

Ref: SEL/2020-21/69



January 30, 2021

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.: Voting Results of separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Sadbhav Engineering Limited ('Company') held on Friday, 29th January, 2021 through Video Conferencing ("VC") / Other Audio Visual means ("OAVM") pursuant to the order passed by of Hon'ble National Company Law Tribunal, Ahmedabad Bench dated 1st December, 2020

Dear Sir/ Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of voting results and scrutinizer's report of the separate meetings of the Equity Shareholders, Unsecured Creditors and Secured Creditors ("Meetings") of the Company which were held Friday, 29th January, 2021 at 11:00 a.m. IST, 12.00 Noon IST and 01:00 p.m. IST respectively, pursuant to the order dated 1st December, 2020 passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors ("Scheme").

The Company had provided voting facility through (i) remote e-voting; and (ii) e-voting during the Meeting to the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company. Pursuant to NCLT Order, Mr. Ashish Shah, Practising Company Secretary, appointed by Hon'ble NCLT, acted as scrutinizer to scrutinize the votes cast through remote e-voting and e-voting facility provided during the meeting to the Equity Shareholders, Secured Creditors and Unsecured Creditors.

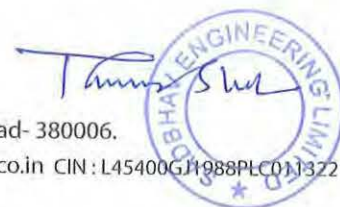
The Scrutinizer has carried out the scrutiny of the votes cast and submitted his Consolidated Report, on 30th January, 2021. The Consolidated Report of Scrutinizer for the said meetings are enclosed as follows:

1. Voting results of equity shareholders (including public shareholders) along with the consolidated Scrutinizer's Report - **Annexure A.**
2. Separate Scrutinizer's Report in respect of voting results of the Public Shareholders - **Annexure B.**
3. Scrutinizer's Report in respect of voting results of Secured creditors - **Annexure C.**
4. Scrutinizer's Report in respect of voting results of Unsecured creditors - **Annexure D.**

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 : L45400GJ1988PLC01372



Based on the Consolidated Reports of the Scrutinizer, the resolution approving the Scheme was passed with requisite majority by equity shareholders (including the case of voting considered for public shareholders), secured creditors and unsecured creditors of the Company. Further, the voting results of meetings are also available on the website of the Company i.e. www.sadbhaveng.com

We request you to kindly take the above on record.

Thanking You.

Yours Truly,

For Sadbhav Engineering Ltd.



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As above

SADBHAV ENGINEERING LIMITED (CIN: L45400GJ1988PLC011322)

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

Date of NCLT Convened Meeting		January 29, 2021						
Total Number of Shareholders on Record Date (December 11, 2020)		41,188						
No. of shareholders present in the meeting either in person or through proxy:								
i. Promoters and Promoter Group		-						
ii. Public		-						
No. of shareholders attended the meeting through Video Conferencing:								
i. Promoters and Promoter Group		16						
ii. Public		26						
Resolution required (Special)		1 - Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors						
Whether promoter or promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	80194394	76960594	95.9675	76960594	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
	Total		76960594	95.9675	76960594	0	100.0000	0.0000
Public - Institutional holders	E-Voting	51931890	39452789	75.9703	39452789	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
	Total		39452789	75.9703	39452789	0	100.0000	0.0000
Public- Non Institutional holders	E-Voting	39444516	11056870	28.0315	11056870	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
	Total		11056870	28.0315	11056870	0	100.0000	0.0000
Total		171570800	127470253	74.2960	127470253	0	100.0000	0.0000

Note:**1. Details of Invalid Votes:**

Category	No. of Folio	No. of Votes
Promoter & Promoter Group	0	0
Public Institutions	0	0
Public Non Insitutions	0	0



SCRUTINIZERS' REPORT

To
Mr. Sandip Patel

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, for the Meeting of the Equity Shareholders of Sadbhav Engineering Limited (Transferee Company) pursuant to the Orders dated 1st December, 2020 under Company Application No. CA (CAA) No.77/NCLT/AHM/2020.

Sub : Consolidated report of Scrutinizer on the results of voting of "Equity Shareholders" through remote e voting and e voting at the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, convened meeting of Equity Shareholders of Sadbhav Engineering Limited for approval of Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act")

Sir,

I, Ashish Shah, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 1st December, 2020 as "the Scrutinizer" for the purpose of conducting the voting done through remote e voting and e voting during the meeting of the Equity Shareholders of Sadbhav Engineering Limited ("Transferee Company") convened by order of NCLT and held on Friday, 29th January, 2021 at 11.00 a.m. through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April, 08, 2020, issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 24th December, 2020 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 24th December, 2020 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders as on the cut-off date i.e. 11th December, 2020 through email.
2. The Company has engaged service of Central Depository Services (India) Limited ("CDSL") for providing facility to vote by electronic means both through remote e-voting and e-voting during the meeting to the Equity Shareholders of the Company.



