

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of members of Sulabh Engineers Limited will be held on Friday, September 26, 2014, at 11:30 A.M. IST at the **Office No.206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg office, Parsi Panchayat Road,Andheri (East),Mumbai-400069** India, to transact the following business:

ORDINARY BUSINESS:

1. (A) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 the Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
(B) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2014.
2. To reappoint Shri Santosh Kumar Agarwal, (DIN: 00392309) Director, who retires by rotation and being eligible, offers himself for re appointment.
3. To appoint M/S Satish Soni & Co., Chartered Accountants (M.N. 044391), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 34th Annual General Meeting for a period of three years subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2015 and 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 139 and rules made there under, M/s. Satish Soni & Co., Chartered Accountants, (Registration No. 044391), be and are hereby appointed Auditors of the Company, to hold office from the conclusion of this meeting upto 34th Annual General Meeting for a period of three years subject to ratification at every Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors”.

SPECIAL BUSINESS:

1. 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 Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, any statutory modifications thereof for the time being in force,, Mr. Rajiv Agarwal (DIN :03445523), Director of the Company who retires by rotation at the Annual General Meeting, and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajiv Agarwal (DIN :03445523) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

2. 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 Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing Agreement, any statutory modifications thereof for the time being in force, Mr. Rakesh Chand Agarwal (DIN:03539915) a non-executive Director, who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rakesh Chand Agarwal (DIN:03539915) a non-executive Director as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

3. 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 Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014, Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force, and clause 49 of the Listing agreement, Mr. Vivek Khanna (DIN: 06737188), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 19 November 2013 and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vivek Khanna (DIN: 06737188) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

4. 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 Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force, and clause 49 of the Listing agreement, Mr. Umesh Chand Khandelwal (DIN:02121893), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th November ,

2013, and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Umesh Chand Khandelwal (DIN:02121893), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

5. 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 Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force, and clause 49 of the Listing agreement, Mrs. Seema Mital (DIN 06948908), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th August, 2014 and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Seema Mital (DIN 06948908), as a candidate for the office of Director of the Company, be and is hereby appointed as the Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

Date: 28 August 2014
Place: Kanpur

By the order of Board
For Sulabh Engineers and Services Limited
Sd/-
(Diwaker Dubey)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single

- person as proxy and such person shall not act as a proxy for any other shareholder.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
 4. **The Register of Members and Share Transfer Books will remain closed from Monday, September 22, 2014 to September 26, 2014 (both days inclusive) for the purpose of AGM.**
 5. In view of the directions issued by the Ministry vide General Circular No: 2 /2011, dated 08.02.2011 in regard to exemption under Section 212(8) of the Companies Act, for not attaching the balance sheet of the subsidiary concerned, Board of Directors of your Company have given their consent for not attaching the balance sheet of the subsidiary companies.
 6. The Annual Accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the registered office of the holding company and of the subsidiary companies concerned. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.
 7. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Limited.
 8. **Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.**
 9. Electronic copy of the notice of the 31st Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 31st Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.
 10. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the

date of declaration of the result of the 31st Annual General Meeting of the Company.

11. Pursuant to Sections Section 123,124,125 of the Companies Act, 2013 any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Company to a fund called 'Investor Education and Protection Fund' (the Fund) set up by the Central Government and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company www.sulabh.org and also on the website of the Ministry of Corporate Affairs.
- 12. Members are requested to bring their copy of Annual Report to the Meeting.**
13. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
15. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorising their representatives to attend and vote at the Annual General Meeting.

16. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of Listing Agreement with Stock Exchanges and the Rules made there under, the Company is pleased to provide its shareholders with the facility to exercise their right to vote at the 31st Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by provided by the Central Depository Services Limited.(CDSL)

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evoting.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the Electronic Voting Sequence Number (EVSN) - “1-----” along with “Sulabh Engineers and Services Limited” from the drop down menu and click on “SUBMIT” Button

(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to ww.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

(vii) After entering these details appropriately click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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 Members 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 relevant EVSN 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 Resolutions.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer at the E mail ID skjaincs1944@gmail.com to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on September 18, 2014 at 10.a.m. IST and ends on September 20, 2014 at 6 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an e mail to helpdesk.evoting@cdslindia.com.

(D) The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut off date of August 29, 2014.

(E) Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(F) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(G) The results shall be declared at the AGM of the Company. The results declared along with the scrutinizers report shall be placed on the Company' website www.sulabh.org.in and on the website of CDSL within 2 (two) days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NO. 1

Mr. Rajiv Agarwal is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in February 2011. Rajiv Agarwal retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. In terms of section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Rajiv Agarwal being eligible and seeking re-appointment is proposed to be appointed as an Independent Director for a term of five years.

