

Ref: SEL/2023-24/00023

May, 01 2023

To

The Manager (Listing)
Corporate Relationship Dept.
BSE Limited
P. J. Tower,
Dalal Street,
Mumbai - 400 001

The Manager (Listing)
National Stock Exchange of India Limited
"Exchange Plaza",
Plot No C/1, G Block
BandraKurla Complex, Bandra (E)
Mumbai - 400 051

Company Code: 532710 (BSE)

NSE Symbol: SADBHAV (NSE)

Dear Sir/ Madam,

Sub: Proceedings of the Resolutions passed by way of Postal Ballot.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing proceedings of resolutions passed by postal ballot on 29th April, 2023.

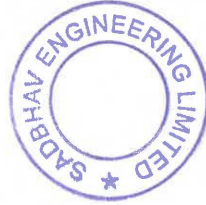
You are requested to take the same on record.

Thanking You,

Yours Faithfully,

For Sadbhav Engineering Limited

Shashin V. Patel
Chairman and Managing Director
DIN: 00048328



Encl: As Above



MINUTES FOR PASSING OF RESOLUTION ON SATURDAY, 29TH APRIL, 2023 THROUGH POSTAL BALLOT OF SADBHAV ENGINEERING LIMITED AND RESULTS OF THE SAME WAS DECLARED ON MONDAY, MAY 01, 2023 AT THE CORPORATE OFFICE OF THE COMPANY.

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following Resolutions were recommended by the Board of Directors for approval of Members through postal ballot in its meeting held on 15th March, 2023:

Sr. No.	Subject of Resolutions	Type of Resolution
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

The Board of Directors in its meeting held on 15th March, 2023 had 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. The Chairman informed that the Notice dated 15th March, 2023, were sent to all the shareholders who have registered their email addresses with the Company as on cut-off date.

The Company had availed the remote E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the members of the Company. The shareholders were requested to cast their vote through remote e-voting system only from Friday, 31st March, 2023 at 9.00 a.m. to Saturday 29th April 2023 at 5.00 p.m.

After due scrutiny of Remote E-voting up to close of working hours on 29th April, 2023, Mr. Ravi Kapoor the scrutinizer submitted a report addressed to the Chairman of the Company on 01st May, 2023 containing the following details:

Sr. No.	Particulars	Resolution 1 - Appointment and Change in Designation of Mr. Shashin V. Patel (DIN: 00048328) as the Chairman and Managing Director of the Company		
		No. of E-votes	No. of shares	% of total valid votes
1.	Total number of votes received through Remote e-voting	187	80095049	100
2.	Less : Invalid votes			
3.	Net Valid votes received through Remote e-voting	187	80095049	100
4.	Remote E-voting in favour (Assent) of the resolution	165	80013414	99.90
5	Remote E-voting against (Dissent) the resolution	22	81635	0.10

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



Sr. No.	Particulars	Resolution 2 - Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as a Director of the company		
		No. of E-votes	No. of shares	% of total valid votes
1.	Total number of votes received through Remote e-voting	187	80095049	100
2.	Less : Invalid votes			
3.	Net Valid votes received through Remote e-voting	187	80095049	100
4.	Remote E-voting in favour (Assent) of the resolution	167	80034264	99.92
5.	Remote E-voting against (Dissent) the resolution	20	60785	0.08

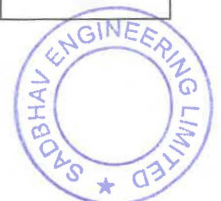
Sr. No.	Particulars	Resolution 3 - Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as an Executive Director of the company		
		No. of E-votes	No. of shares	% of total valid votes
1.	Total number of votes received through Remote e-voting	187	80095049	100
2.	Less : Invalid votes			
3.	Net Valid votes received through Remote e-voting	187	80095049	100
4.	Remote E-voting in favour (Assent) of the resolution	167	80042314	99.93
5.	Remote E-voting against (Dissent) the resolution	20	52735	0.07

Sr. No.	Particulars	Resolution 4 - Appointment of Mr. Jatin Thakkar (DIN: 09312406) as a Non- Executive Director of the company		
		No. of E-votes	No. of shares	% of total valid votes
1.	Total number of votes received through Remote e-voting	187	80095049	100
2.	Less : Invalid votes			
3.	Net Valid votes received through Remote e-voting	187	80095049	100
4.	Remote E-voting in favour (Assent) of the resolution	166	80013864	99.90
5.	Remote E-voting against (Dissent) the resolution	21	81185	0.10


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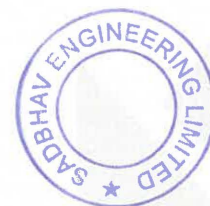
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The following was the Voting Results as per the format prescribed under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