3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020 (EGM Circular -i), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular - iv) and (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-Voting facility to the shareholders during the AGM and Remote E-Voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 24th December, 2020, through Remote E-Voting and through E-Voting facility during the meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company by 29th December, 2020 and also published an advertisements which appeared in "Financial Express" English Daily and Gujarati Daily, both Ahmedabad Editions on 30th December, 2020.
5. The voting period for remote e-voting facility to Equity Shareholders as on cut-off date i.e. 11th December, 2020 to approve with or without modification the Scheme of Amalgamation commenced from 26th January, 2021 (09.00 a.m. IST) to 28th January, 2021 (05.00 p.m. IST) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the website of CDSL – e Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 29th January, 2021 at around 11.30 a.m. in the presence of two witnesses who were not in the employment of the Company.



Mr. Kinjal Shah



Mr. Gaurav Vesasi

8. In terms of the Companies Act, 2013 and NCLT Order - Voting results of **equity shareholders** of the business transacted through remote e-voting and voting through during meeting is as under:



Item No.1

Approval of the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Promoter Group									
Remote E-Voting	76960594	16	76960594	100	NIL	NIL	NIL	NIL	NIL
E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total (A)	76960594	16	76960594	100	NIL	NIL	NIL	NIL	NIL
Public Group									
Remote E-Voting	50509659	65	50509659	100	NIL	NIL	NIL	NIL	NIL
E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total (B)	50509659	65	50509659	100	NIL	NIL	NIL	NIL	NIL
Total A+B	127470253	81	127470253	100	NIL	NIL	NIL	NIL	NIL

9. Based on the forgoing, the Resolution as proposed in the Notice of the NCLT convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Equity Shareholders of the Company i.e. 29th January, 2021 with a majority of Equity Shareholders exercising voting rights representing three-fourth in value of shares, who voted in favor of the Resolution.



10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.



Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

Mem. No. F5974 and COP No. 4178



Countersigned by

Mr. Sandip Patel

Chairman appointed for the NCLT

Convened Meeting of Equity Shareholders

Place: Ahmedabad

Date: 30th January, 2021



SADBHAV ENGINEERING LIMITED (CIN: L45400GJ1988PLC011322)

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

Date of NCLT Convened Meeting		January 29, 2021						
Total Number of Shareholders on Record Date (December 11, 2020)		41,188						
No. of shareholders present in the meeting either in person or through proxy:								
i. Promoters and Promoter Group		-						
ii. Public		-						
No. of shareholders attended the meeting through Video Conferencing:								
i. Promoters and Promoter Group		16						
ii. Public		26						
Resolution required (Special)		1 - Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors						
Whether promoter or promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	80194394	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutional holders	E-Voting	51931890	39452789	75.9703	39452789	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
	Total		39452789	75.9703	39452789	0	100.0000	0.0000
Public- Non Institutional holders	E-Voting	39444516	11056870	28.0315	11056870	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
	Total		11056870	28.0315	11056870	0	100.0000	0.0000
Total		171570800	50509659	29.4395	50509659	0	100.0000	0.0000

Note:**1. Details of Invalid Votes:**

Category	No. of Folio	No. of Votes
Promoter & Promoter Group	0	0
Public Institutions	0	0
Public Non Insitutions	0	0



SCRUTINIZERS' REPORT

To
Mr. Sandip Patel

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, for the Meeting of the Equity Shareholders of Sadbhav Engineering Limited (Transferee Company) pursuant to the Orders dated 1st December, 2020 under Company Application No. CA (CAA) No.77/NCLT/AHM/2020

Sub : Consolidated report of Scrutinizer on the results of voting of "Public Shareholders" through remote e-voting and e-voting during the meeting at the NCLT convened meeting of Equity Shareholders of the Company held on Friday, 29th January, 2021 at 11:00 a.m. for approval of Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

Sir,

I, Ashish Shah, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 1st December, 2020 as "the Scrutinizer" for the purpose of conducting the voting done through remote e voting and e voting during the meeting of the Equity Shareholders of Sadbhav Engineering Limited ("Transferee Company") convened by order of NCLT and held on Friday, 29th January, 2021 at 11.00 a.m. through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April, 08, 2020, issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 24th December, 2020 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 24th December, 2020 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders as on the cut-off date i.e. 11th December, 2020 through email.
2. The Company had provided facility to the Equity Shareholders facility of remote e voting and e voting during the meeting by using facility offered by Central Depository Services (India) Limited ("CDSL"), the service provider.