The Company has received from Rajiv Agarwal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Rajiv Agarwal as an Independent Director of the Company up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier pursuant to section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the the Companies Act, 2013 and the Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Rajiv Agarwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made

there under and he is independent of the Management. A copy of the draft letter for the appointment of Rajiv Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Rajiv Agarwal as an Independent Director.

No director, key managerial personnel or their relatives, except Rajiv Agarwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 for the approval of the member.

ITEM NO. 2

Mr. Rakesh Chand Agarwal is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in July 2011. . Rakesh Chand Agarwal is subject to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, . Rakesh Chand Agarwal is proposed to be appointed as an Independent Director for a term of five years.

The Company has received from Rajiv Agarwal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Rakesh Chand Agarwal as an Independent Director of the Company up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier pursuant to section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Rakesh Chand Agarwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Rakesh Chand Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Rakesh Chand Agarwal as an Independent Director.

No director, key managerial personnel or their relatives, except Rakesh Chand Agarwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of the member.

ITEM NO. 3

Mr. VIVEK KHANNA, Chartered Accountant was appointed as an Additional Director by the

Board with effect from November 19, 2013, pursuant to Section 260 of the Companies Act, 1956, and shall hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of 1,00,000/- proposing the candidature of Mr. VIVEK KHANNA for the office of Independent Director, to be appointed as such under the provisions section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013.

The Company has received from. VIVEK KHANNA (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. VIVEK KHANNA as an Independent Director of the Company up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier pursuant to section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. VIVEK KHANNA, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. VIVEK KHANNA as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. VIVEK KHANNA, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO. 4

Mr. UMESH CHAND KHANDELWAL, Chartered Accountant was appointed as an Additional Director by the Board with effect from November 19, 2013, pursuant to Section 260 of the Companies Act, 1956, and shall hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of 1,00,000/- proposing the candidature of Mr. UMESH CHAND KHANDELWAL for the office of Independent Director, to be appointed as such under the provisions section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013.

The Company has received from. UMESH CHAND KHANDELWAL (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. UMESH CHAND KHANDELWAL as an Independent Director of the Company up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier pursuant to section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. UMESH CHAND KHANDELWAL, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. UMESH CHAND KHANDELWAL as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr UMESH CHAND KHANDELWAL, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO. 5

The Board, at its meeting held on August 14, 2014, appointed Mrs. Seema Mittal as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013, Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Seema Mittal will hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of 1,00,000/- proposing the candidature of Mrs. Seema Mittal for the office of director.

The Company has received from Seema Mittal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

She is liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mrs. Seema Mittal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

SANTOSH KUMAR AGARWAL

NAME	SANTOSH KUMAR AGARWAL
FATHER'S NAME	LATE SHRI NAAGAR MAL AGARWAL
D.O.B.	15/12/1947
ADDRESS	128/44 A-1, GOVARDHAN PURWA, JUHI GAUSHALA, KIDWAI NAGAR ANAND NAGAR, JUHI, KANPUR-208011 EMAIL- skaoffice@rediffmail.com
QUALIFICATION	B.COM, L.L.B.
EXPERIENCE	Individual has more than 40 years of experience in legal field as a practicing lawyer. He has rich experience in the area of taxation.
OTHER DIRECTORSHIP	THE KANPUR COMMODITY EXCHANGE LIMITED OLIN INTERNATIONAL LIMITED KCEL COMMIDITY PRIVATE LIMITED
SHAREHOLDING IN THE COMPANY	ON INDIVIDUAL NAME- 4884441 EQUITY SHARES AS KARTA OF SANTOSH KUMAR AGARWAL HUF- 1, 000,000 EQUITY SHARES

CA RAJIV AGARWAL

NAME	RAJIV AGARWAL
FATHER'S NAME	RAM KRISHNA AGRAWAL
D.O.B.	07/04/1968
ADDRESS	117/K/6, SCHEME-III R.S.PURAM,KAKADEO KANPUR -208005 Email- aaacaknp@gmail.com
QUALIFICATION	B.Com. F.C.A.
EXPERIENCE	Rajiv Agarwal is a renowned Chartered Accountant having wide experience in the field of Financial Sector
OTHER DIRECTORSHIP	NIL
SHAREHOLDING IN THE COMPANY	NIL

RAKESH CHAND AGARWAL

NAME	RAKESH CHAND AGARWAL
FATHER'S NAME	RAMESH CHAND AGRAWAL
D.O.B.	24/10/1964
ADDRESS	7/36, Swaroop Nagar KANPUR- 208002 Email- rcagarwal786@gmail.com
QUALIFICATION	Graduate
EXPERIENCE	A businessman with an experience of more than twenty years in the field of Money market
OTHER DIRECTORSHIP	Rodic Coffee Estates Private Limited
SHAREHOLDING IN THE COMPANY	NIL

