

**Quarterly Compliance Report on Corporate Governance.**

**Name of the Company: Sadbhav Engineering Limited**

**Quarter Ending on: December 31, 2014**

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
1	2	3	4
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	1. Company will hold the meeting of Independent Directors once in a year which would be most probably in last quarter of the year 2014-15. 2. Company will organize the familiarization programme for Independent Directors in last quarter of the year 2014-15.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other Provisions as Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49(V)	Yes	
VI. Risk Management	49 (VI)	Yes	To the extent applicable to the Company
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	There were no material related party transactions during the quarter except the certain transactions with Subsidiaries and Jvs which are entered in

**Sadbhav Engineering Limited**

Regd Office : "Sadbhav House"

Opp. Law Garden Police Chowki,

Ellisbridge, Ahmedabad- 380006.

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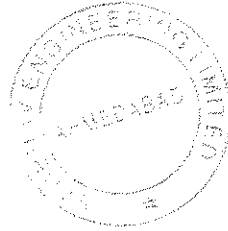
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			Ordinary Course of Business and on arm's length basis.
(B) Disclosure of Accounting Treatment	49(VIIIB)	N.A	
(C) Remuneration of Directors	49(VIIIC)	Yes	Will be complied in the next Annual Report.
(D) Management	49 (VIIID)	Yes	Will be complied in the next Annual Report.
(E) Shareholders	49 (VIIIE)	Yes	Will be complied in the next Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues etc.	49(VIIIF)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in the next Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report.
XI. Compliance	49 (XI)	Yes	Will be complied in the next Annual Report.

For, **Sadbhav Engineering Limited**

  
(Vijay J. Kalyani)  
Company Secretary



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