3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020 (EGM Circular -i), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular - iv) and (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-Voting facility to the shareholders during the meeting and remote e-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 24th December, 2020, through remote e-voting and through e-voting facility during the meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company by 29th December, 2020 and also published an advertisements which appeared in "Financial Express" English Daily and Gujarati Daily, both Ahmedabad Editions on 30th December, 2020.
5. The voting period for remote e-voting facility to Equity Shareholders as on cut-off date i.e. 11th December, 2020 to approve with or without modification the Scheme of Amalgamation commenced from 26th January, 2021 (09.00 a.m. IST) to 28th January, 2021 (05.00 p.m. IST) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e voting and e voting during the meeting based on the data downloaded from the website of CDSL- Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 29th January, 2021 at around 11.30 a.m. in the presence of two witnesses who were not in the employment of the Company.



Mr. Kinjal Shah



Mr. Gaurav Vesasi

8. In terms of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 and Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 ("SEBI Circulars") - **Voting results of the public shareholders along with a separate Scrutinizers report of the business transacted through remote e-voting and e-voting during the meeting is as under:**



COMPANY SECRETARY

Item No.1

Approval of the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors

(i) Voted in favour of resolution:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Promoter Group									
Remote E-Voting	Promoter and Promoter Group holding 80194394 Equity Shares have not been considered for Voting Process								
E Voting									
Total									
Public Group									
Remote E-Voting	50509659	65	50509659	100	NIL	NIL	NIL	NIL	NIL
E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	50509659	65	50509659	100	NIL	NIL	NIL	NIL	NIL

9. Based on the forgoing, the Resolution as proposed in the Notice of the NCLT convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Equity Shareholders of the Company i.e. 29th January, 2021 with a majority of Equity Shareholders exercising voting rights representing three-fourth in value of shares, who voted in favor of the Resolution.



10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.

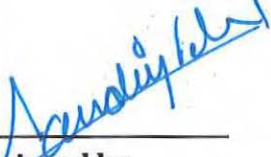


Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

Mem. No. F5974 and COP No. 4178



Countersigned by

Mr. Sandip Patel

Chairman appointed for the NCLT

Convened Meeting of Equity Shareholders

Place: Ahmedabad

Date: 30th January, 2021



SCRUTINIZERS' REPORT

To
Mr. Sandip Patel

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, for the Meeting of the Secured Creditors of Sadbhav Engineering Limited ("Transferee Company") pursuant to the Orders dated 1st December, 2020 under Company Application No. CA (CAA) No.77/NCLT/AHM/2020

Sub : Consolidated report of Scrutinizer on the results of voting of Secured Creditors through remote e-voting and e-voting during the Meeting at the NCLT convened meeting of Secured Creditors of the Company held on Friday, 29th January, 2021 at 12:00 noon for approval of Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme")

Sir,

I, Ashish Shah, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 1st December, 2020 as "the Scrutinizer" for the purpose of conducting the voting done through remote e voting and e voting during the meeting of the Secured Creditors of Sadbhav Engineering Limited ("Transferee Company") convened by order of NCLT and held on Friday, 29th January, 2021 at 12.00 noon through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April, 08, 2020, issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Secured Creditors to the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 24th December, 2020 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 24th December, 2020 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Secured Creditors as on the cut-off date i.e. 11th December, 2020 through email.




COMPANY SECRETARY

2. The Company had provided facility to the Secured Creditors facility of remote e voting and e voting during the meeting by using facility offered by Central Depository Services (India) Limited ("CDSL"), the service provider.
3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020 (EGM Circular -i), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular - iv) and (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the e-voting facility to the creditors during the meeting and remote e-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the votes cast by the creditors for the resolutions (Businesses) contained in the Notice dated December 24, 2020, through remote e-voting and through e-voting facility during the meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Secured Creditors of the Company by 29th December, 2020 and also published an advertisements which appeared in "Financial Express" English Daily and Gujarati Daily, both Ahmedabad Editions on 30th December, 2020.
5. The voting period for remote e-voting facility to Secured Creditors as on cut-off date i.e. 11th December, 2020 to approve with or without modification the Scheme of Amalgamation commenced from 26th January, 2021 (09.00 a.m. IST) to 28th January, 2021 (05.00 p.m. IST) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the website of CDSL- e Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 29th January, 2021 at around 12.20 p.m. in the presence of two witnesses who were not in the employment of the Company.



