

Ref: SEL/2019-20/16

June 11, 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: Disclosure of Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

We are pleased to inform that Members of the Company have passed necessary resolutions as set out in the Postal Ballot Notice dated 04.05.2019. The details of Voting Results of Postal Ballot (including voting by electronic means) are enclosed herewith in format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also attached Scrutinizer's Report.

You are requested to take the above on your record.

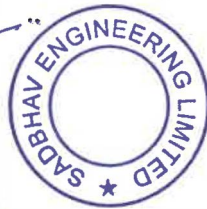
Thanking you.

Yours truly,

**For Sadbhav Engineering Limited**



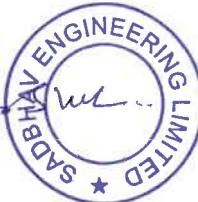
**Tushar Shah**  
**Company Secretary**  
**Mem. No. F7216**



**Encl: As Above**

### Details of Voting Results - Postal Ballot

Sr. No.	Particulars	Details
1.	Date of AGM / EGM	Not Applicable (Resolutions passed through Postal Ballot on <b>June 11, 2019</b> )
2.	Total number of shareholders as on record date <b>(As on Cutoff date i.e. 03-05-2019)</b>	21,186
3.	No. of Shareholders present in the meeting either in person or through proxy:  (i) Promoter and Promoter Group (ii) Public	Not Applicable (Resolutions passed through Postal Ballot)
4.	No. of Shareholders attend the meeting through Video Conferencing:  (i) Promoter and Promoter Group (ii) Public	Not Applicable (Resolutions passed through Postal Ballot)

**SADBHAV ENGINEERING LIMITED (CIN: L45400G)1988PLC011322)**

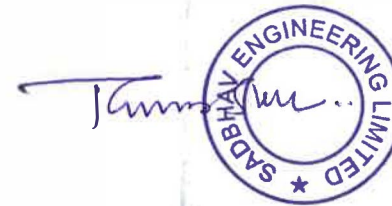
**Details of Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

<b>Resolution 1</b>		Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis						
<b>Date of AGM / EGM</b>		Not Applicable (Resolutions passed through Postal Ballot on June 11, 2019)						
<b>Total Number of Shareholders on Record Date</b>		21,186						
<b>Resolution required (Ordinary / Special )</b>		Special Resolution						
<b>Whether promoter or promoter group are interested in the agenda/ resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes - in favor (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favor on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	E-Voting	79863723	79863223	99.9994	79863223	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>79863223</b>	<b>99.9994</b>	<b>79863223</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public – Institutional holders	E-Voting	66751297	52065791	77.9997	51601400	464391	99.1081	0.8919
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>52065791</b>	<b>77.9997</b>	<b>51601400</b>	<b>464391</b>	<b>99.1081</b>	<b>0.8919</b>
Public-Others	E-Voting	24955780	15108606	60.5415	15108389	217	99.9986	0.0000
	Poll		480	0.0019	480	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>15109086</b>	<b>60.5434</b>	<b>15108869</b>	<b>217</b>	<b>99.9986</b>	<b>0.0014</b>
<b>Total</b>		<b>171570800</b>	<b>147038100</b>	<b>85.7011</b>	<b>146573492</b>	<b>464608</b>	<b>99.6840</b>	<b>0.3160</b>

**Note:**

**1. Details of Invalid Votes:**

<b>Category</b>	<b>No. of Folio</b>	<b>No. of Votes</b>
Promoter & Promoter Group	0	0
Public Institutions	0	0
Public Non Insititutions	0	0



11<sup>th</sup> June, 2019

To,  
The Chairman  
Sadbhav Engineering Limited  
Sadbhav House, Opp-Law Garden Police Chowki,  
Ellisbridge, Ahmedabad- 380006

Respected Sir,

Sub.: Scrutinizer Report

The Board of Directors of Sadbhav Engineering Limited, in its meeting held on 4<sup>th</sup> May, 2019 appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") is complied with.


