

Ref: SEL/2022-23/182

Date:- March 30, 2023

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/2022-23/168 dated 15th March, 2023, please find attached herewith Notice of Postal Ballot being circulated to the Members for seeking their approval by way of remote e-voting for the following resolutions.

1. Appointment and Change in Designation of Mr. Shashin V. Patel (DIN: 00048328) as the Chairman and Managing Director of the Company (Special Resolution)
2. Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as a Director of the Company (Ordinary Resolution)
3. Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as an Executive Director of the Company (Special Resolution)
4. Appointment of Mr. Jatin Thakkar (DIN: 09312406) as a Non- Executive Director of the Company (Ordinary Resolution)

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, March 24, 2023 ("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>.

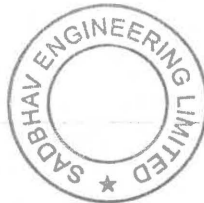
Further, also find below the Schedule of events for Postal Ballot:

Sr. No.	Activity	Date/Day
1	Cut-off Date/Benpos date for sending notice to the Members	24/03/2023, Friday
2	Commencement of e-voting	09:00 a.m. on 31/03/2023, Friday
3	End of voting period	05:00 p.m. on 29/04/2023, Saturday
4	Declaration of voting results	On or before 01/05/2023, Monday

Thanking you,

Yours faithfully,
For **Sadbhav Engineering Limited**

Shashin V. Patel
Chairman and Managing Director
DIN: 00048328
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.sadbhaveng.com CIN: L45400GJ1988PLC011322

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 that, pursuant to the provisions of Section 108, 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 resolutions mentioned in this notice, as an Ordinary / **Special Resolutions through Postal Ballot by way of remote electronic voting (remote e-voting) only.**

Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars"), further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2023, **therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only.** The Companies are allowed 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 / remote 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 remote 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 this 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, 24th March, 2023 (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 would also be 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 09.12.2020**, 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 remote E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing remote 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 Saturday, April 29, 2023.

The Scrutinizer will submit his report to any Directors 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, May 01, 2023 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 and on CDSL website viz. www.evotingindia.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 remote **E- Voting system only**, provided by the Company.

SPECIAL BUSINESS

ITEM NO. 1

APPOINTMENT AND CHANGE IN DESIGNATION OF MR. SHASHIN V. PATEL (DIN: 00048328) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to appoint and change the designation of Mr. Shashin V. Patel (DIN:00048328), from Non-Executive Director – Vice Chairman to the Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 17th December 2022 to 16th December 2025 (both days inclusive) with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shashin V Patel (DIN:00048328), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Shashin V. Patel (DIN:00048328), as a Chairman and Whole time Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013 and rules framed thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit.”

ITEM NO. 2

APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS A DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Dwigesh Joshi (DIN: 09733282), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act) and Articles of Association of the Company and who holds office up to the date of ensuing General Meeting and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee of the Company and a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of

Director, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation under the provisions of the Articles of Association of the Company.”

ITEM NO. 3

APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to recommendation received from Nomination and Remuneration Committee and pursuant to the approval accorded by the Board of Directors of the Company, consent of the Members of the Company be and is hereby given to appoint Mr. Dwigesh Joshi (DIN: 09733282), as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Dwigesh Joshi (DIN: 09733282), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Dwigesh Joshi (DIN: 09733282), as an Executive Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit.”

Item No. 4

APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 (“Act”), Mr. Jatin Thakkar (DIN: 09312406), who was appointed by the Board of

Directors of the company as an Additional Non-Executive Director of the company in the meeting of Board of Directors of the company held on 15th March, 2023 and being eligible, offers himself for appointment and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee of the Company and also received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying its intention to propose the candidature of Mr. Jatin Thakkar (DIN: 09312406) for the office of Non-Executive Director of the Company w.e.f. 15th March, 2023, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit.”

