

Ref: SIPL/2023-24/007

1st May, 2023

To

The Manager (Listing)

Corporate Relationship Dept.

BSE Limited

P. J. Tower,

Dalal Street,

Mumbai - 400 001

Company Code: 539346 (BSE)

The Manager (Listing)

National Stock Exchange of India Limited

"Exchange Plaza",

Plot No C/1, G Block

BandraKurla Complex, Bandra (E)

Mumbai - 400 051

NSE Symbol: SADBHIN (NSE)

Dear Sir/ madam,

Sub: Proceedings of the Resolutions passed by way of Postal Ballot.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing proceedings of resolutions passed by postal ballot on 29th April, 2023.

You are requested to take the same on record.

Thanking You,

Yours Faithfully,

For Sadbhav Infrastructure Project Limited

Shashin V Patel Executive Chairman DIN-00048328

Encl: a. a





REPORT OF THE CHAIRMAN DECLARING THE RESULT OF THE RESOLUTION PROPOSED THROUGH POSTAL BALLOT OF SADBHAV INFRASTRUCTURE PROJECT LIMITED ON SATURDAY, 29TH APRIL, 2023 BASED ON THE SCRUTINIZER'S REPORT SUBMITTED TO HIM:

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 through postal ballot in its meeting held on 15th March, 2023:

Sr. No.	Subject of Resolution	Type of Resolution
1	APPOINTMENT AND CHANGE IN DESIGNATION OF MR.	Special Resolution
	SHASHIN V. PATEL (DIN: 00048328) AS THE EXECUTIVE	
	CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY	
2	APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS A	Ordinary Resolution
	DIRECTOR OF THE COMPANY	
3	APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS	Special Resolution
	AN EXECUTIVE DIRECTOR OF THE COMPANY	
4	APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS A	Ordinary Resolution
	NON- EXECUTIVE DIRECTOR OF THE COMPANY	

The Board of Directors in its meeting held on 15th March, 2023 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 informed that the Notice dated 15th March, 2023, were sent to all the shareholders who have registered their email addresses with the Company as on cut-off date.

The Company had availed the remote E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the members of the Company. The shareholders were requested to caste their vote through remote e-voting system only Friday, $31^{\rm st}$ March, 2023 at 9.00 a.m. to Saturday $29^{\rm th}$ April 2023 at 5.00 p.m.

After due scrutiny of Remote E-voting up to close of working hours on 29th April, 2023, Mr. Ravi Kapoor the scrutinizer submitted a report addressed to the Chairman of the Company on 1st May, 2023 containing the following details:

Sr. No.		Designation of 00048328) as	Appointment and Mr. Shashin V. the Executive Chrector of the Compar	Patel (DIN: airman and
		No. of E-votes		% of total valid votes
1.	Total number of votes received through Remote e-voting	106	252942522	100.00%
2.	<i>Less</i> : Invalid votes	_	-	_
3.	Net Valid votes received through Remote e-voting	106	252942522	100.00%
4.	Remote E-voting in favour (Assent) of the resolution	92	252808768	99.95%
5.	Remote E-voting against (Dissent) the resolution	14	133754	ASTRUCTURE

Sadbhav Infrastructure Project Limited

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AHMEDABAD



Sr. No.	Particulars	Resolution 2 Appointment of Mr. Jatin Thakkar (DIN: 09312406) as a Director of the Company						
		No. of E-votes	No. of shares	% of total valid votes				
1.	Total number of votes received through Remote e-voting	106	252942522	100.00%				
2.	<i>Less</i> : Invalid votes	-						
3.	Net Valid votes received through Remote e-voting	106	252942522	100.00%				
4.	Remote E-voting in favour (Assent) of the resolution	93	252817730	99.95%				
5.	Remote E-voting against (Dissent) the resolution	13	124792	0.05%				

Sr. No.	Particulars	Resolution 3 Appointment of Mr. Jatin Thakkar (DIN: 09312406) as an Executive Director of the Company						
		No. of E-votes	No. of shares	% of total valid votes				
1.	Total number of votes received through Remote e-voting	106	252942522	100.00%				
2.	<i>Less</i> : Invalid votes	_						
3.	Net Valid votes received through Remote e-voting	106	252942522	100.00%				
4.	Remote E-voting in favour (Assent) of the resolution	93	252817573	99.95%				
5.	Remote E-voting against (Dissent) the resolution	13	124949	0.05%				

