SADBHAV
Engineering Limited

Ref: SEL/2026-27/067

September 07, 2026

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited
PJ Tower, Dalal Street,
Mumbai- 400 001

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: Notice of 37th Annual General Meeting ("AGM") and Annual Report for Financial year 2025-2026 of Sadbhav Engineering Limited

Dear Sir/Madam,

This is to inform that the 37th Annual General Meeting ("AGM") of the Company will be held on Wednesday, 30th September, 2026 at 03:00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 and 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2025-26 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice of AGM is also uploaded on the Company's website and can be accessed at www.sadbhaveng.com

This is for your information and records.

Thanking You,

Yours truly,

For, Sadbhav Engineering Limited

Patel Shashin
Vishnubhai

Digitally signed by Patel Shashin Vishnubhai
DN: c=IN, o=Personal, title=9107, pseudonym=dbd8ea7cd6a64370a74c72a0cad901da, 2.5.4.20=f2fcd7f966d679bf0afee998a3217f0882931ca4d5c2781b2adf1fb7bc9a3f46, postalCode=380009, st=Gujarat, serialNumber=a7316282b2bca6d4281b1ee2fd61d4c29ea992d320d925fb7e272f0519ab20d3, cn=Patel Shashin Vishnubhai
Date: 2026.09.07 20:59:12 +05'30'

SADBHAV ENGINEERING LIMITED

Shashin V. Patel
Chairman and Managing Director
DIN: 00048328

Encl: As above

SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91 79 40400400
E-mail: investor@sadbhav.co.in • Web: www.sadbhaveng.com

Notice

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the shareholders of Sadbhav Engineering Limited will be held on Wednesday, September 30, 2026 at 3.00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   a. The audited standalone financial statements of the Company for the financial year ended on March 31, 2026, the reports of the Board of Directors and Auditors thereon; and

   b. The audited consolidated financial statements of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon.

2. To appoint a director in place of Mr. Siddharth Vyas (DIN: 01833867) who retires by rotation and being eligible, offers himself for reappointment

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION OF COST AUDITOR:**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s., Rajendra Patel & Associates, Ahmedabad Cost Accountant in Practice having Firm Reg. No. 101163 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, amounting to Rs.75,000/- (Rupees Seventy-Five Thousand Only) per annum plus GST applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

4. **APPOINTMENT OF MR. ANKIT KISHORBHAI SHAH (DIN: 11821847) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

   To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Ankit Kishorbhai Shah (DIN: 11821847), who was appointed as an Additional Independent Director of the Company w.e.f. 13th August, 2026 to hold office upto this General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 13th August, 2026 to 12th August, 2031."

   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."

5. **APPOINTMENT OF MR. JALDEEP PRAKASHBHAI PATEL (DIN: 11821907) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

   To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Jaldeep Prakashbhai Patel (DIN: 11821907), who was appointed as an Additional Independent Director of the Company w.e.f. 13th August, 2026 to hold office upto this General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 13th August, 2026 to 12th August, 2031."

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."

6. **INCREASE AND ALTERATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect) if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect) enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for the increase and alteration of the existing Authorized Share Capital of the Company from Rs. 50,00,00,000 (Fifty Crore) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 1/- (Rupees One only) each to Rs. 100,00,00,000 (Rupees One Hundred Crore Only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions if any of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force to the extent notified and in effect), the existing Clause V of the Memorandum of Association of the Company be and is hereby repealed and replaced with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to aforesaid Resolution and for matters connected therewith or incidental thereto."

