

Ref: SEL/BSE/2018-19/19

May 31, 2018

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited
PJ Tower, Dalal Street,
Mumbai- 400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Fax : 022-26598237-38

Equity Scrip Code:532710

Equity Scrip Name: SADBHAV

Sub: Disclosure of Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We are pleased to inform that Members of the Company have passed necessary resolutions as set out in the Postal Ballot Notice dated 24.04.2018. The details of Voting Results of Postal Ballot (including voting by electronic means) are enclosed herewith in format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also attached Scrutinizer's Report.

You are requested to take the above on your record.

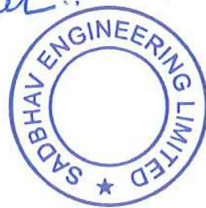
Thanking you.

Yours truly,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As Above

Details of Voting Results – Postal Ballot

Sr. No.	Particulars	Details
1.	Date of AGM / EGM	Not Applicable (Resolutions passed through Postal Ballot on May 31, 2018)
2.	Total number of shareholders as on record date (As on Cutoff date i.e. 23-04-2018)	18,515
3.	No. of Shareholders present in the meeting either in person or through proxy: (i) Promoter and Promoter Group (ii) Public	Not Applicable (Resolutions passed through Postal Ballot)
4.	No. of Shareholders attend the meeting through Video Conferencing: (i) Promoter and Promoter Group (ii) Public	Not Applicable (Resolutions passed through Postal Ballot)



The image shows a handwritten signature in blue ink over a circular blue stamp. The stamp contains the text "SADBHAV ENGINEERING LIMITED" around the perimeter and a small star in the center.

SADBHAV ENGINEERING LIMITED (CIN: L45400GJ1988PLC011322)

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

Resolution 1		Approve of the Related Party Transactions						
Date of AGM / EGM		Not Applicable (Resolutions passed through Postal Ballot on May 31, 2018)						
Total Number of Shareholders on Record Date		18,515						
Resolution required (Ordinary / Special)		Ordinary Resolution						
Whether promoter or promoter group are interested in the agenda/ resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	79734880	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Institutional holders	E-Voting	64747281	44115190	68.13	43734298	380892	99.14	0.86
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		1264500	1.95	1264500	0	100.00	0.00
	Total		45379690	70.09	44998798	380892	99.16	0.84
Public-Others	E-Voting	27088639	16382630	60.48	16382064	566	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		787	0.00	787	0	100.00	0.00
	Total		16383417	60.48	16382851	566	100.00	0.00
Total		171570800	61763107	36.00	61381649	381458.00	99.38	0.62



SADBHAV ENGINEERING LIMITED (CIN: L45400GJ1988PLC011322)

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

Resolution 2		Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis						
Date of AGM / EGM		Not Applicable (Resolutions passed through Postal Ballot on May 31, 2018)						
Total Number of Shareholders on Record Date		18,515						
Resolution required (Ordinary / Special)		Special Resolution						
Whether promoter or promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	79734880	79,734,380	100.00	79,734,380	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		79,734,380	0.00	79,734,380	0	100.00	0.00
Public - Institutional holders	E-Voting	64747281	44466374	68.68	43951716	514658	98.84	1.16
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1264500	1.95	1264500	0	100.00	0.00
	Total		45730874	70.63	45216216	514658	98.87	1.13
Public-Others	E-Voting	27088639	16382630	60.48	16382379	251	99.99	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		787	0.00	787	0	100.00	0.00
	Total		16383417	60.48	16383166	251	100.00	0.00
Total		171570800	141848671	82.68	141333762	514909	99.64	0.36



 SADBHAV ENGINEERING LIMITED

**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

31st May, 2018

To,
The Chairman
Sadbhav Engineering Limited
Sadbhav House, Opp-Law Garden Police Chowki,
Ellisbridge, Ahmedabad- 380006

Respected Sir,

Sub.: Scrutinizer Report

The Board of Directors of Sadbhav Engineering Limited, in it's meeting held on 24th April, 2018 appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") is complied with.