Mr. Kinjal Shah



Mr. Gaurav Vesasi



8. The result of the voting seeking approval to the Scheme is as under:

Item No.1

Approval of the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors

Voting Method	Value for which votes casted	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		Number of Secured Creditors who voted	Value for which votes casted	% of total number of valid votes cast	Number of Secured Creditors who voted	Value for which votes casted	% of total number of valid votes cast	Number of Secured Creditors who voted	Value for which votes casted
Number of Secured Creditors who voted through Remote E Voting	2322849256	6	2322849256	100	NIL	N.A.	N.A.	NIL	NIL
E-Voting by Secured Creditors through VC/OAV M during the Meeting	318682316	1	318682316	100	NIL	N.A.	N.A.	NIL	NIL
Total	2641531572	7	2641531572	100	NIL	N.A.	N.A.	NIL	NIL

9. Based on the forgoing, the Resolution as proposed in the Notice of the NCLT convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Secured Creditors of the Company i.e. 29th January, 2021 with a majority of Secured Creditors exercising voting rights representing three-fourth in value, who voted in favor of the Resolution.
10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.



Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

Mem. No. F5974 and COP No. 4178



Countersigned by

Mr. Sandip Patel

Chairman appointed for the NCLT

Convened Meeting of Secured Creditors

Place: Ahmedabad

Date: 30th January, 2021



SCRUTINIZERS' REPORT

To

Mr. Sandip Patel

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, for the Meeting of the Unsecured Creditors of Sadbhav Engineering Limited ("Transferee Company") pursuant to the Orders dated 1st December, 2020 under Company Application No. CA (CAA) No.77/NCLT/AHM/2020

Sub : Consolidated report of Scrutinizer on the results of voting of Unsecured Creditors through remote e voting and e voting at the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, convened meeting of Unsecured Creditors of Sadbhav Engineering Limited on Friday, January 29, 2021 at 01:00 p.m. for approval of Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act")

Sir,

I, Ashish Shah, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 1st December, 2020 as "the Scrutinizer" for the purpose of conducting the voting done through remote e voting and e voting during the meeting of the Unsecured Creditors of Sadbhav Engineering Limited ("Transferee Company") convened by order of NCLT and held on Friday, 29th January, 2021 at 01.00 p.m. through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April, 08, 2020, issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), In terms of the Notice dated 24th December, 2020 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 24th December, 2020 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Unsecured Creditors as on the cut-off date i.e. 11th December, 2020 through email and physical copies to those who does not registered their e-mail id and also sent physical copies to those creditors whose email were not delivered



2. The Company has engaged service of Central Depository Services (India) Limited ("CDSL") for providing facility to vote by electronic means both through remote e-voting and e-voting during the meeting to the Unsecured Creditors of the Company.
3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020 (EGM Circular -i), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular - iv) and (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the e-voting facility to the Creditors during the meeting and remote e-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the votes cast by the creditors for the resolutions (Businesses) contained in the Notice dated December 24, 2020, through remote e-voting and through e-voting facility during the meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Unsecured Creditors of the Company by 29th December, 2020 and also published an advertisements which appeared in "Financial Express" English Daily and Gujarati Daily, both Ahmedabad Editions on 30th December, 2020.
5. The voting period for remote e-voting facility to Unsecured Creditors as on cut-off date i.e. 11th December, 2020 to approve with or without modification the Scheme of Amalgamation commenced from 26th January, 2021 (09.00 a.m. IST) to 28th January, 2021 (05.00 p.m. IST) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the website of CDSL- e Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 29th January, 2021 at around 01.20 p.m. in the presence of two witnesses who were not in the employment of the Company.



Mr. Kinjal Shah



Mr. Gaurav Vesasi

8. The result of the voting seeking approval to the Scheme is as under:

Item No.1

Approval of the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors.



Voting Method	Value for which votes casted	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		Number of Unsecured Creditors who voted	Value for which votes casted	% of total number of valid votes cast	Value for which votes casted	Number of Unsecured Creditors who voted	% of total number of valid votes cast	Number of Unsecured Creditors who voted	Value for which votes casted
Number of Unsecured Creditors who voted through Remote E Voting	811537662	85	811537662	83.28	162927067	3	16.72	NIL	NIL
E-Voting by Unsecured Creditors through VC/OAVM during the Meeting	1393355255	3	1393355255	100	NIL	NIL	NIL	NIL	NIL
Total	2204892917	88	2204892917	93.12	162927067	3	6.88	NIL	NIL

9. Based on the forgoing, the Resolution as proposed in the Notice of the NCLT convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Unsecured Creditors of the Company i.e. 29th January, 2021 with a majority of Unsecured Creditors exercising voting rights representing three-fourth in value, who voted in favor of the Resolution.



10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.



Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

Mem. No. F5974 and COP No. 4178



Countersigned by

Mr. Sandip Patel

Chairman appointed for the NCLT

Convened Meeting of Unsecured Creditors

Place: Ahmedabad

Date: 30th January, 2021