Sr. No.	Particulars	Resolution 4 Appointment of Mr. Dwigesh Joshi (DIN: 09733282) as a Non-Executive Director of the Company					
		No. of E-votes	A SWALLOW THE SERVICE WAS SELECTED TO SELECT THE SERVICE OF THE SE	% of total valid votes			
1.	Total number of votes received through Remote e-voting	106	252942522	100.00%			
2.	<i>Less</i> : Invalid votes	_	0-	-			
3.	Net Valid votes received through Remote e-voting	106	252942522	100.00%			
4.	Remote E-voting in favour (Assent) of the resolution	94	252817723	95.95%			
5.	Remote E-voting against (Dissent) the resolution	12	124799	0.05%			



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

		Sadbhav	Infrastructi	ure Project Li	mited		Sac	dbîhay
	APPOINTMENT AND CHANGE	IN DESIGNATI	ON OF MR. SH	ASHIN V. PATEL (DIN: 00048328)	AS THE EX	ECUTIVE CHAIRN	MAN AND
Resolution Require	ed : (Ordinary/ Special)		Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No			100000		
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	E-Voting	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.00
Promoter Group	Poli				***************************************	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	24,77,48,736	24,77,48,736			0	100.00	0.00
Public Institutions	E-Voting	25,57,873	23,32,635	91.19	23,32,635		100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	25,57,873	23,32,635	91.19	23,32,635		100.00	0.00
Public Non	E-Voting		28,61,151	2.81		133754	95.33	4,67
Institutions	Poll	10,19,18,607		0.00		0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	-	0	0.00	0.00
	Total	10,19,18,607	28,61,151	2.81	27,27,397	133754	95.33	4.67
Total		35,22,25,216	25,29,42,522	71.81	25,28,08,768	1,33,754	99.95	0,05
Note: 1. Details ofinvalid V	otes:						6.	
	Category	No. of Folio	No. of Votes		1044			
Promoter and Promo	oter Group	0	0		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
Public Institutions		0	0	,, , , , , , , , , , , , , , , , , , ,				
Public Non Institutio	ns	0	0	***				

		Sadbhav	Infrastructo	ıre Project Liı	nited		Sac	dbhav
Resolution No. 2:	APPOINTMENT OF MR. JATIN	THAKKAR (DI	N: 09312406) A	S A DIRECTOR OF	THE COMPANY	,		
Resolution Required : (Ordinary/ Special)			Ordinary		300			***************************************
Whether promoter agenda/resolution	r/ promoter group are intere ?	sted in the	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 [7]={[5]/[2]}*100
		[1]	[2]	[3]={[2]/[1]}*100		[5]	[6]={[4]/[2]}*100	
Promoter and	E-Voting	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.0
Promoter Group	Poll		0	0.00	0	0	0.00	0.0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.0
	Total	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.0
Public Institutions	E-Voting	25,57,873	23,32,635	91.19	23,32,635	-	100.00	0.0
	Poll		0	0.00	0	0	0.00	0.0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.0
	Total	25,57,873	23,32,635	91.19	23,32,635	-	100.00	0.0
Public Non	E-Voting		28,61,151	2.81	27,36,359	124792	95.64	4.3
Institutions	Poli	10,19,18,607	-	0.00	-	0	0.00	0,0
	Postal Ballot (if applicable)		0	0.00	-	0	0.00	0.0
mini i decimante di Cimpio	Total	10,19,18,607	28,61,151	2.81	27,36,359	124792	95.64	4,3
Total		35,22,25,216	25,29,42,522	71.81	25,28,17,730	1,24,792	99.95	0.0
Note: 1. Details ofinvalid V	otes:							
	Category	No. of Folio	No. of Votes					
Promoter and Promo	ter Group	0	0	(a) 5a5	100	NAROUNI NESS	QAST VY	RU
Public Institutions		0	0				(2A2)	100
Public Non Institutio	ns	0	0				1151	D

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Sadbhav Infrastructure Project Limited Sadbhav										
Resolution No. 3:	APPOINTMENT OF MR. JATIN	THAKKAR (DI	t: 09312406) A:	S AN EXECUTIVE	DIRECTOR OF T	HE COMPA	NY			
Resolution Require	ed : (Ordinary/ Special)	Special	anne anne anne di une			- Transfer and Spirit				
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 [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
		[1]	[2]							
Promoter and Promoter Group	E-Voting		24,77,48,736	100.00	24,77,48,736	0	100.00	0.00		
	Poll	24,77,48,736	0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00		
	Total	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.00		
Public Institutions	E-Voting	25,57,873	23,32,635				100.00	0,00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)		0	0.00	0	0	0,00	0.00		
	Total	25,57,873	23,32,635	91.19	23,32,635	-	100.00	0.00		
Public Non	E-Voting		28,61,151	2.81	27,36,202	124949	95.63	4.37		
Institutions	Poll	10,19,18,607	-	0.00	-	0	0.00	0.00		
	Postal Ballot (If applicable)		0	0.00	-	0	0.00	0.00		
	Total	10,19,18,607	28,61,151	2.81	27,36,202	124949	95.63	4.37		
Total		35,22,25,216	25,29,42,522	71.81	25,28,17,573	1,24,949	99.95	0.05		
Note: 1. Details oflnvalid V	otes:			···						
	Category	No. of Folio	No. of Votes							
Promoter and Promo	oter Group	0	0							
Public Institutions		0	0							
Public Non Institutio	ns	0	0				}			

