

Ref: SEL/2021-22/09

June 02, 2021

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

The Listing Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Equity Scrip Code:532710**

**Equity Scrip Name: SADBHAV**

Dear Sir / Madam,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Postal Ballot Notice.**

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read together with the circulars and notifications issued thereunder ("Listing Regulations") and in continuation of our earlier Letter vide Ref: SEL/2021-22/07 dated 28th May, 2021, please find attached herewith Notice of Postal Ballot being circulated to the Members for seeking their approval by way of remote e-voting for Considering Continuation of Directorship of Mr. Arun S. Patel as a Non-Executive Independent Director of the Company pursuant to the provisions of Regulation 17(1A) of the Listing Regulations.

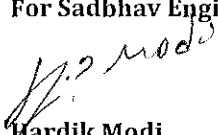
In accordance with applicable laws, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Registrar and Share Transfer Agent / Depositories as on Friday, May 28, 2021 ("cut-off date"). The same is also available on the website of the Company i.e. <https://www.sadbhaveng.com>, the website of Company's and at <https://evoting.india.com>.

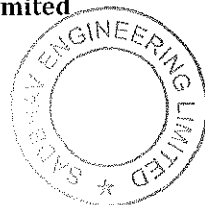
Further, also find below the Schedule of events for Postal Ballot:

Sr. No.	Activity	Day/ Date
1	Cut-off Date/Benpos date for sending notice to the Members	28/05/2021, Friday
2	Commencement of e-voting	09:00 a.m. on 04/06/2021, Friday
3	End of voting period	05:00 p.m. on 03/07/2021, Saturday
4	Declaration of voting results	On or before 05/07/2021, Monday

Thanking you,  
Yours faithfully,

For Sadbhav Engineering Limited

  
**Hardik Modi**  
Company Secretary  
Membership No. F9193  
Encl: As Above



**Sadbhav Engineering Limited**

Regd Office: "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006

T : +91 79 26463384 F : +91 79 26400210 E : [info@sadbhav.co.in](mailto:info@sadbhav.co.in) Web : [www.sadbhav.co.in](http://www.sadbhav.co.in) CIN : L45400GJ1988PLC011322

## Postal Ballot Notice

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[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard – II on General Meetings ("SS-II") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, for seeking consent of the shareholders of Sadbhav Engineering Limited ("the Company"), to pass the proposed resolution mentioned in this notice, as a Special Resolution through Postal Ballot by way of remote electronic voting (e-voting).

In view of the current outbreak of COVID-19 pandemic, Notice can not be dispatched through post. Further, Ministry of Corporate Affairs, ("MCA") in terms of the General Circular Nos.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, read with General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020 (the "MCA Circulars"), has advised the Companies to take all decisions requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue.

It has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and secure their vote through the E-voting system. Thus, this Postal Ballot is accordingly being initiated in compliance with the requirements of the above MCA Circulars.

In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on (Cut-off date) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Private Limited. Shareholders are required to communicate their assent or dissent through the remote e-voting system only. In respect of those Shareholders who have not registered their e-mail ids, the Company has provided the mechanism in this notice to register their e-mail ids and public notice to that effect has already been published in the newspapers.

The Board of Directors of the Company has 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.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Act read with the Rules, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. IST on Saturday, July 03, 2021.

The Scrutinizer will submit his report to any Directors or CEO or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on Monday, July 05, 2021 and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.sadbhaveng.com](http://www.sadbhaveng.com).

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of E- Voting system only, provided by the Company.

## SPECIAL BUSINESS

### Item No. 1

#### Continuation of directorship of Mr. Arun S. Patel as a Non-Executive Independent Director of the Company pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members of the Company be and is hereby given to continue the directorship of Mr. Arun S. Patel (DIN:06365699) as a Non- Executive Independent Director of the Company, notwithstanding that on 15th July, 2021, he attains the age of 75 years till his current terms end i.e. September 25, 2022.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution including but not limited to making Intimation / filings to stock exchange(s) i.e. BSE Limited & National Stock Exchange of India Limited and seeking their approval and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

#### Registered Office:

“Sadbhav House”, Opp. Law Garden Police Chowki,  
Ellisbridge, Ahmedabad - 380006, Gujarat.  
CIN: L45400GJ1988PLC011322

Place : Ahmedabad

Date : May 28, 2021

By Order of the Board  
For Sadbhav Engineering Limited

Sd/-

Hardik Modi

Company Secretary

Membership No.: F9193

#### NOTES:

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’), in relation to Special Business is being provided herewith.
- ii. In terms of the General Circular Nos.14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020 read with General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), **shareholders are required to communicate their assent or dissent through the remote e-voting system only. Voting by post is not allowed, in view of the prevailing situation.** As the remote e-voting does not require a person to attend the meeting physically, the Shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. **Vote by post shall be treated as invalid.**
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/p/2020/242 dated 09.12.2020 and Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company are required to provide remote e-voting facility to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by Central Depository Services (India) Limited (‘CDSL’) **instead of physical mode.**

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, May 28, 2021, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.

- v. Shareholders may note that the Notice will also be available on the Company’s website at [www.sadbhaveng.com](http://www.sadbhaveng.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on website of the e-voting agency- Central Depository Services (India) Limited (‘CDSL’) at [www.evotingindia.com](http://www.evotingindia.com).
- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on Friday, May 28, 2021, (Cut-off date) shall be eligible for e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only.

It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.

