

REF:SEL/BSE/2016-17/ 01

29/08/2016

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 : Disclosure of Voting Results of Postal Ballot under Regulation 44 of the SEBI (LODR) Regulations, 2015

Dear Sir,

With reference to the above, we are pleased to inform that members of the Company have passed Ordinary Resolution as set out in the Postal Ballot Notice dated 15.07.2016.

Pl find enclosed herewith result of voting on Postal Ballot along with a report of the Scrutinizer appointed by the Board to conduct the Postal Ballot process are enclosed herewith.

Kindly take a note of the same.

Thanking You,

Yours faithfully,
For, Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216

Details of the voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SADSHAV ENGINEERING LIMITED

Date of AGM/EGM:	27th August, 2015
Total number of shareholders on record date:	11338
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise
In case of Poll/Postal Ballot/E-voting:

Resolution 1 : Ordinary Resolution for approve and ratify Related Party Transactions

Promoter/Public	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 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	80909880	0	0.00	0	0	0.00	0.00
	Poll			Not Applicable				
Public - Institutional holders	Postal Ballot	86290953	48743047	56.49	48743047	0	100.00	0.00
	E-Voting			Not Applicable				
Public-Others	Postal Ballot	86290953	1322900	1.10	1322900	175	0.00	0.00
	E-Voting	4369967	48185		48010			
	Poll							
Total	Postal Ballot	4369967	3269		3269	0	100.00	0.00
	Poll	171570800	50117401	29.21	50117226	175	100.00	0.00

Thomas Swick



29th August, 2016

To,
The Chairman
Sadbhav Engineering Limited
Sadbhav House, Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380 006.

Respected Sir,

Sub.: Scrutinizer Report

Sadbhav Engineering Limited, has vide resolution of its Board of Directors Dated 15th July, 2016 has appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (Act for short) read with the Companies (Management and Administration) Rules, 2014 (Rules for Short) 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 the shareholders by Courier along with postal ballot forms (Forms for short) and pre-paid postal envelope returnable to the Scrutinizer, for passing of Resolution as Ordinary Resolution to approve and ratify Related Party Transactions.

The Company has also availed the E-Voting facility offered by Central Depository Services Limited (CDSL) for conducting e-Voting by the members of the Company and as permitted under General Circular No. 72/2011 dated 27th December, 2011 notices to shareholders were sent through e mail.

The shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer on or before 27th August, 2016 or cast their vote online on the basis of password provided to them by CDSL. Accordingly, the postal ballots received after 27th August, 2016 have not been considered. As required under Rule 22(10) of the Companies (Management and Administrative) Rules, 2014, a register was maintained and particulars of name, address, folio no. of shares along with assent and dissent was recorded therein on day to day basis.

We have received 30 forms physically and 154 Shareholders have voted electronically. Out of the physical ballots none of the forms was found invalid and none of the shareholders have voted against the resolution. All 30 shareholder having 1326169 Equity Shares voted for in the resolution.

Whereas in E Voting for the resolution, 152 shareholders having 4,87,91,057 Equity Shares have given their consent and 2 shareholders having 175 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**.

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**

As per Rule 22(7) of the Companies (Management and Administrative) Rules, 2014, 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.

As per Rule 22(7) of the Rules, "requisite majority" with regard to special resolution as defined under Section 114 (2) of the Companies Act, 2013 means:

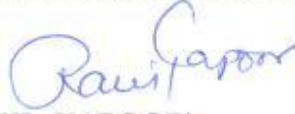
- a) intention to propose the resolution as special resolution duly specified in the notice
- b) notice required under the Act was duly given
- c) the votes cast in favour of the resolution is three times more than the vote cast against.

The notice was sent in respect of the resolution as mentioned above, which satisfied the above conditions prescribed under Section 114(2) of the Companies Act, 2013 therefore the resolution is considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 30 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 Faithfully,
For, Ravi Kapoor & Associates


(RAVI KAPOOR)
Company Secretary-Scrutinizer



FCS-2587
COP-2407

Annexure - A

Voting Pattern of Physical Ballot Forms						
Particulars	No. of Ballot Voted in favour	No. of Shares in favour	% of shares in favour	No. of Ballot Voted against	No. of Shares against	% of shares against
Ordinary Resolution to approve and ratify Related Party Transactions.	30	13,26,169	100.00	0	0	0.00
Voting Pattern of Electronic Ballot						
Particulars	No. of Ballot Voted in favour	No. of Shares in favour	% of shares in favour	No. of Ballot Voted against	No. of Shares against	% of shares against
Ordinary Resolution to approve and ratify Related Party Transactions.	152	4,87,91,057	99.9996	2	175	0.0004
Combined Summary						
Particulars	No. of Ballot Voted in favour	No. of Shares in favour	% of shares in favour	No. of Ballot Voted against	No. of Shares against	% of shares against
Ordinary Resolution to approve and ratify Related Party Transactions.	182	5,01,17,226	99.9997	2	175	0.0003

Ravi Kapoor