7. **APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into material related party transactions for advancing any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary, associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of Rs. 5000 Crores (Rupees Five Thousand Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

8. **TO APPROVE THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE LENDERS UPON CONVERSION OF PART COUPON PAYABLE ON NON-CONVERTIBLE DEBENTURES IN TERMS OF RESOLUTION PLAN UNDER REGULATORY FRAMEWORK OF RESERVE BANK OF INDIA:**

To consider and if thought fit, to pass, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the memorandum of association and articles of association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required including approvals of the lenders of the Company whose loans are being restructured i.e. Axis Bank Limited, Bank of India, ICICI Bank Limited, IDBI Bank Limited, Karur Vysya Bank, Punjab National Bank, State Bank of India and Union Bank of India (collectively referred to as the "Lenders" and individually as the "Lender") and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), and in terms of and furtherance of, the proposal for restructuring the dues in respect of the debts of the Company in form of a resolution plan formulated pursuant to the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025 ("RBI Framework") for which common consensus for implementation of the resolution plan has been accorded under restructuring agreements ("Resolution Plan"), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 14,47,94,474 equity shares of the face value of ₹ 1 each, at an issue price of ₹ 9.34 per equity share aggregating up to ₹ 135.24 Crores, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit to the Lenders (the "Proposed Allottee(s)"), by conversion of part coupon payable on non-convertible debentures aggregating up to ₹ 135.24 Crores as per below details:

Sr. No.	Name of the Proposed Allottee	Category	Maximum no. of equity shares	Amount to be converted (₹)
1.	Axis Bank Limited	Non-promoter	2,40,47,222	22,46,01,053
2.	Bank of India	Non-promoter	57,91,538	5,40,92,965
3.	ICICI Bank Limited	Non-promoter	1,06,13,081	9,91,26,177
4.	IDBI Bank Limited	Non-promoter	30,84,441	2,88,08,679
5.	Karur Vysya Bank	Non-promoter	16,56,286	1,54,69,711
6.	Punjab National Bank	Non-promoter	4,92,20,325	45,97,17,836
7.	State Bank of India	Non-promoter	2,09,15,777	19,53,53,357
8.	Union Bank of India	Non-promoter	2,94,65,804	27,52,10,609
Total			**14,47,94,474**	**1,35,23,80,387**

RESOLVED FURTHER THAT, the "Reference Date" for determining the price for the equity shares to be allotted to the Lenders in terms of RBI Framework, shall be March 13, 2026, being the date on which common consensus for implementation of the Resolution Plan has been accorded and minutised at the meeting of the Lenders on March 13, 2026, and communicated to the Company.

RESOLVED FURTHER THAT:

a. allotment of the equity shares shall be made only in dematerialised form;

b. the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;

c. the equity shares so allotted shall rank pari-passu in all respect with the existing equity shares of the Company;

d. the equity shares allotted on a preferential basis shall be locked-in for a minimum period of one year from the date of allotment as per Regulation 158(6)(c) of the SEBI ICDR Regulations. Provided that for the purpose of transferring the control, the Lenders may transfer the equity shares so allotted to them before completion of the lock-in period subject to continuation of the lock-in on such equity shares for the remaining period, with the transferee; and

e. the equity shares issued and allotted on preferential basis shall be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee(s) be recorded for the issuance of invitation to subscribe to the equity shares and a private placement offer letter in form PAS-4 together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

9. TO APPROVE THE ISSUANCE OF EQUITY SHARES TO MR. SHASHIN PATEL, PROMOTER OF THE COMPANY, BY CONVERSION OF EXISTING UNSECURED LOAN ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, the following resolution as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, the listing agreement entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "**Stock Exchanges**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the memorandum of association and articles of association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 7,55,55,555 equity shares of the face value of ₹ 1 each, at an issue price of ₹ 9.00 per equity share aggregating up to ₹ 68.00 Crores, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit to Mr. Shashin Patel (a member of promoter group within the meaning of Regulation 2(1)(pp) of the SEBI ICDR Regulations) (the "Proposed Allottee"), by conversion of existing unsecured loan of up to ₹ ₹ 68.00 Crores into equity shares.

RESOLVED FURTHER THAT the "Relevant Date" for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be August 31, 2026, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. September 30, 2026.

