

Ref: SEL/2019-20/17

June 13, 2019

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited
PJ Tower, Dalal Street,
Mumbai- 400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Fax : 022-26598237-38

Equity Scrip Code:532710

Equity Scrip Name: SADBHAV

Sub: Minutes for Declaration of Results of Postal Ballot on 11.06.2019

Dear Sir/ Madam,

Pursuant to the SEBI (LODR) Regulations, 2015, we are enclosed herewith Minutes for passing of resolution through Postal Ballot and the Result declared of the same on 11.06.2019.

You are requested to take the above on your record.

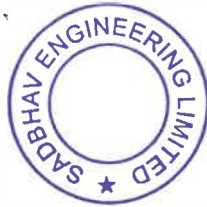
Thanking you.

Yours truly,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As above

MINUTES FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT OF SADBHAV ENGINEERING LIMITED AND RESULTS OF THE SAME WAS DECLARED ON TUESDAY, JUNE 11, 2019 AT 5:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY.

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following Resolutions were recommended by the Board of Directors for approval of Members in its meeting held on May 04, 2019:

Sr. No.	Subject of Resolution	Type of Resolution
1	To issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	Special Resolution

The Board of Directors through a resolution passed at the Board Meeting held on May 04, 2019 had appointed Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Chairman also informed that the Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The Company had also availed the E-Voting facility offered by CDSL for conducting e-Voting by the members of the Company. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than 05:00 p.m. on June 08, 2019.

The Company had earlier dispatched the Postal Ballot Notice dated May 07, 2019, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing the Resolutions for to approving Issuance of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis by Postal Ballot, to the Members of the Company.

After due scrutiny of all the Postal Ballot Forms received up to close of working hours on June 08, 2019 (being the last date fixed for return of the duly filed in Postal Ballot forms by the Members), Mr. Ravi Kapoor the scrutinizer submitted a report addressed to the Chairman of the Company on June 11, 2019 containing the following details:

Sr. No.	Particulars	Resolution 1		
		No. of postal ballot forms	No. of shares	% of total valid votes
1.	Total number of ballot forms received including e-voting	163	147038100	100.00
2.	<u>Less</u> : Invalid postal Ballot forms (as per register)	0	0	0
3.	Net Valid Postal Ballot forms including e-voting (as per register)	163	147038100	100.00
4.	Postal Ballots voted in favour (Assent) of the resolution including e-voting	145	146573492	99.68
5.	Postal Ballots voted against (Dissent) the resolution including e-voting	18	464608	0.32


 Chairman's Initials

The following was the Voting Results as per the format prescribed under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Resolution Required : (Special)			1 - To issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	79863723	79863223	99.99	79863223	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		79863223	99.99	79863223	0	100.00	0.00	0
Public Institutions	E-Voting	66751297	52065791	77.99	51601400	464391	99.11	0.89	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		52065791	77.99	51601400	464391	99.11	0.89	0
Public Non Institutions	E-Voting	24955780	15108606	60.54	15108389	217	99.99	0.00	0
	Poll		480	0.00	480	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		15109086	60.54	15108869	217	99.99	0.00	0
Total		71570800	147038100	85.70	146573492	464608	99.68	0.32	0

Mr. Tushar D. Shah, Company Secretary of the Company, being the person authorized to declare the results of the Postal Ballot, reviewed the reports of the Scrutinizer and the related Voting Results. After the review, he declared the following resolution passed by requisite majority of the Shareholders by means of the Postal Ballot, on June 11, 2019:



Chairman's Initials

1) ISSUE OF SECURED/UNSECURED NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT SECURITIES ON PRIVATE PLACEMENT BASIS:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities)(Amendment) Regulations, 2018 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable laws, rules and regulations and guidelines, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by the Resolution) for making offers or invitations to subscribe to Secured/Unsecured/Redeemable Non-Convertible Debentures (“NCDs”) including but not limited to subordinated Debentures, bond, and/or other debt securities etc. on a private placement basis in one or more tranches during the period of one year from the date of passing the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the numbers of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/papers/writings, as may be required in this regard.

Date : 13/06/2019
Place : Ahmedabad


Vasistha C. Patel
Whole time Director
DIN : 00048324

NOTE: This Minutes entered in minutes' book on 13/06/2019.