



SADBHAV ENGINEERING LIMITED

CIN: L45400GJ1988PLC011322

Registered Office: 'Sadbhav House' Opp. Law Garden Police Chowki, Ellisbridge,
Ahmedabad-380006, Gujarat.

T: 91 79 40400400, F: 91 79 40400444, E-mail: investor@sadbhav.co.in, Web: www.sadbhaveng.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below be passed by the Members through postal ballot or electronic voting (e-voting). The explanatory statement pertaining to the appended resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

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.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 05:00 p.m. on May 29, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on May 31, 2018 at 2.30 p.m. and 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

RESOLUTIONS

1. To approve Related Party Transactions

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

"RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Regulations**") , consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve and enter into Related Party Transactions as mentioned in explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

2. Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities)(Amendment) Notification, 2012 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable laws, rules and regulations and guidelines, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by the Resolution) for making offers or invitations to subscribe to Secured/Unsecured/Redeemable Non-Convertible Debentures (“NCDs”) including but not limited to subordinated Debentures, bond, and/or other debt securities etc. on a private placement basis in one or more tranches during the period of one year from the date of passing the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the numbers of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts ad things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds /documents /undertakings /agreements /papers/writings, as may be required in this regard.

**By Order of the Board
For Sadbhav Engineering Limited**

**Sd/-
Tushar Shah
Company Secretary
M. No.: F7216**

Registered Office:

‘Sadbhav House’
Opp. Law Garden Police Chowki
Ellisbridge
Ahmedabad-380006

Place: Ahmedabad

Date: 24.04.2018

NOTES

1. The explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to special business is annexed.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on April 23, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelop.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on April 23, 2018 will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Corporate Office of the Company situated at 'Sadbhav', Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009, Gujarat on all working days during business hours up to May 29, 2018.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 p.m.) on May 29, 2018. If any postal ballot is received after 05:00 p.m. on May 29, 2018, it will be considered that no reply from the Member has been received.
10. The date of declaration of results of the postal ballot i.e. May 31, 2018, at 2.30 p.m. shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

Instructions for Members for e-voting are as under :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

| | |
|--|--|
| 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field. |
| DOB OR Dividend Bank Details | Enter your Date of Birth in dd/mm/yyyy format. OR Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. April 23, 2018 in the Bank Account Number field. |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- (ix) Members 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 resolution 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.
- (x) Click on the EVSN for Sadbhav Engineering Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolution File Link” if you wish to view the entire Resolution.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, 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

Other Instructions:

- I. The e-voting period commences on April 30, 2018 @9.00 a.m. and ends on May 29, 2018 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on April 23, 2018, may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share Capital of the Company as on April 23, 2018.
- III. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), has been appointed as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
- IV. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on May 31, 2018 at 2.30 p.m..
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhaveng.com and on the website of CDSL www.evotingindia.com and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF COMPANIES ACT, 2013

Item No.1

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee and Meeting of the Board of Directors held on April 24, 2018 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches. The transactions under consideration, is proposed to be enter is in the ordinary course of business and at arm length basis. However considering the nature of agreements which are peculiar in nature in respect of each working site, Company as an abundant caution is taking necessary approval of the shareholders under Section 188 also.

| Sr. No. | Name of the Related Party | Nature of relationship | Estimated Amount (Rs. in Crores) | Nature of transactions |
|---------|---|------------------------|----------------------------------|---------------------------------------|
| 1 | Sadbhav Jodhpur Ring Road Private Limited | Step Down Subsidiary | 975.00 | EPC contract & other related services |
| 2 | Sadbhav Vizag Port Road Private Limited | Step Down Subsidiary | 421.00 | EPC contract & other related services |
| 3 | Sadbhav Bhimasar Bhuj Highway Private Limited | Step Down Subsidiary | 850.00 | EPC contract & other related services |
| 4 | Sadbhav Tumkur Highway Private Limited | Step Down Subsidiary | 784.00 | EPC contract & other related services |
| 5 | Sadbhav KIM Expressway Private Limited | Step Down Subsidiary | 1125.00 | EPC contract & other related services |

One of the main business activities of your Company is to carry out EPC work for the Road Projects. These projects are bid by Sadbhav Infrastructure Project Limited (SIPL) which is subsidiary of the Company and asset holding company for our BOT Projects. On successful bid Special Purpose Vehicle (SPV's) are incorporated with SIPL being the holding Company and Company enters into EPC contract with these SPV's (step down subsidiaries) on ongoing basis.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No.1 to the accompanying Notice as an ordinary resolution.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company.