RESOLVED FURTHER THAT:

a. allotment of the equity shares shall be made only in dematerialised form;

b. the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;

c. the equity shares so allotted shall rank pari-passu in all respect with the existing equity shares of the Company;

d. the equity shares allotted on a preferential basis shall be locked-in for a period of eighteen months from the date of trading approval as per Regulation 167(1) of the SEBI ICDR Regulations;

e. the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of ninety trading days from the date of trading approval as per Regulation 167(6) of the SEBI ICDR Regulations; and

f. the equity shares issued and allotted on preferential basis shall be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the equity shares and a private placement offer letter in form PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

Registered Office:
"Sadbhav House", Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380006
CIN : L45400GJ1988PLC011322

Place : Ahmedabad
Date : September 01, 2026

By Order of the Board of Directors
For Sadbhav Engineering Limited

Shashin V. Patel
Chairman & Managing Director
DIN: No.00048328

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No 09/2024 dated September 19, 2024 and General Circular No 03/2025 dated September 22, 2025 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the 37th AGM of the Company is being convened and conducted through VC/OAVM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) through VC/OAVM is annexed hereto.

3. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / reappointment at this AGM is annexed.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address to nilesh.dalwadi@in.mpms.mufg.com with a copy marked to helpdesk.evoting@cdslindia.com

6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e- voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 37th AGM being held through VC/OAVM.

7. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

8. In line with the MCA Circulars, the notice of the 37th AGM along with the Annual Report 2025-26 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2025-26 will also be available on the Company's website at https://www.sadbhaveng.com/investors/#annual-reports websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited on nilesh.dalwadi@in.mpms.mufg.com

10. Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of the Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.

11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode.

12. The Register of Members and Share Transfer Books will be closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive).

13. In Case of Physical shares, Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be provided on request.

14. Pursuant to the erstwhile provisions of Section 124 (6) of the Companies Act, 2013, dividend for the financial year ended as on 31st March, 2019 and thereafter, which remains unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to Section 125 of the Companies Act, 2013.

Financial Year Ended	**Date of Declaration of Dividend**	**Last Date for Claiming Dividend**
31-03-2019	25-09-2019	25-10-2026

15. According to the provisions of the Act, shareholders are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of such claims.

16. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case, shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

17. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R & T Agent for assistance in this regard.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e- voting system on the date of the AGM will be provided by CDSL.

19. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20. The attendance of the Members attending the AGM through VC/OAVM will be counted for ascertaining the quorum under Section 103 of the Companies Act, 2013.

21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular no. 02/2021 dated January 13, 2021, the Notice calling the AGM has been uploaded on the website of the Company at www.sadbhaveng.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/ will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sadbhaveng.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 and after due examination, it has been decided to allow companies to conduct their AGMs/EOGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant <**Sadbhav Engineering Limited**> on which you choose to vote.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Investor@sadbhav.co.in (designated email address by company) ,if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7)days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders , Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Other Instructions:

i. The remote e-voting period commences on Sunday, September 27, 2026 at 9.00 a.m. and ends on Tuesday, September 29, 2026 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, September 23, 2026, may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.

iii. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587, COP No. 2407) (Shaival Plaza, 4th Floor, Gujarat College Road, Ellisbridge, Ahmedabad 380006) or in his absence any other practicing professional shall be appointed as the Scrutinizer to scrutinize the Voting and remote e-voting process in a fair and transparent manner.

iv. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote-e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any of the Director or CEO or Company Secretary of the Company.

