SADBHAV
Engineering Limited

Ref: SEL/2026-27/079

September 25, 2026

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

Equity Scrip Code: 532710

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 Name: SADBHAV

Sub: Addendum to the Notice of 37th Annual General Meeting ("AGM") of Sadbhav Engineering Limited

Dear Sir/Madam,

In continuation to our earlier intimation having Ref: SEL/2025-26/067 dated September 07, 2026, we are submitting herewith the Addendum to the Notice of 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.

Copy of the said addendum to the AGM Notice is being sent to all the shareholders and also uploaded on the website of the Company i.e. www.sadbhaveng.com.

You are requested to take the same on your record.

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: 2026.09.25 17:12:56 +05'30'

SADBHAV ENGINEERING LIMITED

Shashin V. Patel
Chairman and Managing Director
DIN: 00048328

Encl: As above

"Sadbhav House" Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad-380 006 +91 79 2646 3384
selinfo@sadbhav.co.in www.sadbhav.co.in CIN: L45400GJ1988PLC011322

ADDENDUM TO AGM NOTICE

We draw the attention of all the members of Sadbhav Engineering Limited (the "**Company**") towards the Notice of 37th Annual General Meeting dated September 1, 2026 and the explanatory statement thereto (the "**AGM Notice**") seeking approval of members of the Company on certain agenda items. The AGM Notice has already been sent to all the members of the Company on September 7, 2026, in due compliance with the provisions of the Companies Act, 2013 (the "**Act**") and rules made thereunder and other applicable laws and regulations. This addendum to AGM Notice (the "**Addendum**") is being issued to the members of the Company for additional disclosure in the explanatory statement of Item Nos. 8 to 9 of the AGM Notice, as advised by the National Stock Exchange of India Limited on September 24, 2026 while processing the application for 'in-principle approval' under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for preferential allotment of up to 22,03,50,029 (Twenty Two Crore Three Lakh Fifty Thousand and Twenty Nine Twenty) under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable.

Accordingly, Sr. No. 3 (i.e. intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer), Sr. No. 4 (i.e. shareholding pattern of the Company before and after the preferential issue) and Sr. No. 9 (i.e. basis of pricing of the issue) of Table of explanatory statement of Item Nos. 8 to 9 of the AGM Notice shall be substituted with following:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Detailed information</th></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>Except for Shashin Patel, a member of the promoter group, none of the promoters/promoter group, directors, key managerial personnel or senior management of the Company, intend to subscribe to the proposed preferential issue as per the resolution no. 8 and 9.</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 issue under Non-Promoter Tranche Allotment and Promoter Tranche Allotment are mentioned as below:
<table>
<tr><th rowspan="2">Category of Shareholders</th><th colspan="2">Pre-Issue</th><th colspan="2">Post Issue</th><th colspan="2">Post Issue on a fully diluted basis*</th></tr>
<tr><th>Total No of equity shares</th><th>Percentage of total number of equity shares</th><th>Total No of equity shares</th><th>Percentage of total number of equity shares</th><th>Total No 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><td>11,93,43,536</td><td>29.85</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><td>28,05,27,043</td><td>70.15</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><td>39,98,70,579</td><td>100.00</td></tr>
<tr><td>Custodian (C)</td><td>0</td><td>0</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><td>39,98,70,579</td><td>100.00</td></tr>
</table>
*After taking into consideration 79,49,750 ESOP grants under ESOP Scheme of the Company.</td></tr>
<tr><td>9.</td><td>Basis of pricing of the issue</td><td>Basis of issue price for Non-Promoter Tranche Allotment:

The proposed preferential issue to the Lenders under Non-Promoter Tranche Allotment is being made pursuant to a conversion of the Lenders debt, as a part of debt restructuring implemented in accordance with the guidelines specified by the Reserve Bank of India (the "RBI"). The extant guidelines specified by the RBI for debt restructuring are prescribed under the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025 ("RBI Framework").

In terms of Regulation 158(6) of the SEBI ICDR Regulations, the proposed preferential issue to the Lenders under the Non-Promoter Tranche Allotment is exempt from the provision of Chapter V of the SEBI ICDR Regulations and the conversion price of such preferential issue is required to be determined in accordance with guidelines specified under RBI Framework which shall be in compliance with the applicable provision of the Companies Act, 2013. Further, such conversion price is required to be certified by two independent valuers.

As per paragraph 160 of the RBI Framework, the issue price of equity shares for such debt restructuring shall be the lower of (1) or (2) below:

(1) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange or the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the 'reference date', whichever is lower; and</td></tr>
</table>

Sr. No.	Particulars	Detailed information
		(2) Book value: Book value per share to be calculated from the latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, if any. The date as on which the latest balance sheet is drawn up should not precede the date of restructuring by more than 18 months. In case the latest audited balance sheet is not available the shares are to be collectively valued at ₹1 per company. As per paragraph 161 of the RBI Framework, the "Reference Date" for conversion of debt into equity shall be the date on which bank approves restructuring scheme. Accordingly, the conversion price for equity shares proposed to be allotted to the Lenders under the Non-Promoter Tranche Allotment is as follows: <table><tr><th>Sr. No.</th><th>Particulars</th><th>Amount (₹)</th></tr><tr><td>1.</td><td>Average of the weekly high and low of the volume weighted average price during the twenty six weeks preceding the Reference Date* or Average of the weekly high and low of the volume weighted average prices during the two weeks preceding the Reference Date*</td><td>9.34</td></tr><tr><td>2.</td><td>Book value per share as per the latest audited balance sheet</td><td>46.69</td></tr><tr><td colspan="2">Lower of (1) and (2)</td><td>9.34</td></tr></table>*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.* The conversion price so determined has been independently certified by two independent valuers namely Bhavesh M Rathod and Avani Vishnubhai Patel, in accordance with Regulation 158(6)(b) of the SEBI ICDR Regulations. **Basis of issue price for Promoter Tranche Allotment:** The proposed preferential issue to Shashin Patel, a member of promoter group under the Promoter Tranche Allotment is being made in accordance with the provisions of Companies Act, 2013 and chapter V of the SEBI ICDR Regulations and 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 the 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. The highest trading volume in respect of the equity shares of the Company has been recorded during the preceding ninety trading days prior to the Relevant Date on National Stock Exchange of India Limited. Accordingly, the floor price determined under Regulation 164 of the SEBI ICDR Regulations under Promoter Tranche Allotment shall be ₹ 9.00 per share. 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. Further, since the proposed preferential issue under Promoter Tranche Allotment is for more than five percent (5%) 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.

Sr. No.	Particulars	Detailed information
		The issue price as per said valuation report is ₹ 8.28 per share and, 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. 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/.

On and from the date hereof, the AGM Notice shall always be read in conjunction with the Addendum. All other contents of the AGM Notice, save and except as amended by this Addendum, shall remain unchanged.

By order of the Board of Directors
For Sadbhav Engineering Limited

Shashin V. Patel
Chairman and Managing Director
DIN: 00048328

Date: September 25, 2026
Place: Ahmedabad

Sadbhav Engineering Limited
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Opp. Law Garden Police Chowki
Ellisbridge, Ahmedabad – 380006,
Gujarat, India
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Website: www.sadbhaveng.com