Date: 15th March, 2023
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Engineering Limited

Registered Office:
“Sadbhav House”,
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN : L45400GJ1988PLC011322

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 No. 11/2022 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) dated 28.12.2022 have further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2023, **therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only.** 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 is 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.**
- iv. In compliance with the aforesaid MCA Circulars, this 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, March 24, 2023, (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 websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency- Central Depository Services (India) Limited (‘CDSL’) at www.evotingindia.com.
- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on Friday, March 24, 2023, (Cut-off date) shall be eligible for remote 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. Remote E-voting will commence from Friday, March 31, 2023 (9.00 A.M. IST) to Saturday, April 29, 2023 (5.00 P.M. IST). The remote e-voting shall not be allowed beyond the said date and time and the remote e-voting module shall be disabled thereafter.
- viii. Shareholders who are holding shares of the Company as on as on Friday, March 24, 2023, (Cut-off date) 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**.

Physical holding	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.
Demat holding	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.
- 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 remote e-voting i.e. Saturday, April 29, 2023. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at 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 remote e-voting i.e. Saturday, April 29, 2023, 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 remote e-voting for Postal Ballot, you may refer the Frequently Asked Questions (“FAQs”) and e- voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or at investor@sadbhav.co.in

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on from Friday, March 31, 2023 (9.00 A.M. IST) to Saturday, April 29, 2023 (5.00 P.M. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Friday, March 24, 2023, (Cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 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.
Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 OR 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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SADBHAV ENGINEERING LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “**Resolutions**” 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, 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 or call at toll free no. 1800 22 55 33

Date: 15th March, 2023
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Engineering Limited

Registered Office:
“Sadbhav House”,
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN : L45400GJ1988PLC011322

Hardik Modi
Company Secretary
Membership No. F9193

**Details of Directors Seeking Appointment/Reappointment
(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and in terms of the
Secretarial Standard-2 on General Meetings issued by the Institute of Company
Secretaries of India requires certain additional disclosures with respect to Directors
seeking appointment/re-appointment at the ensuing General Meeting which is mentioned
below)**

Name of Director	Mr. Shashin V. Patel	Mr. Dwigesh Joshi	Mr. Jatin Thakkar
DIN	00048328	09733282	09312406
Date of Birth	02-04-1981	02-10-1982	30-07-1988
Age	41 years	40 years	34 years
Date of Appointment	17-12-2022	15-03-2023	15-03-2023
Terms and conditions of Appointment	For the period of 3 years w.e.f. December 17, 2022 to December 16, 2025 (He shall not be liable to retire by rotation)	For the period of 3 years w.e.f. March 15, 2023 to March 14, 2026 (He shall be liable to retire by rotation)	w.e.f. 15-03-2023 (He shall be liable to retire by rotation)
Disclosure of relationship between Directors inter-se	Not Applicable	Not Applicable	Not Applicable
Disclosure of relationship of Directors with Manager and KMP of the Company	Not Applicable	Not Applicable	Not Applicable
Functional Expertise & Experience	Experience in managing Management Information System, Project bidding and execution	Experience in managing gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.	Experience in managing gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.
Education Qualification(s)	MBA	MBA	CA
Board Position Held	Chairman and Managing Director	Executive Director	Non-executive Director
Remuneration Last Drawn (if any)	NIL	NIL	NIL
No. of Board Meeting	09	01	03