									
Sadbhav Engineering Limited									
Resolution Required : (Special)			1 - APPOINTMENT AND CHANGE IN DESIGNATION OF MR. SHASHIN V. PATEL (DIN: 00048328) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]=[2]/[1]	[4]	[5]	[6]=[4]/[2]*	[7]=[5]/[2]*
Promoter and Promoter Group	E-Voting	64676516	62771691	97.0548	62771691	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62771691	97.0548	62771691	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	18848594	15733498	83.4731	15733498	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		15733498	83.4731	15733498	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	88045690	1589860	1.8057	1508225	81635	94.8653	5.1347	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1589860	1.8057	1508225	81635	94.8653	5.1347	0.0000
Total		171570800	80095049	46.6834	80013414	81635	99.8981	0.1019	0
Details of Invalid Votes									
Category		No. of Votes							
Promoter and Promoter Group		0							
Public Insitutions		0							
Public - Non Insitutions		0							



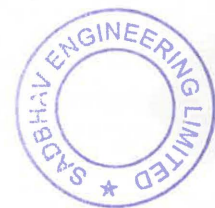
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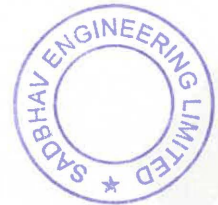
Sadbhav Engineering Limited

Resolution Required : (Ordinary)			2 - APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS A DIRECTOR OF THE COMPANY:						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting	64676516	62771691	97.0548	62771691	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62771691	97.0548	62771691	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	18848594	15733498	83.4731	15733498	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		15733498	83.4731	15733498	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	88045690	1589860	1.8057	1529075	60785	96.1767	3.8233	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1589860	1.8057	1529075	60785	96.1767	3.8233	0
Total		171570800	80095049	46.6834	80034264	60785	99.9241	0.0759	0
Details of Invalid Votes									
Category	No. of Votes								
Promoter and Promoter Group	0								
Public Insitutions	0								
Public - Non Insitutions	0								



Sadbhav Engineering Limited

Resolution Required : (Special)		3 - APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:								
Whether promoter/ promoter group are interested in the agenda/resolution?		NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid	
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$	[8]	
Promoter and Promoter Group	E-Voting	64676516	62771691	97.0548	62771691	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		62771691	97.0548	62771691	0	100.0000	0.0000	0.0000	0
Public Institutions	E-Voting	18848594	15733498	83.4731	15733498	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		15733498	83.4731	15733498	0	100.0000	0.0000	0.0000	0
Public Non Institutions	E-Voting	88045690	1589860	1.8057	1537125	52735	96.6830	3.3170	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1589860	1.8057	1537125	52735	96.6830	3.3170	0.0000	0
Total		171570800	80095049	46.6834	80042314	52735	99.9342	0.0658	0	
Details of Invalid Votes										
Category	No. of Votes									
Promoter and Promoter Group	0									
Public Institutions	0									
Public - Non Institutions	0									



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Sadbhav Engineering Limited

Resolution Required : (Ordinary)		4 - APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS A NONEXECUTIVE DIRECTOR OF THE COMPANY:								
Whether promoter/ promoter group are interested in the agenda/resolution?		NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]	
Promoter and Promoter Group	E-Voting	64676516	62771691	97.0548	62771691	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		62771691	97.0548	62771691	0	100.0000	0.0000	0.0000	0
Public Institutions	E-Voting	18848594	15733498	83.4731	15733498	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		15733498	83.4731	15733498	0	100.0000	0.0000	0.0000	0
Public Non Institutions	E-Voting	88045690	1589860	1.8057	1508675	81185	94.8936	5.1064	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1589860	1.8057	1508675	81185	94.8936	5.1064	0.0000	0
Total		171570800	80095049	46.6834	80013864	81185	99.8986	0.1014	0	
Details of Invalid Votes										
Category	No. of Votes									
Promoter and Promoter Group	0									
Public Institutions	0									
Public - Non Institutions	0									

Mr. Hardik Modi, Company Secretary of the Company, being the person authorized to declare the results of the Postal Ballot, reviewed the reports of the Scrutinizer and the related Voting Results. After the review, he declared that the following resolution was passed by requisite majority of the Shareholders by means of the Postal Ballot, on 29st April, 2023.

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

“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 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.”

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

“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 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 subject to retirement by rotation under the provisions of the Articles of Association of the Company.”

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

“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.

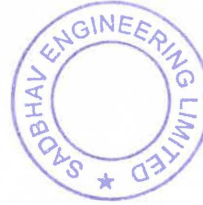
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may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

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

“**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: 01.05.2023
Place: Ahmedabad



Shashin V. Patel
Chairman
DIN: 00048328