

Ref: SEL/BSE/2018-19/20

June 1, 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: Minutes for Declaration of Results of Postal Ballot on 31.05.2018

Dear Sir/ Madam,

Pursuant to the SEBI (LODR) Regulations, 2015, we are enclosed herewith Minutes for passing of resolutions through Postal Ballot and the Results declared of the same on 31.05.2018.

You are requested to take the above on your record.

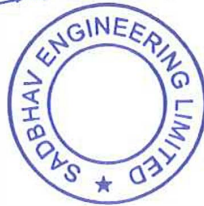
Thanking you.

Yours truly,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As Above

MINUTES FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT OF SADBHAV ENGINEERING LIMITED AND RESULTS OF THE SAME WAS DECLARED ON THURSDAY, MAY 31, 2018 AT 2:30 P.M. 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 in its meeting held on April 24, 2018:

Sr. No.	Subject of Resolution	Type of Resolution
1	To approve Related Party Transaction	Ordinary Resolution
2	To issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis	Special Resolution

The Board of Directors through a resolution passed at the Board Meeting held on April 24, 2018 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 also informed 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 May 29, 2018.

The Company had earlier dispatched the Postal Ballot Notice dated April 28, 2018, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing the Resolutions for to approving Related Party Transaction and Issuance of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis by Postal Ballot, to the Members of the Company.

After due scrutiny of all the Postal Ballot Forms received up to close of working hours on May 29, 2018 (being the last date fixed for return of the duly filed in Postal Ballot forms by the Members), Mr. Ravi Kapoor the scrutinizer submitted a report addressed to the Chairman of the Company on May 31, 2018 containing the following details :

Sr. No.	Particulars	Resolution 1			Resolution 2		
		No. of postal ballot forms	No. of shares	% of total valid votes	No. of postal ballot forms	No. of shares	% of total valid votes
1.	Total number of ballot forms received including e-voting	163	61763132	100	187	141848696	100
2.	<u>Less</u> : Invalid postal Ballot forms (as per register)	0	0	0.00	0	0	0.00
3.	Net Valid Postal Ballot forms including e-voting (as per register) *	162	61763107	100	186	141848671	100

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4.	Postal Ballots voted in favour (Assent) of the resolution including e-voting	148	61381649	99.38	167	141333762	99.64
5.	Postal Ballots voted against (Dissent) the resolution including e-voting	14	381458	0.62	19	514909	0.36

*In physical ballots, one (1) shareholder having 25 shares has abstained from voting in both the resolutions.

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

Resolution Required : (Ordinary)		1 - To approve Related Party Transactions.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
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
Promoter and Promoter Group	E-Voting	79734880	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Institutions	E-Voting	64747281	44115190	68.13	43734298	380892	99.13	0.86	0
	Poll		1264500	1.95	1264500	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		45379690	70.08	44998798	380892	99.16	0.83	0
Public Non Institutions	E-Voting	27088639	16382630	60.47	16382064	566	99.99	0.00	0
	Poll		787	0.00	787	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		16383417	60.48	16382851	566	99.99	0.00	0
Total		171570800	61763107	35.99	61381649	381458	99.38	0.61	0

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Resolution Required : (Special)			2 - To Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis						
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
Promoter and Promoter Group	E-Voting	79734880	79734380	99.99	79734380	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		79734380	99.99	79734380	0	100.00	0.00	0
Public Institutions	E-Voting	64747281	44466374	68.67	43951716	514658	98.84	1.15	0
	Poll		1264500	1.95	1264500	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		45730874	70.62	45216216	514658	98.87	1.12	0
Public Non Institutions	E-Voting	27088639	16382630	60.47	16382379	251	99.99	0.00	0
	Poll		787	0.00	787	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		16383417	60.48	16383166	251	99.99	0.00	0
Total		171570800	141848671	82.67	141333762	514909	99.63	0.36	0

Mr. Shashin V. Patel, Managing Director 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 a requisite majority of the Shareholders by means of the Postal Ballot, on May 31, 2018:

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 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

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SANKET - Ph. : 26442364, 7624022020

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:

"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 and 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.

Date : 02/06/2018
Place : Ahmedabad

S V Patel

CHAIRMAN