Attended during the year			
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	<ol style="list-style-type: none"> 1. Sadbhav Engineering Limited 2. Sadbhav Infrastructure Project Limited 	NIL	NIL
Chairman / Directorship in other Companies	<ol style="list-style-type: none"> 1. Sadbhav Infrastructure Project Limited 2. Rohtak-Hissar Tollway Private Limited 3. Sadbhav Gadag Highway Private Limited 4. Sadbhav Nainital Highway Limited 5. Sadbhav Bhavnagar Highway Limited 6. Sadbhav Jodhpur Ring Road Private Limited 7. Sadbhav Una Highway Limited 8. Sadbhav Vidarbha Highway Limited 9. Sadbhav Finstock Private Limited 10. Sadbhav Realty Private Limited 	NIL	NIL
Chairman/Member of Committee in other Companies	<ol style="list-style-type: none"> 1. Sadbhav Engineering Limited <ul style="list-style-type: none"> Audit Committee-Member Stakeholders Relationship Committee-Member CSR Committee-Chairman Finance and Investment Committee - Chairman Risk Management Committee – Chairman 2. Sadbhav Nainital Highway Limited <ul style="list-style-type: none"> CSR Committee – Member 3. Sadbhav Una Highway Limited 	NIL	NIL

	CSR Committee - Member		
No. of Equity Shares held in the Company	23,88,866	NIL	NIL
Names of companies along with listed entities in which person has resigned in the past three years.	<ol style="list-style-type: none"> 1. Shreenathji-Udaipur Tollway Private Limited – Resigned w.e.f. 29.02.2020 2. Nagpur - Seoni Express Way Limited – Resigned w.e.f. 29.02.2020 3. Bhilwara-Rajsamand Tollway Private Limited – Resigned w.e.f. 29.02.2020 4. Sadbhav Quarry Works Private Limited – Resigned w.e.f. 19.10.2021 5. Indinfravit Project Managers Private Limited – Resigned w.e.f. 12.12.2022 	NIL	<ol style="list-style-type: none"> 1. Rohtak Panipat Tollway Private Limited – Resigned w.e.f. 29.08.2022 2. Sadbhav Bangalore Highway Private Limited – Resigned w.e.f. 29.08.2022 3. Rohtak Hissar Tollway Private Limited – Resigned w.e.f. 16.05.2022 4. Sadbhav Rudrapur Highway Limited – Resigned w.e.f. 24.11.2022 5. Sadbhav Gadag Highway Private Limited – Resigned w.e.f. 14.05.2022 6. Sadbhav Vidarbha Highway Limited – Resigned w.e.f. 27.06.2022.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Entrepreneur, Infrastructure domain, Business Strategy and Corporate Management.	Experience in managing Corporate Finance, Credit Rating, Project Finance and Proficient in management of Working Capital, Structuring of the Treasury transactions.	Corporate Finance, Managing Banking relationships and Proficient in management of Working Capital, Structuring of the Treasury transactions.
Justification for appointment of Independent Director	N.A.	N.A.	N.A.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

Mr. Shashin V Patel (DIN: 00048328) was appointed as a Vice Chairman in the category of Non-Executive Director with effect from April 25,2020. It is required to appoint and designated him as Chairman and Managing Director of the Company in the category of Key Managerial Personnel for a period of three (3) years w.e.f. 17th December 2022 to 16th December 2025 subject to the approval of the members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and dedication given by Mr. Shashin V Patel (DIN-00048328), the Board of Directors of the Company at its meeting held on 15th March, 2023, has appointed and re-designated him as Chairman and Managing Director of the Company.

Mr. Shashin V. Patel (DIN: 00048328) holds a Master’s degree in Business Administration from K.S. School of Business Management, Gujarat University. He is associated with company since May 23, 2000. He is having a rich experience of more than 22 years and worked under the leadership of Late Shri. Vishnubhai Patel and he currently manages all of the affairs of our company and also drives all the strategic decisions. He is also in-charge of the Management Information System at Sadbhav. He is having an immense management skill of handling all the activities related to all three streams of the company i.e. Roads, Mining and Irrigation. Mr. Shashin V. Patel (DIN: 00048328) is not disqualified from being appointed as Chairman and Managing Director Executive Chairman in terms of Section 164 of the Act and has given his consent to act as Chairman and Managing Director of the Company.