   The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhaveng.com and on the website of CDSL www.evotingindia.com within two working days of the passing of the resolutions at the 37th AGM of the Company to be held on Wednesday, September 30, 2026 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Details of Directors Seeking Appointment/Reappointment

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing General Meeting which is mentioned below)

Director	Mr. Siddharth Vyas	Mr. Ankit Kishorbhai Shah	Mr. Jaldeep Prakashbhai Patel
DIN	01833867	11821847	11821907
Date of Birth	4th August,1972	9th March, 1981	7th January, 1981
Age	53 Years	45 Years	45 Years
Date of Appointment	September 04, 2025	August 13, 2026	August 13, 2026
Functional Expertise	In the field of the financial designing, policy making and implementation.	In the field of the trading industry, financial designing, policy making and implementation.	In the field of Sale and Marketing stratergies, policy making and implementation and Building bands.
Education Qualifications	MBA (Finance)	MBA (Finance)	PGDM (Communication), B.Com
Experience	More than 30 Years	More than 20 Years	More than 20 Years

Director	Mr. Siddharth Vyas	Mr. Ankit Kishorbhai Shah	Mr. Jaldeep Prakashbhai Patel
Board Position Held (Designation)	Non-Executive Non Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Brief Profile of Director	Siddharth Bhupendrabhai Vyas holds a Master degree in Business Administration from NIM. He has the experience of working with top management and also as a CFO, he also has expertise in financial modelling, policy making, implementation and financial discipline.	Mr. Ankit Kishorbhai Shah (DIN: 11821847) is an accomplished business leader in the steel trading industry. As a key driving force behind Jainex Steel, he has played a pivotal role in building and strengthening the company's reputation as a trusted partner for corporate customers across diverse industries.	Mr. Jaldeep Prakash Patel (DIN: 11821907) having an experience in Sales & Marketing leader with driving revenue growth, leading integrated marketing strategies, and expanding markets across India and global regions (US, Europe, APAC). Proven in aligning sales & marketing to deliver outcomes, building brands, and scaling business.
Terms and conditions of Appointment	NA	First Term for the period of Five Years w.e.f. 13th August, 2026 to 12th August, 2031	First Term for the period of Five Years w.e.f. 13th August, 2026 to 12th August, 2031
Details of remuneration paid/ last drawn	NA	NA	NA
Remuneration sought to be paid	NA	NA	NA
No. of Meetings of the Board attended during the year	2	0	0
Disclosure of relationships between directors inter-se and with Manager and KMP of the Company	Mr. Siddharth Vyas is not related to any director or KMP of the company.	Mr. Ankit Shah is not related to any director or KMP of the company	Mr. Jaldeep Patel is not related to any director or KMP of the company
Directorship in other listed Companies	1. Sadbhav Infrastructure Project Limited	1. Sadbhav Infrastructure Project Limited	1. Sadbhav Infrastructure Project Limited
Chairman/ Member of Committee in other Listed Companies	None	None	None
Chairman/Member of Committee in other Companies	None	None	None
No. of Equity Shares held in the Company	None	None	None
Names of companies along with listed entities in which person has resigned in the past three years.	NA	NA	NA
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Finance Professional, Policy maker in corporate management.	Finance Professional, Policy maker in corporate management.	Finance Professional, Policy maker in corporate management.
Justification for appointment of Independent Director	NA	Based on his skills, capabilities and years of experience, Board of Directors have recommended his appointment as an Independent Director of the Company in order to benefit the Company in taking effective business decisions under his Guidance.	Based on his skills, capabilities and years of experience, Board of Directors have recommended his appointment as an Independent Director of the Company in order to benefit the Company in taking effective business decisions under his Guidance.

Note:
* Only Audit Committee and the Stakeholders' Relationship Committee Companies have been considered for committee position.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company in pursuance to the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rajendra Patel & Associates, Ahmedabad, Cost Accountant in Practice (Firm Reg. No.101163), to conduct the audit of the cost records of the Company for the financial year ended on March 31, 2027.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2026-27 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Item No. 4

Mr. Ankit Kishorbhai Shah (DIN- 11821847) was appointed as an Additional Director on the Board of the Company w.e.f. 13th August, 2026 to hold office upto this General Meeting of the Company. The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, have recommended appointment of Mr. Ankit Kishorbhai Shah (DIN- 11821847), as an Independent Director, for a term of 5 (Five) consecutive years, on the Board of the Company w.e.f. 13th August, 2026 to 12th August, 2031.

