

Ref: SEL/2020-21/50

November 13, 2020

To,  
The Dy. Gen Manager  
Corporate Relationship Dept.  
BSE Limited  
P. J. Tower, Dalal Street,  
Mumbai- 400 001  
Equity Scrip Code:532710

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 Name: SADBHAV

**Sub: Outcome of Board Meeting of the Company**

Dear Sir/ Madam,

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), we would like to inform you that the meeting of Board of Directors of the Company was held today i.e. Friday, November 13, 2020 at 02.30 p.m. and concluded at 4.15 p.m. Board of Directors has inter alia approved and adopted the following matters:

1. Standalone and Consolidated Unaudited Financial Results of the Company for the quarter and half year ended on September 30, 2020 as per regulation 33 of SEBI (LODR) Regulations, 2015. The copy of the said results along with Limited Review Report on Unaudited Financial Results of the Company for the quarter and half year ended on September 30, 2020.
2. Media Release for Unaudited Financial Results for quarter and half year ended on September 30, 2020 (Q2).
3. Appointment of Mr. Ravi Kapoor, Practicing Company Secretary and proprietor of M/s. Ravi Kapoor & Associates as scrutinizer for conducting Postal Ballot Process in fair and transparent manner.
4. Notice of Postal Ballot.
5. Calendar of Events for the Postal Ballot Process.

In this connection, we are enclosed herewith Calendar of Events for Postal Ballot Process and the copy of Postal Ballot Notice.

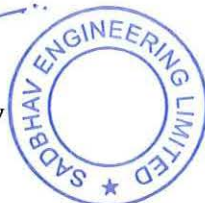
You are requested to take the above on your record.

Thanking You,  
Yours Faithfully,

For Sadbhav Engineering Limited



Tushar Shah  
Company Secretary  
Mem. No. F7216



Encl: As Above

**Sadbhav Engineering Limited**

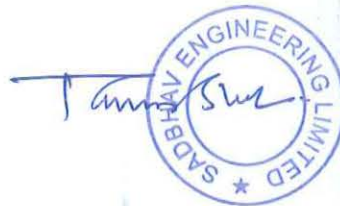
Regd Office : "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad- 380006.

T : +91 79 26463384 F : +91 79 26400210 E : info@sadbhav.co.in Web : www.sadbhav.co.in CIN : L45400GJ1988PLC011322

**SADBHAV ENGINEERING LIMITED**

**CALENDAR OF EVENTS - POSTAL BALLOT-2020**

Sr. No.	Particulars of Events	Proposed Date/Day
1	Intimation of notice of Board Meeting	05.11.2020 Thursday
2	Date on which consent given by the scrutinizer to act as such.	06.11.2020 Friday
3	Date of Board Meeting for approving: i. Postal Ballot Notice ii. Appointment of Scrutinizer	13.11.2020 Friday
4	Outcome of board meeting to Stock Exchanges along with intimation about Postal Ballot	13.11.2020 Friday
5	Cut – off date to be reckoned for determining the members who will be entitled to participate and vote in the Postal Ballot	08.11.2020 Sunday
6	Proposed Date of completion of dispatch of notice(s) through e-mail & filing copies with Stock Exchanges	13.11.2020 Friday
7	Proposed date on or before which publication in English newspaper and one vernacular newspaper about completion of dispatch of Notice of Postal Ballot through e-mail.	14.11.2020 Saturday
8	Voting period Start Date	15.11.2020 Sunday
9	Voting period End Date/ Last date for remote E-voting	14.12.2020 Monday
10	Last Date of submission of the Report to any of Director or KMPs by the Scrutinizer	16.12.2020 Wednesday
11	Declaration of result of Postal Ballot and intimation to the Stock Exchanges and display on website of the Company	16.12.2020 Wednesday



**Sadbhav Engineering Limited**

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

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## SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91 79 40400400 • Fax: +91 79 40400444  
E-mail: [investor@sadbhav.co.in](mailto:investor@sadbhav.co.in) • Web: [www.sadbhaveng.com](http://www.sadbhaveng.com)

### Postal Ballot Notice

[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 an **Ordinary 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 No.14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33 dated 28th September, 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 November 08, 2020 (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 through e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. 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. on Monday, December 14, 2020.

The Scrutinizer will submit his report to any Director or CEO or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballot through evoting process. The result of postal ballot shall be declared on Wednesday, December 16, 2020 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

**Re-classification of Mr. Vipul H. Patel, Mr. Girishbhai N. Patel, Mrs. Rajshree Primtam Patel, Mrs. Truptiben Nileshbhai Patel from "Promoter and Promoter Group" category to "Public" category**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment thereof and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to reclassify following shareholders of Promoter Group for reclassification of their status from "Promoter and Promoters Group" Category to "Public" Category of the Company.

Sr. No.	Name of the Shareholder	No. of Equity Shares held (Face Value of ₹ 1/- each) as on November 06, 2020	Percentage of Shareholding (%)
1.	Mr. Vipul H. Patel	0	0.00
2.	Mr. Girishbhai N. Patel	50,500	0.03
3.	Mrs. Rajshree Pritam Patel	0	0.00
4.	Mrs. Truptiben Nileshbhai Patel	0	0.00

**RESOLVED FURTHER THAT** the above applicants have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions as mentioned below as per Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

- i. The above promoters seeking reclassification shall not have any special rights through formal or informal arrangements.
- ii. They shall not hold more than 10% of the paid up share capital of the Company.
- iii. They shall not act as Key Managerial Personnel for a period of more than three years from the date of shareholders' approval.