The terms and condition of his re-appointment are as under:

A	Period of Appointment	Three years (from 17 th December, 2022 up to 16 th December, 2025)
B	Remuneration Details	
	Monthly Salary	Up to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only)
	Perquisites and Facilities	
	Commission	The appointee shall be entitled to receive commission on profit as may be determined by the Board for such appointee so that his overall salary including such commission is within the limits provided under the Companies Act, 2013 and rules framed thereunder.
	Medical Reimbursement	As per Company’s Policy.
	Other facilities, if any	It includes Company’s Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Shashin Patel, remuneration by way of Salary including all perquisites not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.

Mr. Shashin V. Patel (DIN: 00048328) is interested in the resolution set out at Item No. 1 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2 & 3

Mr. Dwigesh Joshi (DIN: 09733282) was appointed by the Board of Directors of the company as an Additional Executive Director of the company in the meeting of Board of Directors of the company held on 15th March, 2023. According to provisions of Section 161 of the Companies Act 2013 (“Act”), he holds office as an Additional Executive Director only up to date of this General Meeting. As required under Section 160 of the Act, Company has received a recommendation from Nomination and Remuneration Committee and a notice has been received from a member signifying its intention to propose appointment of Mr. Dwigesh Joshi (DIN: 09733282) as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive), liable to retire by rotation. Mr. Dwigesh Joshi (DIN: 09733282) is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director.

Mr. Dwigesh Joshi (DIN: 09733282) holds a Master’s degree in Business Administration. He is having a rich experience of more than 15 years in Banking sector. He has worked as senior positions with various reputed banks of the Company. He is having an immense management skill of handling financial facilities. He is having a rich experience of 15+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions. Moreover, he is already acting as CFO of the Company under the category of KMP. The terms and condition of his re-appointment are as under:

A	Period of Appointment	Three years (from 15 th March, 2023 up to 14 th March, 2026)
B	Remuneration Details	
	Monthly Salary	Up to Rs. 13,00,000/- (Rupees Thirteen Lakhs Only)
	Perquisites and Facilities	
	Commission	The appointee shall be entitled to receive commission on profit as may be determined by the Board for such appointee so that his overall salary including such commission is within the limits provided under the Companies Act, 2013 and rules framed thereunder.
	Medical Reimbursement	As per Company’s Policy.
	Other facilities, if any	It includes Company’s Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Dwigesh

		<p>Joshi, remuneration by way of Salary including all perquisites not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time.</p>
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Mr. Dwigesh Joshi (DIN: 09733282) is interested in the resolution set out at Item No. 2 & 3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 & 3 of the Notice, except as a member of the Company, if any.

The Board recommends the Ordinary and Special resolution set out at Item No. 2 & 3 respectively of the Notice for approval by the members.

Item No. 4

Mr. Jatin Thakkar (DIN: 09312406) was appointed by the Board of Directors of the company as an Additional Non-Executive Director of the Company in the meeting of Board of Directors of the Company held on 15th March, 2023. According to provisions of Section 161 of the Companies Act 2013 (“Act”), he holds office as an Additional Non-Executive Director only up to date of this General Meeting. As required under Section 160 of the Act, Company has received recommendation from Nomination and Remuneration Committee of the Company and a notice has been received from a member signifying its intention to propose appointment of Mr. Jatin Thakkar (DIN: 09312406) as a Non-Executive Director of the Company w.e.f. 15th March, 2023, liable to retire by rotation. Mr. Jatin Thakkar (DIN: 09312406) is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company.

Mr. Jatin Thakkar is a Member of Institute of Chartered Accountants of India. He is a versatile, high-energy professional, successful in achieving business growth objectives within turnaround time & rapid changing external environment. He is having a rich experience of 14+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.

Mr. Jatin Thakkar (DIN: 09312406) is interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except as a member of the Company, if any.

The Board recommends the Ordinary resolution set out at Item No. 4 of the Notice for approval by the members.

A Statement containing information as per section II of Part II of Schedule V of the Companies Act, 2013.