- vii. E-voting will commence from Friday, June 04, 2021 (9.00 A.M. IST) to Saturday, July 03, 2021 (5.00 P.M. IST). The e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled thereafter.
- viii. Shareholders who are holding shares of the Company as on as on Friday, May 28, 2021, (Cut-off) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to get the notice of Postal Ballot by electronic means and vote there at.

<b>Physical holding</b>	Please provide necessary detail like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
<b>Demat holding</b>	For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

- ix. Institutional / Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in).
- x. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for the e-voting i.e. Saturday, July 03, 2021. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in).
- xi. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Saturday, July 03, 2021, in terms of Secretarial Standard–II on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India.
- xii. In case you have any queries/issues/grievances connected with e-voting for Postal Ballot , you may refer the Frequently Asked Questions (“FAQs”) and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in)

**xiii. INSTRUCTIONS FOR REMOTE E-VOTING:**

- (i) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

xiv. Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  · Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN(210527009) for SADBHAV ENGINEERING LIMITED on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. **For Demat shareholders -** please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF COMPANIES ACT, 2013**

**Item No. 1**

Mr. Arun S. Patel (DIN: 06365699), is Non-Executive Independent Director of the Company. He is a Practicing Chartered Accountant and having more than 26 years of experience in the filed of audit, taxation, accounts and finance. Mr. Arun S. Patel has been re-appointed as an Independent Director of the Company pursuant to the provision of section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 in the Annual General Meeting held on 26th September, 2017 to hold office for five consecutive years for a second term from September 26, 2017 to September 25, 2022.

Mr. Arun S. Patel (DIN: 06365699) would be attaining the age of 75 years on 15th July, 2021. In view of regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for the continuation of directorship of Mr. Arun S. Patel as a Non-Executive Independent Director after 15th July, 2021, consent of the Members would be required by way of passing Special Resolution.

The Details and brief resume of Mr. Arun S. Patel have been given as part of the Notice, pursuant to regulation 36(3) of SEBI Listing Regulations, 2015. Board of Directors are in opinion that Mr. Arun S. Patel is in good physical condition and of sound and alert mind and the Board is also confident about him being able to function and discharge his duties in an able and competent manner. Considering his seniority, expertise and vast experience in his respective fields, which has benefited the Company immensely, the Board recommends his continuation as director till his current terms end i.e. September 25, 2022.

Mr. Arun S. Patel also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI the Order or any such authority pursuant to circulars dated 20 June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. He also provided a declaration that he meets the criteria for independence as provided in section 149(6) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has also given his consent to act / continue as Independent Director.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for continue as Independent Director and are independent of the management of the Company.

The Board recommends the resolution for the approval of the Members.

Except Mr. Arun S. Patel, none of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed concerned or interested (financially or otherwise) in the resolution.

**Registered Office:**

"Sadbhav House", Opp. Law Garden Police Chowki,  
Ellisbridge, Ahmedabad - 380006, Gujarat.  
CIN: L45400GJ1988PLC011322

**Place :** Ahmedabad

**Date :** May 28, 2021

**By Order of the Board  
For Sadbhav Engineering Limited**

**Sd/-  
Hardik Modi  
Company Secretary  
Membership No.: F9193**



**Details of Directors Seeking Appointment/Reappointment through Postal Ballot**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India)

<b>Name of Director</b>	Mr. Arun S. Patel
<b>Date of Birth</b>	July 15, 1946
<b>Age</b>	74 Years
<b>Date of Appointment</b>	September 26, 2017
<b>Functional Expertise</b>	In the field of audit, taxation, accounts and finance.
<b>Qualifications</b>	Chartered Accountant
<b>Experience</b>	More than 26 Years
<b>Terms of Appointment</b>	Five years from September 26, 2017
<b>Details of remuneration paid/ last drawn</b>	Not Applicable
<b>Disclosure of relationships between directors inter-se</b>	None
<b>Relationship with Manager and other Key Managerial Personnel of the Company</b>	None
<b>The number of Meetings of the Board attended during the year</b>	Six ( FY 2020-21 )
<b>Names of listed entities in which the person also holds the directorship and the membership of the Committees of the Board</b>	1. Sadbhav Engineering Limited 2. Sadbhav Infrastructure Project Limited
<b>Justification for continuing the directorship of Mr. Arun S. Patel as a Non-Executive Independent Director of the Company.</b>	Mr. Arun S. Patel (DIN: 06365699), 74 years, is Non-Executive Independent Director of the Company. He is a Practicing chartered Accountant and having more than 26 years of experience in the field of audit, taxation, accounts and finance.  Board of Directors are in opinion that Mr. Arun S. Patel is in good physical condition and of sound and alert mind and the Board is also confident about him being able to function and discharge his duties in an able and competent manner. Considering his seniority, expertise and vast experience in his respective fields, which has benefited the Company immensely, the Board recommends his continuation as director till his current terms end i.e. September 25, 2022.
<b>Directorship in other Companies</b>	1. Sadbhav Infrastructure Project Limited 2. Maharashtra Border Check Post Network Limited 3. Sadbhav Udaipur Highway Private Limited 4. Ahmedabad Ring Road Infrastructure Limited
<b>Chairman/ Member of Committee in other Companies</b>	1. Sadbhav Infrastructure Project Limited 2. Maharashtra Border Check Post Network Limited 3. Ahmedabad Ring Road Infrastructure Limited
<b>No. of Equity Shares held in the Company</b>	Nil