabad

Vasistha C. Patel
Managing Director
DIN: 00048324

Certification on Financial Statements of the Company

We, Vasistha C. Patel, Managing Director and Varun Mehta, Chief Finance Officer of Sadbhav Infrastructure Project Limited ('the Company'), certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2018 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 8th August, 2018
Place: Ahmedabad

Vasistha C. Patel
Managing Director
DIN: 00048324

Varun Mehta
Chief Financial Officer

Compliance Certificate by Practicing Company Secretary

To,
The Members of
Sadbhav Infrastructure Project Limited

We have examined the Compliance Conditions of Corporate Governance by Sadbhav Infrastructure Project Limited for the year ended on 31st March, 2018 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 01st April, 2017 to 31st March, 2018. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Ravi Kapoor & Associates
Company Secretaries

Ravi Kapoor
Proprietor
Membership No.: 2587

Date: 8th August, 2018
Place: Ahmedabad