I. General Information:

Sr. No.	Nature of Industry	Infrastructure development and construction Company primarily focusing on roads, irrigation and mining operations.											
1.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1988											
2.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.											
3.	Financial Performance based on given indicators	Financial Parameters	Financial Year (INR in Lakhs)										
			2021-22	2020-21	2019-20								
		Total Revenue	132257.85	171710.59	236750.75								
		Net Profit/(Loss)	(71631.71)	4103.68	8515.50								
		Amount of Equity Dividend	1715.71 -	1715.71 -	1715.71 -								
		Rate of Equity Dividend	-	-	-								
4.	Foreign Investments or collaborations, if any.	<ul style="list-style-type: none"> The Company has no foreign collaborations as on 31st March, 2022 Foreign Investment in the term of shareholding in the Company of the following as on 31/03/2022 are as under : <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Particular</th> <th>No. of Equity Shares</th> <th>% of share capital</th> </tr> </thead> <tbody> <tr> <td>Foreign Portfolio Investors</td> <td>5785057</td> <td>3.37</td> </tr> <tr> <td>NRI</td> <td>1482126</td> <td>0.86</td> </tr> </tbody> </table>			Particular	No. of Equity Shares	% of share capital	Foreign Portfolio Investors	5785057	3.37	NRI	1482126	0.86
Particular	No. of Equity Shares	% of share capital											
Foreign Portfolio Investors	5785057	3.37											
NRI	1482126	0.86											

II. Information about the appointees:

Sr. No.	Particulars	Mr. Shashin V. Patel	Mr. Dwigesh Joshi
1.	Background details	Mr. Shashin V. Patel holds Master Degree in Business Administration. He is associated with Company since 2007. His scope of work includes overview of the day to day affairs of the Company.	Mr. Dwigesh Joshi holds a Master's degree in Business Administration. He is having a rich experience of more than 15 years in Banking sector. He has worked as senior positions with various reputed banks of the Company.
2.	Past Remuneration	NIL	NIL
3.	Recognition or awards	None	None
4.	Job profile and his suitability	He is having a rich experience of more than 22 years and worked under the leadership of Late Shri. Vishnubhai Patel and he currently manages all of the affairs of our company and also drives all the strategic decisions. He is also in-charge of the Management. He is having an immense management skill of handling all the activities related to all three streams of the company i.e. Roads, Mining and Irrigation. Information System at Sadbhav.	He is having an immense management skill of handling financial facilities. He is having a rich experience of 15+ years in managing in gamut of Corporate Finance, Managing Banking relationships, Debt Capital market, Credit Rating, Project Finance, Costing and Accounting, Supply Chain, Treasury management areas and Proficient in management of Working Capital, Structuring of the Treasury transactions.
5.	Remuneration Proposed	Up to Rs. 15,00,000/- (Rupees Fifteen Lakhs	Up to Rs. 13,00,000/- (Rupees Thirteen Lakhs

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in infrastructure industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Shashin V. Patel the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.	The prevalent levels of remuneration in infrastructure industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Dwigesh Joshi the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None	None

III. Other Information:

1. Reason for loss or inadequate profits: Main Reason for loss or inadequate profits is provisions for impairment of the contract assets.
2. Steps taken or proposed to be taken for improvement: The Company has taken following steps:
 - a) Building up of quality order book
 - b) consistent and continuous focus on technological improvements for new product development and increasing the efficiency;
 - c) concerted efforts on optimising and reduction in fixed costs and optimisation of net working capital;
 - d) reduction in debt and finance cost
3. Expected increase in productivity and profits in measurable terms: After reduction in debt and finance cost, the Company will have single point focus on ramping up the operations, execution of order book and achieving the business target.

Date: 15th March, 2023
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Engineering Limited

Registered Office:
“Sadbhav House”,
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN : L45400GJ1988PLC011322

Hardik Modi
Company Secretary
Membership No. F9193