As required under section 110 of the Act, a notice along with explanatory statement under section 102 of the Act was sent to shareholders by courier along with postal ballot forms (hereinafter referred to as "forms") and pre paid envelop returnable to the Scrutinizer, for passing of Special Resolution to issue of secured/unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis pursuant to the provisions of Sections 42 and 71 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:

The Company has also availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by members of the Company and as permissible under the Act, notices to shareholders were sent through e-mail.

The Shareholders were required to complete the postal ballot forms and return the same in pre-paid envelop addressed to Scrutinizer on or before 8<sup>th</sup> June, 2019 or cast their votes online on the basis of password provided to them by CDSL.

As required under Rule 22(10) of the Rule, a register was maintained and particulars of names, address, folio nos. of shares along with assent and dissent was recorded herein on day to day basis.

*Ravi Kapoor*



Ravi Kapoor & Associates  
Ahmedabad  
COP-2407  
Company Secretaries

**Ravi Kapoor  
&  
Associates**

4<sup>th</sup> Floor,  
"Sharval Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
☎ 26420336/7/9 (R) 26568212  
Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries**

**Trade Mark Agent**

**Insolvency Resolution Professional**

We have received 2 (Two) forms physically. The said Physical ballot forms were found valid and the said shareholders holding 480 (Four Hundred and Eighty) equity shares voted in favour of the resolution. No shareholder has voted against the resolution.

Whereas in e-voting, 143 (One Hundred Forty Three) shareholders having 14,65,73,012 (Fourteen Crores Sixty Five Lakhs Seventy Three Thousand and Twelve) Equity Shares have given their consent and 18 (Eighteen) shareholders having 4,64,608 (Four Lakhs Sixty Four Thousand Six Hundred and Eight) Equity Shares have given their dissent. Summary of the ballot paper received and e-voting with their pattern of voting is as per Annexure-A.

As per Section 110(2) of the Companies Act, 2013, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

The term "requisite majority" which refers to the context of ordinary resolution and special resolution as defined under section 114 of the Act, means:

- a) Intention to propose the resolution as ordinary / special resolution duly specified in the notice as the case may be
- b) Notice required under the Act was duly given
- c) The votes cast in favour of the resolution is more than the votes cast against in case of ordinary resolution and in case of special resolution the votes cast in favour is three times more than the votes cast against.

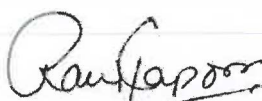
As the conditions prescribed under section 114 of the Companies Act, 2013 are complied with, the resolutions are considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 1 ballot paper received by us for your records as well as report generated from the website of CDSL, with regards to electronic voting.

Thanking you

Yours truly,

**For, Ravi Kapoor & Associates**



**(RAVI KAPOOR)**

**Company Secretary- Scrutinizer**

**FCS-2587**

**COP-2407**



**Annexure-A**

<b>Voting pattern for Physical Ballot forms</b>						
Particulars	No. of Ballot Voted in favour	No. of shares in favour	% of shares in favour	No. of Ballots voted against	No. of shares against	% of shares against
<b>RESOLUTION 1 (Special Resolution)</b> Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	2	480	100	Nil	Nil	Nil
<b>Voting pattern of Electronic Vote</b>						
Particulars	No. of Voted in favour	No. of shares in favour	% of shares in favour	No. of voted against	No. of shares against	% of shares against
<b>RESOLUTION 1 (Special Resolution)</b> Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	143	146573012	99.68	18	464608	0.32
<b>Combined Summary</b>						
Particulars	No. of Voted in favour	No. of shares in favour	% of shares in favour	No. of voted against	No. of shares against	% of shares against
<b>RESOLUTION 1 (Special Resolution)</b> Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	145	146573492	99.68	18	464608	0.32

COUNTER SIGNED BY:

*Ravi Kapoor*



For, **Sadbhav Engineering Limited**

*Tushar Shah*  
Company Secretary  
Tushar Shah  
Membership No. F7216