**"RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI Listing Regulations and will ensure necessary compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions."

“RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer (CEO) or Company Secretary of the Company be and are hereby authorized 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 & the 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.”

**By Order of the Board  
For Sadbhav Engineering Limited  
Sd/  
Tushar Shah  
Company Secretary  
Mem. No.: F7216**

**Registered Office:  
'Sadbhav House'  
Opp. Law Garden Police Chowki  
Ellisbridge  
Ahmedabad-380006  
Place: Ahmedabad  
Date: 13-11-2020**

#### NOTES

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Business is being provided here with.
- ii. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.22/2020 dated 15th June 2020 and General Circular No. 33 dated 28th September, 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 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 is pleased to provide 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.**
- 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 Sunday, November 8, 2020, (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 Sunday, November 08, 2020, (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 here inafter.

vii. E-voting will commence from Sunday, November 15, 2020 (9.00 A.M. IST) to Monday, December 14, 2020 (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 there after.

viii. Shareholders who are holding shares of the Company as on Sunday, November 08, 2020, (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 thee-voting i.e. Monday, December 14, 2020. 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. Monday, December 14, 2020, 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 E-VOTING:

xiv. Shareholders are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned hereinunder:

1. The shareholders should log on to the e- voting website: [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders/Members.
3. Now Enter your UserID
  - For CDSL : 16 digits beneficiary ID
  - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - 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 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:  
For Shareholders holding shares in Demat Form and Physical Form  
PAN: Enter your 10 digits 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 first 2 letters of their name & the 8 digits of the sequence number in the PAN field.

- In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on Sunday, November 08, 2020, (Cut-off date), may obtain details of sequence number from the Company/RTA.

Date of Birth: 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.

Dividend Bank Details: If both the details above are not recorded with the depository or Company, please enter the DP ID & Client ID / folio number, which is also your User ID, in the Dividend Bank details.

After entering these details appropriately, click on "SUBMIT" tab.

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.

7. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN (201109002) for SADBHAV ENGINEERING LIMITED on which you choose to vote.
9. 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.
10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
11. 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.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
14. If 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.
15. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android/windows or iOS based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI/Foreign Nationals etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be e-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.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No 1

Mr. Vipul H. Patel, Mr. Girishbhai N. Patel, Mrs. Rajshree Primtam Patel, Mrs. Truptiben Nileshbhai Patel belonging to the Promoter and Promoters Group of the Company (hereinafter referred as "the Applicants"), vide its letter dated August 28, 2020, filed a request with the Company, seeking for Re-Classification, from "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Listing Regulations.

The Board of Directors of the Company ("**Board**") considered, analyzed and deliberated over such request and they have approved the aforesaid request in their Board Meeting, which was held on September 02, 2020, subject to the approval of shareholders of the Company & any other Statutory Authority, in this regard, which inter-alia include BSE Limited & National Stock Exchange of India Limited. Accordingly, the approval of shareholders of the Company, is being sought on same through an Ordinary Resolution vide Postal Ballot.

This is to inform you that, as on November 06, 2020, the Applicants were holding 50,500 equity shares, which constitutes 0.029 % of the total share capital of the Company.

The Applicants vide their letter dated August 28,2020, confirmed and undertake, that they:

- i) They do not hold more than ten percent of the total voting rights in the Company;
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They will not represent on the Board of Directors of the Company either myself or on behalf or through a nominee director and not act as Key Managerial Person in the Company for a period of 3 years from the date of such re-classification.
- v) They are not a 'wilful defaulter' as per the Reserve Bank of India guidelines; and
- vi) They are not fugitive economic offenders.

Pursuant to their letter dated August 28, 2020, the Applicants further confirm, that they will comply with the requirements specified in Regulation 31A(4) of the SEBI Listing Regulations, failing which, they shall automatically be reclassified as Promoter/ persons belonging to promoters group, as applicable.

On the basis of above facts & undertaking, the Applicant has applied for such Re-Classification.

**The Shareholders are further informed, that the Company:-**

- i. Is compliant with the requirement of minimum public shareholding as required under regulation 38 of the Listing Regulations,2015;
- ii. Equity shares were not suspended by the stock exchanges from trading;
- iii. Does not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories.

Further, the promoter seeking re-classification and persons related to the promoter seeking re-classification, shall not cast vote, to approve such reclassification.

Post approval from the Shareholders, the Company will file necessary applications with the BSE Limited & National Stock Exchange of India Limited, for the re-classification from "Promoter and Promoter Group" category to "Public" category.

Your Directors, therefore, recommend the resolution for your approval by way of an Ordinary Resolution as set out at Item no.1 of the accompanying Notice.

None of the Directors except, Mr. Shashin V. Patel and Key Managerial Personnel and their relatives except Mrs. Rajshree Pritam Patel and Mrs. Truptiben Nileshbhai Patel, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

**By Order of the Board  
For Sadbhav Engineering Limited  
Sd/  
Tushar Shah  
Company Secretary  
Mem. No.: F7216**

**Registered Office:  
'Sadbhav House'  
Opp. Law Garden Police Chowki  
Ellis bridge  
Ahmedabad-380006  
Gujarat  
Place: Ahmedabad  
Date:13-11-2020**