Item No. 2

Pursuant to the provisions of Sections 42 and 71 of Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") is required to obtain the prior approval of the Members of the Company by way of a Special Resolution.

Keeping in view the requirements of funds for the Company's business operations and the limited availability of funds through bank loans, the Company seeks the approval of the Members to enable the Board of Directors to raise resources through issue of NCDs during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time on a private placement basis in one or more tranches.

Further, the Board of Directors of the Company (the "Board") or any Committee duly constituted by the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the issue, including the

class of investors to whom the debentures are to be allotted, the number of debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/undertaking etc. required to be included in the Private Placement Offer documents and to do and execute all such acts, deeds and things under any other regulatory requirement for the time being in force.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution.

**By Order of the Board
For Sadbhav Engineering Limited**

**Sd/-
Tushar Shah
Company Secretary
M. No.: F7216**

Registered Office:

'Sadbhav House'
Opp. Law Garden Police Chowki
Ellisbridge
Ahmedabad-380006

Place: Ahmedabad

Date: 24.04.2018



SADBHAV ENGINEERING LIMITED

CIN: L45400GJ1988PLC011322

Registered Office: 'Sadbhav House' Opp. Law Garden Police Chowki, Ellisbridge,
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T: 91 79 40400400, F: 91 79 40400444, E-mail: investor@sadbhav.co.in, Web: www.sadbhaveng.com

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Chairman]

| | | |
|----|--|--|
| 1. | Name of the Member(s) (including joint holders, in any) | |
| 2. | Registered address of the Sole / first named member | |
| 3. | Registered Folio No. / DP Id No. / Client ID No. | |
| 4. | Number of Shares held | |

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below :

| Item No. | Particulars of Resolution | No. of Equity Shares for which votes cast | I / We assent to the Resolution [For] | I / We dissent to the Resolution [Against] |
|----------|--|---|---------------------------------------|--|
| 1. | To approve Related Party Transactions -Ordinary Resolution | | | |
| 2. | To issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis – Special Resolution | | | |

Place:

Date:

.....
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

| EVSN (E-Voting Sequence Number) | USER ID | PASSWORD |
|---------------------------------|---------|----------|
| | | |

The e-voting facility will be available during the following voting period:

| | |
|-----------------------------------|----------------------------------|
| Commencement of e-voting | End of e-voting |
| Monday, April 30, 2018 @9.00 a.m. | Tuesday, May 29, 2018 @5.00 p.m. |

- Notes :** 1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is May 29, 2018 up to 05:00 p.m.

Instructions

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Ravi Kapoor, Practicing Company Secretary ("Scrutinizer") at the address of the Registrar & Share Transfer Agent of the Company, Link Intime India Pvt. Ltd., C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, in the attached self-addressed business reply envelope, on or before 5:00 p.m. on May 29, 2018. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the Member on or before 5:00 p.m. on May 29, 2018 will also be accepted.
2. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/DepositoryParticipants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case postal ballot form is signed through a Delegate/Authorised person, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. Duly completed postal ballot form should reach the Scrutinizer at the address of the Registrar & Share Transfer Agent of the Company, Link Intime India Pvt. Ltd., C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, not later than May 29, 2018 before 5:00 p.m. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one postal ballot form for every folio/DP ID-Client ID irrespective of the number of joint Member (s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. A Member may request for a duplicate Postal Ballot Form and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
6. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7. The voting rights for the equity shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on April 23, 2018.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor need to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
11. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
12. Kindly note that the Members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
13. The result of the postal ballot would be announced by the Managing Director or any other Director of the Company on May 31, 2018 at 2.30 p.m. and displayed on the Notice Board of the Company at its Corporate Office situated at 'Sadbhav', Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009, Gujarat and communicated to the Stock Exchange. The results will be displayed on the website of the Company i.e. www.sadbhaveng.com, for the information of the Members.