

REF:SEL/BSE/2016-17/ 012

13.01.2017

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 : 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 28.11.2016.

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**



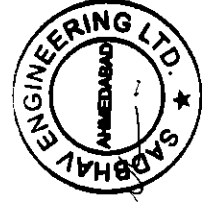
**Tushar Shah
Company Secretary
Mem. No. F7216**

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

SADBHAV ENGINEERING LIMITED	
Date of AGM/EGM:	10th January, 2017
Total number of shareholders on record date:	11912
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

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

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	80234880	0	0.00	Not Applicable	0	0.00	0.00
	Poll							
	Postal Ballot							
Public - Institutional holders	E-Voting	87217326	50500786	57.90	50272090	228696	99.55	0.45
	Poll							
	Postal Ballot							
Public-Others	E-Voting	87217326	1363900	1.56	1363900	0	100.00	0.00
	Poll	4118594	8378	0.20	7837	541	93.54	6.46
	Postal Ballot							
Total		171570800	51881694	30.24	51652457	229237	99.56	0.44



Thina S...

12th January, 2017

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 28th November, 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 (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 passing of Resolutions as an Ordinary Resolution to approve related party transaction.

The Company has also availed the E-voting facility offered by Central Depository Services 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 10th January, 2017 or cast their votes online on the basis of password provided to them by CDSL. Accordingly, the postal ballots received after 10th January, 2017 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.

We have received 34 forms physically. Out of the physical ballots none of the forms was found invalid and none of the shareholders have voted against the resolution. All 34 shareholders having 1372530 Equity Shares voted for the resolution.

Whereas in e-voting, 136 shareholders having 50279927 Equity Shares have given their consent and 8 shareholders having 229237 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

As per Rule 22(7) of the Rules, 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 Act, 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 votes cast against.

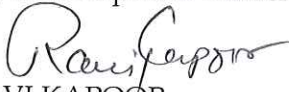
The notice was sent in respect of the resolution as mentioned above, which satisfied the above conditions prescribed under section 114(2) of the Act, therefore, the resolution is considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 34 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,

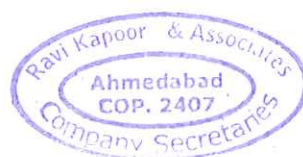
For, Ravi Kapoor & Associates


(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
Ordinary Resolution to approve related party transaction	34	1372530	100	0	0	N.A.
Voting pattern of Electronic Ballot						
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
Ordinary Resolution to approve related party transaction	136	50279927	99.55	8	229237	0.45
Combined Summary						
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
Ordinary Resolution to approve related party transaction	170	51652457	99.56	8	229237	0.44



Ravi Kapoor