

REF:SEL/BSE/2016-17/ 023
16.01.2017

To,
The Dy. Gen. Manager,
Corporate Relationship Dept.,
BSE Ltd.
PJ Tower, Dalal Street,
Mumbai – 400 001
Fax No.022-22722037-39
Equity Scrip Code:532710

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

Subject : Minutes for declaration of results of postal ballot held on 28.11.2016


Dear Sir,

Pursuant to the SEBI (LODR) Regulations, 2015, we are enclosed herewith minutes for passing of resolution through postal ballot and the results declared of the same on 12.01.2017.

Kindly take a note of the same.

Thanking You,

Yours faithfully,
For, Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216

MINUTES FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT AND THE RESULTS OF THE SAME WAS DECLARED ON THURSDAY 12TH JANUARY, 2017 AT THE CORPORATE OFFICE OF THE COMPANY AT 04.00 P.M.

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following Resolution was recommended by the Board of Directors for approval of Members in its meeting held on November 28, 2016 :

Sr. No.	Subject of Resolution	Type of Resolution
1	To approve Related Party Transaction	Ordinary Resolution

The Board of Directors through a resolution passed at the Board Meeting held on November 28, 2016 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. He also stated that the Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The Company had also availed the E-Voting facility offered by CDSL for conducting e-Voting by the members of the Company. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than 05:00 p.m. on January 10, 2017.

The Company had earlier dispatched the Postal Ballot Notice dated November 28, 2016, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing the Ordinary Resolution pursuant to provisions of Section 188 of Companies Act, 2013 to approve Related Party Transaction by postal ballot, to the Members of the Company on 8th December, 2016.

After due scrutiny of all the postal ballot forms received up to close of working hours on January 10, 2017 (being the last date fixed for return of the duly filed in Postal Ballot forms by the Members). Mr. Ravi Kapoor the scrutinizer appointed by the board submitted a report addressed to the Chairman of the Board on 12th January, 2017 containing the following details :

Sr. No.	Particulars	No. of postal ballot forms	No. of shares	% of total valid votes
1.	Total number of ballot forms received including e-voting	178	51881694	100
2.	Less : Invalid postal Ballot forms (as per register)	Nil	Nil	Nil
3.	Net Valid Postal Ballot forms including e-voting (as per register)	178	51881694	100
4.	Postal Ballots voted in favour (Assent) of the resolution including e-voting	170	51652457	99.56
5.	Postal Ballots voted against (Dissent) the resolution including e-voting	8	229237	0.44

SANKET - 26442364


Chairman's Initials

The following was the Voting Results as per the format prescribed under SEBI (LODR) Regulations, 2015 :

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Vote s Polle d on outst andi ng shar es (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E- Voting	80234880	0	0.00	0	0	0.00	0.00
	Poll	Not Applicable						
	Postal Ballot							
Public – Institutional holders	E- Voting	87217326	50500786	57.90	50272090	228696	99.55	0.45
	Poll	Not Applicable						
	Postal Ballot	87217326	1363900	1.56	1363900	0	100.00	0.00
Public-Others	E- Voting	4118594	8378	0.20	7837	541	93.54	6.46
	Poll	Not Applicable						
	Postal Ballot	4118594	8630	0.21	8630	0	100.00	0.00
Total		171570800	51881694	30.24	51652457	229237	99.56	0.44

Mr. Tushar D. Shah, 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 the following resolution passed by the members as an Ordinary Resolution unanimously by means of the Postal Ballot, on January 10, 2017 :

1. To approve Related Party Transactions

“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 Securities and Exchange Board of India (LODR) 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 Transaction as mentioned in explanatory statement annexed to the notice.


Chairman's Initials

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the 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.”

Place : Ahmedabad
Date : 13.01.2017


Chairman