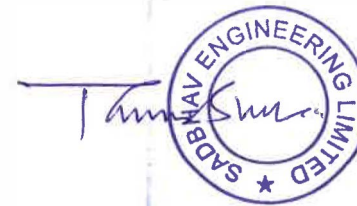


**Sadbhav Engineering Limited**  
**Corporate Governance Report for quarter/half year ended on September 30, 2019**

**I. Composition of Board of Directors**

Sr. No.	Title (Mr / Ms)	Name of the Director	PAN \$	DIN	Category of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Whether the listed entity has a Regular Chairperson		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)
									Yes	Yes				
1	Mr.	Shashin V. Patel	AFRPP6274P	00048328	Chairman & Managing Director	02-04-1981	23-05-2000	01-07-2017	-	N.A.	3	0	0	0
2	Mr.	Vikramkumar R. Patel	ACHPP0255D	00048318	Executive Director	02-04-1968	15-12-1995	01-10-2017	-	N.A.	1	0	0	0
3	Mr.	Vasistha C. Patel	AATPP3517C	00048324	Executive Director	25-07-1973	01-08-2001	01-10-2017	-	N.A.	2	0	2	0
4	Mr.	Nitin R. Patel	AEJPP3787Q	00466330	Executive Director	04-08-1968	01-08-1999	01-07-2017	-	N.A.	3	0	8	1
5	Mr.	Vipul H. Patel	AEQPP9920C	06634262	Executive Director	13-10-1976	20-08-2016	20-08-2019	-	N.A.	1	0	0	0
6	Mr.	Sandip V. Patel	AGAPP1887E	00449028	Non-Executive - Independent Director	02-08-1977	27-06-2006	25-09-2019	-	60	2	2	2	2
7	Mr.	Atul N. Ruparel	AATPR8519C	00485470	Non-Executive - Independent Director	22-11-1967	23-10-2008	25-09-2019	-	60	2	2	1	1
8	Mr.	Arunbhai S. Patel	ABDPP5247N	06365699	Non-Executive - Independent Director	15-07-1946	27-08-2012	26-09-2017	-	60	3	3	6	1
9	Mr.	Mirat N. Bhadlawala	ACUPB1572A	01027984	Non-Executive - Independent Director	07-03-1974	07-07-2014	25-09-2019	-	60	2	2	1	2
10	Mrs.	Purvi S. Parikh	AJFPB3012M	07071155	Non-Executive - Independent Director	11-01-1982	12-02-2015	12-02-2015	-	60	1	1	0	1

\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees							
Sr. No.	Name of Committee	DIN	Name of Committee members	Category (Chairperson/ Executive/ NonExecutive/ Independent) \$	Date of Appointment	Date of Cession	Whether the Committees has a Regular Chairperson
1	Audit Committee	00449028	Mr. Sandip V. Patel	Independent Director – Chairman	26-09-2014	-	Yes
		06365699	Mr. Arunbhai S. Patel	Independent Director – Member	26-09-2017	-	
		00466330	Mr. Nitin R. Patel	Executive Director – Member	01-07-2017	-	
		00485470	Mr. Atul N. Ruparel	Independent Director – Member	26-09-2014	-	
2	Nomination & Remuneration Committee	00485470	Mr. Atul N. Ruparel	Independent Director – Chairman	26-09-2014	-	Yes
		00449028	Mr. Sandip V. Patel	Independent Director – Member	26-09-2014	-	
		06365699	Mr. Arunbhai S. Patel	Independent Director – Member	26-09-2017	-	
3	Stakeholders Relationship Committee	01027984	Mr. Mirat N. Bhadlawala	Independent Director – Chairman	07-07-2014	-	Yes
		00449028	Mr. Sandip V. Patel	Independent Director – Member	26-09-2014	-	
		00466330	Mr. Nitin R. Patel	Executive Director – Member	01-07-2017	-	
		00048324	Mr. Vasistha C. Patel	Executive Director – Member	01-10-2017	-	
4	Risk Management Committee	00048328	Mr. Shashin V. Patel	Executive Director – Chairman	01-07-2017	-	Yes
		00048318	Mr. Vikram R. Patel	Executive Director – Member	01-10-2017	-	
		00048324	Mr. Vasistha C. Patel	Executive Director – Member	01-10-2017	-	
		00466330	Mr. Nitin R. Patel	Executive Director – Member	01-07-2017	-	
5	Corporate Social Responsibility Committee	00048328	Mr. Shashin V. Patel	Executive Director – Chairman	01-07-2017	-	Yes
		00048324	Mr. Vasistha C. Patel	Executive Director – Member	01-10-2017	-	
		01027984	Mr. Mirat N. Bhadlawala	Independent Director – Member	07-07-2014	-	



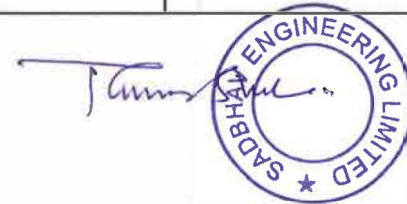

<b>III. Meeting of Board of Directors</b>						
Sr. No.	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Number of Director Present*	No. of Independent Directors attending the Meeting*
1	04-05-2019	01-07-2019	57	Yes	5	3
2	30-05-2019	10-08-2019	39	Yes	10	5
3		14-08-2019	3	Yes	9	4

\* to be filled in only for the current quarter meetings.

<b>IV. Meeting of Committee</b>						
Sr. No.	Name of Committee	Date(s) of Meetings [Enter date of previous quarter and current quarter in Chronological order]	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (details)	Number of Director Present*	No. of Independent Directors attending the Meeting*
1	Audit Committee	30-05-2019		Yes		
		14-08-2019	75	Yes	3	2
2	Stakeholders Relationship Committee	30-05-2019		Yes		
		14-08-2019	75	Yes	4	2

\* to be filled in only for the current quarter meetings.

<b>V. Related Party Transactions</b>			
Sr. No.	Subject	Compliance Status (Yes/No/NA)	If status "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	



**VI. Affirmations**

Sr. No.	Subject	Compliance Status (Yes/No/NA)
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
	b. Nomination & remuneration committee	Yes
	c. Stakeholders relationship committee	Yes
	d. Risk management committee (applicable to the top 500 listed entities w.e.f. April 01, 2019)	Yes
3	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
4	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
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes
6	Any comments/observations/advice of Board of Directors may be mentioned here: <b>The previous report for the period ended 30.06.2019 under SEBI (Listing obligations and disclosure requirements) Regulations, 2015 was placed before Board Meeting held on 14.08.2019 and there was not any comments/observations/advice by Board of Directors.</b>	Yes

Date: 10-10-2019

Place: Ahmedabad



Tushar D. Shah  
Company Secretary



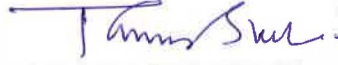
### Annexure III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

1. Name of Listed Entity – Sadbhav Engineering Ltd.
2. Financial Year - 2019-20

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

Date: 10-10-2019  
Place: Ahmedabad

  
Tushar D. Shah  
Company Secretary