The Board, as per the recommendation of the NRC Committee, considers that, given his background and experience, it is beneficial to appoint Mr. Ankit Kishorbhai Shah (DIN-11821847), as an Independent Director of the Company. Accordingly, Mr. Ankit Kishorbhai Shah (DIN-11821847) is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

Mr. Ankit Kishorbhai Shah (DIN- 11821847), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Director.

The Company has also received declaration from Mr. Ankit Kishorbhai Shah (DIN- 11821847), that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ankit Kishorbhai Shah (DIN-11821847), fulfils the conditions for appointment as an Independent Director a specified in the Act and the Listing Regulations. Details of Mr. Ankit Kishorbhai Shah (DIN-11821847) is provided as an Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Board of Directors recommends to pass Resolution mentioned in Item No 4 of the Notice as an Ordinary Resolution for appointment of Mr. Ankit Kishorbhai Shah (DIN-11821847). Mr. Ankit Kishorbhai Shah (DIN-11821847) is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Ankit Kishorbhai Shah (DIN-11821847) may be deemed to be interested in the resolution for appointment to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out from Item No. 4 of the Notice for approval by the member.

Item No. 5:

Mr. Jaldeep Prakashbhai Patel (DIN-11821907) was appointed as an Additional Director on the Board of the Company w.e.f. 13th August, 2026 to hold office upto this General Meeting of the Company. The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, have recommended appointment of Mr. Jaldeep Prakashbhai Patel (DIN-11821907), as an Independent Director, for a term of 5 (Five) consecutive years, on the Board of the Company w.e.f. 13th August, 2026 to 12th August, 2031.

The Board, as per the recommendation of the NRC Committee, considers that, given his background and experience, it is beneficial to appoint Mr. Jaldeep Prakashbhai Patel (DIN- 11821907), as an Independent Director of the Company. Accordingly, Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

Mr. Jaldeep Prakashbhai Patel (DIN- 11821907), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Director.

The Company has also received declaration from Mr. Jaldeep Prakashbhai Patel (DIN- 11821907), that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Jaldeep Prakashbhai Patel (DIN-11821907), fulfils the conditions for appointment as an Independent Director a specified in the Act and the Listing Regulations. Details of Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is provided as an Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Board of Directors recommends to pass Resolution mentioned in Item No 5 of the Notice as an Ordinary Resolution for appointment of Mr. Jaldeep Prakashbhai Patel (DIN-11821907). Mr. Jaldeep Prakashbhai Patel (DIN-11821907) is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Jaldeep Prakashbhai Patel (DIN-11821907) may be deemed to be interested in the resolution for appointment to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out from Item No. 5 of the Notice for approval by the member.

Item No. 6:

The existing Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs.1/- (Rupees One only) each. Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from existing Rs. 50,00,00,000 (Rupees Fifty Crores Only) to 100,00,00,000 (One Hundred Crore) Equity Shares of Rs.1/- (Rupees One only) each to Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of Rs.1/- (Rupees One only) each.

The proposed increase in Authorised Share Capital requires approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives is, in any way, concerned or deemed to be interested in the proposed Resolution.

Item No. 7:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Further in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for entering into any material related party transaction by way of making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by other entities in group, it is required to obtain prior approval of members in the general meeting of the Company.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Hence, in order to enable the company to advance loan to associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

Members are hereby informed that pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote on above special resolution to approve material related party transaction of providing loan / guarantee / security.

None of the Directors and their relatives except Mr. Shashin V. Patel and their relatives are concerned or interested in the aforesaid resolution, financially or otherwise. However, none of the Key Managerial Personnel and their relatives is interested in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Member.