CA VIVEK KHANNA

NAME	VIVEK KHANNA
FATHER'S NAME	BRIJ MOHAN KHANNA
D.O.B.	13/01/1968
ADDRESS	55, PANCHVATI APARTMEN 8/60, ARYA NAGAR, NAWAB KANPUR- 208002 Email- vivekknannaca@gmail.com
QUALIFICATION	B.Com. F.C.A.
EXPERIENCE	With an experience of more than twenty years as a Chartered Accountant, He is having expertise in the field of Income tax matters and Economics.
OTHER DIRECTORSHIP	NIL
SHAREHOLDING IN THE COMPANY	NIL

CA UMESH CHAND KHANDELWAL

NAME	UMESH CHAND KHANDELWAL
FATHER'S NAME	KAPOOR CHAND KHANDELWAL
D.O.B.	16/10/1966
ADDRESS	111/359 Ashok Nagar , KANPUR- 208002 Email- umihir_k@yahoo.co.in
QUALIFICATION	B.Com. F.C.A.
EXPERIENCE	He is Senior Chartered Accountant Dealing with various financial projects and associated to many industrial group and having experience of more than twenty years.
OTHER DIRECTORSHIP	Gopi Medical Services Private Limited
SHAREHOLDING IN THE COMPANY	NIL

Mrs. SEEMA MITTAL

NAME	SEEMA MITTAL
FATHER'S NAME	LAXMI NARAIN DALMIA
D.O.B.	21/06/1969
ADDRESS	HN. 93 113- Swaroop Nagar , KANPUR- 208002 Email- seemamittal1969@gmail.com
QUALIFICATION	Graduate
EXPERIENCE	She is business consultant and having good knowledge of legal aspects of business matters with experience of more than fifteen years.
OTHER DIRECTORSHIP	NIL
SHAREHOLDING IN THE COMPANY	NIL

SULABH ENGINEERS AND SERVICES LIMITED

CIN: L28920MH1983PLC029879

Regd. Office: **Office No.206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd.,
R .K. Singh Marg office, Parsi Panchayat Road,Andheri (East),Mumbai-400069** India.

Corporate Office: 17/11, The Mall, Kanpur-208001

Tel.: Registered Office: Tele No- 022-27654092 Fax No. - 022- 27658405

Corp Office: Tele No- 0512-2311226, 2319705 Fax No- 0512- 2363774

Website: www.sulabh.org.in Email.: sulabheng22@gmail.com,sulabhinvestorcell@gmail.com**ATTENDANCE SLIP**

(To be presented at the entrance)

Reg. Folio No:

No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, **Office No.206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg office, Parsi Panchayat Road,Andheri (East),Mumbai-400069** on Friday, the 26th day of September 2014 at 11:30 AM.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

SULABH ENGINEERS AND SERVICES LIMITED

CIN: L28920MH1983PLC029879

Regd. Office: **Office No.206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd.,
R .K. Singh Marg office, Parsi Panchayat Road,Andheri (East),Mumbai-400069** India.

Corporate Office: 17/11, The Mall, Kanpur-208001

Tel.: Registered Office: Tele No- 022-27654092 Fax No. - 022- 27658405

Corp Office: Tele No- 0512-2311226, 2319705 Fax No- 0512- 2363774

Website: www.sulabh.org.in Email.: sulabheng22@gmail.com,
sulabhinvestorcell@gmail.com

Name of the member (s):

.....

Registered address:

.....

E-mail Id:

.....

Folio No/ Client Id:

.....

DP ID:

.....

I/We, being the member (s) ofshares of the above named Company,
hereby appoint

1.Name:.....Address:..... E-mail
Id:Signature:....., or failing him

2.Name:.....Address:.....
E-mail Id:Signature:....., or failing
him

3.Name:.....Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual
General Meeting of the Company, to be held on the Friday, September 26, 2014 at 11.30 A.M. at
Office No.206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg
office, Parsi Panchayat Road,Andheri (East),Mumbai-400069 and at any **adjournment thereof**
in respect of such resolutions as are indicated below:

Ordinary Business

Optional*

Resolution No.	Item	For	Against
1	Adoption of financial statement for the year ended March 31, 2014		
2.	Reappoint Shri Santosh Kumar Agarwal, (DIN: 00392309) Director who retires by rotation		
3.	To appoint M/S Satish Soni & Co., Chartered Accountants as Statutory Auditors of the company		

Special Business

Resolution No.	Item	For	Against
1	To appoint Mr. Rajiv Agarwal (DIN :03445523), as Independent Director		
2.	To appoint Mr. Rakesh Chand Agarwal (DIN:03539915), as Independent Director		
3.	To appoint Mr. Vivek Khanna (DIN: 06737188) as Independent Director		
4.	To appoint Mr. Umesh Chand Khandelwal (DIN:02121893), as Independent Director		
5.	To appoint Mrs. Seema Mital (DIN 06948908),, as Director		

Signed this day of 2014.

Signature of shareholder

Affix Re/- Revenue Stamp Here

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.