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Resolution No. 4:	APPOINTMENT OF MR. DWIG	ESH JOSHI (DI	i: 09733282) A	S A NON- EXECUT	TIVE DIRECTOR	OF THE CO	MPANY	****
Resolution Required : (Ordinary/ Special)		Ordinary			8			
Whether promote agenda/resolution	r/ promoter group are intere ?	ested in the	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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	E-Voting	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.0
Promoter Group	Poll		0	0.00	0	0	0.00	0.0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.0
	Total	24,77,48,736	24,77,48,736	100.00	24,77,48,736	0	100.00	0.0
Public Institutions	E-Voting	25,57,873	23,32,635	91.19	23,32,635		100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	25,57,873	23,32,635	91.19	23,32,635		100.00	0.00
Public Non	E-Voting		28,61,151	2.81	27,36,352	124799	95.64	4.30
Institutions	Poll	10,19,18,607		0.00		0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	-	0	0.00	0.00
less.	Total	10,19,18,607	28,61,151	2.81	27,36,352	124799	95.64	4.30
Total		35,22,25,216	25,29,42,522	71.81	25,28,17,723	1,24,799	99.95	0.03
Note:							y-	Mar
1. Details ofinvalid V	otes:							
	Category	No. of Folio	No. of Votes					
Promoter and Promo	oter Group	0	0				STRUCT	IRC
Public Institutions		0	0				NE NE	101
Public Non Institutio	ns	0	0				112/	TR



Mr._Hardik Modi, 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 that the following resolution was passed by requisite majority_of the Shareholders by means of the Postal Ballot, on 29th April, 2023.

Item No. 1

APPOINTMENT AND CHANGE IN DESIGNATION OF MR. SHASHIN V. PATEL (DIN: 00048328) AS THE EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment and Change in designation of Mr. Shashin V. Patel (DIN:00048328), from Non-Executive Director–Chairman to the Executive Chairman and Whole Time Director of the Company in the category of Key Managerial Personnel for a period of three (3) years w.e.f. 14th February, 2023 to 13th February, 2026 (both days inclusive) with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment and change in designation /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shashin V Patel (DIN:00048328), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Shashin V. Patel (DIN:00048328), as a Chairman and Whole time Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit."

Item No. 2

APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS A DIRECTOR OF THE COMPANY:

"RESOLVED THAT Mr. Jatin Thakkar (DIN: 09312406), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act) and Articles of Association of the Company and who holds office up to the date of ensuing General Meeting and in respect of whom the Company has received a recommendation from Nomination and Remuneration Committee and a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to liable to retire by rotation under the provisions of the Articles of Association of the Company."

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Item No. 3

APPOINTMENT OF MR. JATIN THAKKAR (DIN: 09312406) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 152 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to recommendation received from Nomination and Remuneration Committee and pursuant to the approval accorded by the Board of Directors of the Company, consent of the Members of the Company be and is hereby given to appoint Mr. Jatin Thakkar (DIN: 09312406), as an Executive Director of the Company for a period of three (3) years w.e.f. 15th March, 2023 to 14th March, 2026 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jatin Thakkar (DIN: 09312406), shall not exceed the overall ceiling of the total remuneration payable to a managerial person or persons or other directors or Directors as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Jatin Thakkar (DIN: 09312406), as an Executive Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit."

Item No. 4

APPOINTMENT OF MR. DWIGESH JOSHI (DIN: 09733282) AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 ("Act"), Mr. Dwigesh Joshi (DIN: 09733282), who was appointed by the Board of Directors of the company as an Additional Non-Executive Director of the company in the meeting of Board of Directors of the company held on 15th March, 2023 and being eligible, offers himself for appointment and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee of the Company and also received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying its intention to propose the candidature of Mr. Dwigesh Joshi (DIN: 09733282) for the office of Non-Executive Director of the Company w.e.f. 15th March, 2023, liable to retire by rotation.





RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break-up of the remuneration within the above said maximum permissible limit."

AHMEDABAD

Date: 01.05.2023 Place: Ahmedabad Shashin V. Patel Executive Chairman DIN: 00048328