Item No. 8 to 9:

The Company has availed various working capital facilities from Axis Bank Limited, Bank of India, ICICI Bank Limited, IDBI Bank Limited, Karur Vysya Bank, Punjab National Bank, State Bank of India and Union Bank of India (collectively, the “Lenders” and individually, a “Lender”). The Company’s credit facilities had been exhibiting signs of financial stress and, owing to the continued stress in the loan accounts, the Company and its lenders initiated a debt resolution process. Accordingly, pursuant to the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025 (the “RBI Framework”) and other applicable laws, a resolution plan (the “Resolution Plan”) was formulated and documented under a master restructuring agreement dated March 25, 2026, and deed(s) of accession executed thereto (the “Master Restructuring Agreement”).

In order to implement the Resolution Plan in accordance with the terms of the Master Restructuring Agreement, the Board of Directors of the Company, at its meeting held on September 1, 2026, inter-alia, approved, subject to the approval of the shareholders and receipt of such statutory, regulatory and other approvals as may be required, the issuance and allotment of equity shares on a preferential basis, in one or more tranches, in accordance with the applicable provisions of law, in the following manner:

a. up to 14,47,94,474 equity shares of face value ₹1 each of the Company at an issue price of ₹ 9.34 per equity share to the Lenders (the “Non-Promoter Tranche Allotment”); and

b. up to 7,55,55,555 equity shares of face value ₹1 each of the Company at an issue price of ₹ 9.00 per equity share to Shashin Patel (the “Promoter Tranche Allotment”).

Section 62 of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the subscribed capital of a company by issue of further shares, such further shares may be offered to any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of Section 62 of the Companies Act, 2013, if it is authorised by a special resolution. Hence, the consent of the members of the Company by way of special resolutions are being sought pursuant to the provisions of Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”).