As required under section 110 of the Act, a notice along with explanatory statement under section 102 of the Act was sent to shareholders by courier along with postal ballot forms (hereinafter referred to as "forms") and pre paid envelop returnable to the Scrutinizer, for (i) by way of Ordinary Resolution approving related party transactions pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions and rules, 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 Securities and Exchange Board of India (LODR) Regulations, 2015 and for (ii) passing of Special Resolution to issue of secured/unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions and rules, 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 there under, 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 Company has also availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by members of the Company and as permissible under the Act, notices to shareholders were sent through e-mail.

The Shareholders were required to complete the postal ballot forms and return the same in pre-paid envelop addressed to Scrutinizer on or before 29th May, 2018 or cast their votes online on the basis of password provided to them by CDSL. Accordingly, the postal ballots received after 29th May, 2018 have not been considered.

As required under Rule 22(10) of the Rule, a register was maintained and particulars of names, address, folio nos. of shares along with assent and dissent was recorded herein on day to day basis.

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

We have received 9 (Nine) forms physically. None of the physical ballots form was found invalid and none of the shareholders have voted against the proposed resolutions. However 1 shareholder having 25 shares has abstained from voting in both the resolutions. 8 (Eight) shareholders having 12,65,287 (Twelve Lac Sixty Five Thousand Two Hundred Eighty Seven) Equity Shares voted for in both the resolutions.

Whereas in e-voting, with respect to resolution no. 1, 140 shareholders having 6,01,16,362 Equity Shares have given their consent and 14 shareholders having 3,81,458 Equity Shares have given their dissent. With respect to resolution no. 2, 159 shareholders having 14,00,68,475 Equity Shares have given their consent and 19 shareholders having 5,14,909 Equity Shares have given their dissent. Summary of the ballot papers received and e-voting with their pattern of voting is as per Annexure-A.

As per Section 110(2) of the Companies Act, 2013, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

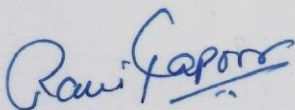
The term "requisite majority" which refers to the context of ordinary resolution and special resolution as defined under section 114 of the Act, means:

- a) intention to propose the resolution as ordinary / special resolution duly specified in the notice as the case may be
- b) notice required under the Act was duly given
- c) the votes cast in favour of the resolution is more than the votes cast against in case of ordinary resolution and in case of special resolution the votes cast in favour is three times more than the votes cast against.

As the conditions prescribed under section 114 of the Companies Act, 2013 are complied with, the resolutions are considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 9 ballot papers received by us for your records as well as report generated from the website of CDSL, with regards to electronic voting.

Thanking you
Yours truly,



**For, Ravi Kapoor & Associates
(RAVI KAPOOR)
Company Secretary- Scrutinizer
FCS-2587
COP-2407**



Annexure-A

Voting pattern for Physical Ballot forms						
Particulars	No. of Ballot Voted in favour	No. of shares in favour	% of shares in favour	No. of Ballots voted against	No. of shares against	% of shares against
RESOLUTION 1 (Ordinary Resolution) To approve Related Party Transactions	8	1265287	100	0	0	0
RESOLUTION 2 (Special Resolution) Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	8	1265287	100	0	0	0
Voting pattern of Electronic Vote						
Particulars	No. of Voted in favour	No. of shares in favour	% of shares in favour	No. of voted against	No. of shares against	% of shares against
RESOLUTION 1 (Ordinary Resolution) To approve Related Party Transactions	140	60116362	99.37	14	381458	0.63
RESOLUTION 2 (Special Resolution) Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	159	140068475	99.63	19	514909	0.37
Combined Summary						
Particulars	No. of Voted in favour	No. of shares in favour	% of shares in favour	No. of voted against	No. of shares against	% of shares against
RESOLUTION 1 (Ordinary Resolution) To approve Related Party Transactions	148	61381649	99.38	14	381458	0.62
RESOLUTION 2 (Special Resolution) Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	167	141333762	99.64	19	514909	0.36

Ravi Kapoor