Certain information in relation to the issue of equity shares including the information as required under Chapter V of the SEBI ICDR Regulations and the terms and conditions of the issue are as under:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Detailed Information</th></tr>
<tr><td>1.</td><td>Objects of the preferential issue</td><td>The proposed issue and allotment of equity shares pursuant to these resolutions forms an integral part of the implementation of the Resolution Plan. The proposed allotments to the Lenders are intended towards conversion of a portion of the coupon payable on the non-convertible debentures issued to them, while the proposed allotments to Shashin Patel are intended towards conversion of unsecured loans extended by Shashin Patel to the Company. The proposed conversions are expected to strengthen the Company's capital structure, reduce its debt obligations and financial burden, and assist in alleviating the financial stress being faced by the Company.</td></tr>
<tr><td>2.</td><td>Issue size and maximum number of equity shares to be issued</td><td>22,03,50,029 equity shares of face value ₹1 each of the Company.</td></tr>
<tr><td>3.</td><td>Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer</td><td>The issue and allotment under Non-Promoter Tranche Allotment is not being made to the promoters, directors, key managerial personnel or senior management of the Company. However, the issue and allotment under the Promoter Tranche Allotment is being made to a member of promoter group namely Shashin Patel.</td></tr>
<tr><td>4.</td><td>Shareholding pattern of the Company before and after the preferential issue</td><td>The shareholding pattern of the Company before and after the preferential issues under Non-Promoter Tranche Allotment and Promoter Tranche Allotment is as mentioned below:
<table>
<tr><th rowspan="2">Category of shareholder</th><th colspan="2">Pre-issue</th><th colspan="2">Post-issue</th></tr>
<tr><th>Total number of equity shares</th><th>Percentage of total number of equity shares</th><th>Total number of equity shares</th><th>Percentage of total number of equity shares</th></tr>
<tr><td>Promoter and Promoter Group (A)</td><td>4,37,87,981</td><td>25.52</td><td>11,93,43,536</td><td>30.45</td></tr>
<tr><td>Public (B)</td><td>12,77,82,819</td><td>74.48</td><td>27,25,77,293</td><td>69.55</td></tr>
<tr><td>Total (A) + (B)</td><td>17,15,70,800</td><td>100.00</td><td>39,19,20,829</td><td>100.00</td></tr>
<tr><td>Custodian (C)</td><td>0</td><td>0</td><td>0</td><td>0</td></tr>
<tr><td>Grand Total (A) + (B) + (C)</td><td>17,15,70,800</td><td>100.00</td><td>39,19,20,829</td><td>100.00</td></tr>
</table>
Note: The aforesaid shareholding is without taking into consideration any potential dilutions by way of issuance of shares under the ESOP scheme of the Company.</td></tr>
<tr><td>5.</td><td>Time frame within which the preferential issue shall be completed</td><td>The allotment pursuant to these resolutions shall be completed within a period of fifteen days from the date of passing of the resolutions by members of the Company, provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue</td><td>Details are as follows:
There will be no change of control in the Company consequent to the Preferential Allotments.
<table>
<tr><th rowspan="2">Sr. No.</th><th rowspan="2">Name of the proposed allottee and status</th><th rowspan="2">Name of the ultimate beneficial owner</th><th rowspan="2">Fresh allotment of equity shares under present preferential issues</th><th colspan="2">Post-issue holding after allotment under present preferential issues</th></tr>
<tr><th>No. of equity shares</th><th>Percentage</th></tr>
<tr><td>1.</td><td>Axis Bank Limited (Non-Promoter)</td><td>N.A.</td><td>2,40,47,222</td><td>2,40,47,222</td><td>6.14</td></tr>
<tr><td>2.</td><td>Bank of India (Non-Promoter)</td><td>N.A.</td><td>57,91,538</td><td>57,91,538</td><td>1.48</td></tr>
<tr><td>3.</td><td>ICICI Bank Limited (Non-Promoter)</td><td>N.A.</td><td>1,06,13,081</td><td>1,06,13,081</td><td>2.71</td></tr>
<tr><td>4.</td><td>IDBI Bank Limited (Non-Promoter)</td><td>N.A.</td><td>30,84,441</td><td>30,84,441</td><td>0.79</td></tr>
<tr><td>5.</td><td>Karur Vysya Bank (Non-Promoter)</td><td>N.A.</td><td>16,56,286</td><td>16,56,286</td><td>0.42</td></tr>
<tr><td>6.</td><td>Punjab National Bank (Non-Promoter)</td><td>N.A.</td><td>4,92,20,325</td><td>4,92,20,325</td><td>12.56</td></tr>
<tr><td>7.</td><td>State Bank of India (Non-Promoter)</td><td>N.A.</td><td>2,09,15,777</td><td>2,09,15,777</td><td>5.34</td></tr>
<tr><td>8.</td><td>Union Bank of India (Non-Promoter)</td><td>N.A.</td><td>2,94,65,804</td><td>2,94,65,804</td><td>7.52</td></tr>
<tr><td>9.</td><td>Shashin Patel (Promoter Group)</td><td>N.A.</td><td>7,55,55,555</td><td>9,76,53,717</td><td>24.92</td></tr>
</table>
There will be no change of control in the Company consequent to the Preferential Allotments.</td></tr>
<tr><td>7.</td><td>Undertaking as to re-computation of price</td><td>Since the equity shares of the Company has been listed on the recognised Stock Exchange for a period of more than ninety trading days prior to the Relevant Date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.</td></tr>
<tr><td>8.</td><td>Disclosure in case of wilful defaulter or a fraudulent borrower or fugitive economic offender</td><td>Neither the Company, nor its directors or promoters have been declared as wilful defaulter or a fraudulent borrower as defined under Regulation 2(lll) of the SEBI ICDR Regulations and therefore disclosures specified in Schedule VI of the SEBI ICDR regulations is not applicable. Further, none of the promoters or directors of the Company are fugitive economic offender as defined under Regulation 2(p) of the SEBI ICDR Regulations.</td></tr>
</table>

9.	Basis of pricing of the issue	In terms of Regulation 158(6) of the SEBI ICDR, where the preferential issue is being made pursuant to a resolution plan approved under the applicable framework of the Reserve Bank of India, the conversion price is required to be determined in accordance with the guidelines specified by the Reserve Bank of India, subject to compliance with the applicable provisions of the Companies Act, 2013, and such conversion price is required to be certified by two independent valuers. Accordingly, the issue price for the equity shares proposed to be allotted under the Non-Promoter Tranche Allotment has been determined at ₹9.34 per equity share and has been certified by Bhavesh M Rathod and Avani Vishnubhai Patel, independent valuers. Further, in terms of Regulation 164 of the SEBI ICDR Regulations, the price of the equity shares to be allotted pursuant to Promoter Tranche Allotment shall be not less than higher of the following: a. Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the Relevant Date; or b. Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the Relevant Date. **Explanation:** **"Relevant Date"** means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. In case the Relevant Date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the Relevant Date. This resolution is proposed for consent of members by way of special resolution in the Annual General Meeting to be held on September 30, 2026. Accordingly, the Relevant Date for proposed preferential issue under Promoter Tranche Allotment is August 31, 2026. **"Stock Exchange"** means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding ninety trading days prior to the Relevant Date. In terms of existing Articles of Association of the Company, the issue price of the equity shares of the Company for preferential issue is not required to be determined through valuation. Since the proposed preferential issue under Promoter Tranche Allotment is for more than five percent of the post issue fully diluted share capital of the Company, the Company has also obtained a valuation report from an independent registered valuer namely Abhishek Chhajed, Company Secretary RV Registration No – IBBI/RV/03/2020/13674 having office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad City , Ahmedabad , Gujarat - 380001, in terms of Regulation 166A of the SEBI ICDR Regulations, to consider the same for determining the issue price under Promoter Tranche Allotment. The issue price as per said valuation report is ₹ 8.28 per share, accordingly, the issue price of the equity shares to be allotted under Promoter Tranche Allotment shall be ₹ 9.00 per share which is higher of the floor price determined under Regulation 164 of the SEBI ICDR Regulations, or the price determined in accordance with the provisions of the Articles of Association of the Company. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company at www.sadbhaveng.com under the 'Investors' section at link https://www.sadbhaveng.com/investors/
10.	Certificate of practicing company secretary	A copy of the certificate from a Practicing Company Secretary, Ravi Kapoor and Associates (Company Secretaries, COP No. 2407) certifying that the preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company at www.sadbhaveng.com under the "Investors" section at link https://www.sadbhaveng.com/investors/
11.	The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter	The proposed allottees under the Non-Promoter Tranche Allotment are non-promoters, and the proposed allottee under Promoter Tranche Allotment is the promoter group. There will be no change in status of the allottee(s) post the Preferential Allotments.

12.	Details of preferential issues already been made by the Company during the financial year 2026-27	No allotment on a preferential basis has been made by the Company during the current financial year i.e., 2026-27, in terms of Chapter V of the SEBI ICDR Regulations.
13.	Other disclosures	No asset of the Company is being charged as security.

As per Section 62(1)(c) of the Companies Act, 2013, approval of the members by way of special resolution is required for allotment of further shares on preferential basis to above named allottee(s). Accordingly, the consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder and the SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the special resolution no. 8 to 9.

The directors recommend the resolutions for your approval.

None of the directors and key managerial personnel of the Company, including their relatives are, in anyway, concerned or interested in resolutions no. 8 except to the extent of their shareholding.

Except Mr. Shashin Patel none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in resolutions no. 9.

Registered Office:
“Sadbhav House”, Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380006
CIN : L45400GJ1988PLC011322

Place : Ahmedabad
Date : September 01, 2026

By Order of the Board of Directors
For Sadbhav Engineering Limited

Shashin V. Patel
Chairman & Managing Director
DIN: No.00048328