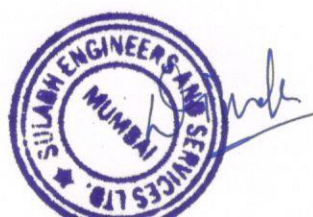


Details of voting results – 31st Annual General Meeting held on September 26, 2014

Date of AGM	26 September 2014
Total No. of Share holders on Record Date	538
No. of shareholders present in the meeting either in person or through proxy	06
Promoters and Promoter Group	02
Public	04
No. of Shareholders attended the meeting through Video Conferencing	Not applicable as facility was not provided

Agenda-wise Details

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting (Show of hands /Poll/Postal ballot /E-voting)	Remarks
1	Adoption of 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.	Ordinary	E-voting and Poll	Passed unanimously
2	Re- appointment of Mr. Santosh Kumar Agarwal (DIN: 00392309) as Director	Ordinary	E-voting and Poll	Passed unanimously
3	Appointment of M/S Satish Soni & Co., Chartered Accountants (M.N. 044391), as Statutory Auditors of the company	Ordinary	E-voting and Poll	Passed unanimously
4	Appointment of Mr. Rajiv Agarwal (DIN :03445523) as Independent Director	Ordinary	E-voting and Poll	Passed unanimously
5	Appointment of Mr. Rakesh Chand Agarwal (DIN:03539915) as Independent Director	Ordinary	E-voting and Poll	Passed unanimously
6	Appointment of Mr. Vivek Khanna (DIN:06737188) as Independent Director	Ordinary	E-voting and Poll	Passed unanimously
7	Appointment of Mr. Umesh Chand Khandelwal (DIN:02121893) as Independent Director	Ordinary	E-voting and Poll	Passed unanimously
8	Appointment of Mrs. Seema Mital (DIN 06948908) as Director	Ordinary	E-voting and Poll	Passed unanimously



Details of results based on voting at 31st Annual General Meeting held on September 26, 2014

Particulars	Promoter/ Public	No. of Shares held	No. of Votes Polled	No. of valid Votes	No. of valid Votes Polled by inter- ested partie s	No. of invali d Votes	% of valid votes polled on outstan ding shares	No. of votes in favor	No. of votes against	% of votes in favor on valid votes	% of votes against on valid votes
1	2	3	4	5	6	7	8=(5/3 *100)	9	10	11=(9/5* 100)	12=(10/5*10 0)
Resolution No.1	Promoter	26902500	26229941	26229941	0	0	97.50	26229941	0	100	0
	Public Institutional Holders	0	0	0	0	0	0	0	0	0	0
	Public- Others	73572500	13109822	13109822	0	0	17.82	13109822	0	100	0
Resolution No.2	TOTAL	100475000	39339763	39339763	0	0	39.15	39339763	0	100	0
	Promoter	26902500	26229941	26229941	0	0	97.50	26229941	0	100	0
	Public Institutional Holders	0	0	0	0	0	0	0	0	0	0
Resolution No.3	Public- Others	73572500	13109822	13109822	0	0	17.82	13109822	0	100	0
	TOTAL	100475000	39339763	39339763	0	0	39.15	39339763	0	100	0
	Promoter	26902500	26229941	26229941	0	0	97.50	26229941	0	100	0
Resolution No.3	Public Institutional Holders	0	0	0	0	0	0	0	0	0	0
	Public- Others	73572500	13109822	13109822	0	0	17.82	13109822	0	100	0
	TOTAL	100475000	39339763	39339763	0	0	39.15	39339763	0	100	0
Resolution No.3	Promoter	26902500	26229941	26229941	0	0	97.50	26229941	0	100	0
	Public Institutional Holders	0	0	0	0	0	0	0	0	0	0
	Public- Others	73572500	13109822	13109822	0	0	17.82	13109822	0	100	0
Resolution No.3	TOTAL	100475000	39339763	39339763	0	0	39.15	39339763	0	100	0
	Promoter	26902500	26229941	26229941	0	0	97.50	26229941	0	100	0
	Public Institutional Holders	0	0	0	0	0	0	0	0	0	0



Scrutinizer's Report - Combined

To,

The Chairman of **SULABH ENGINEERS AND SERVICES LIMITED**,

31st Annual General Meeting of the Members of **SULABH ENGINEERS AND SERVICES LIMITED** will be held on Friday, 26th September, 2014 at 11:30 a.m. at Office no. 206, 2nd floor, Apollo Complex Premises Cooperative Society Limited, R.K. Singh Marg office, Parsi Panchayat Road, Andheri (East), Mumbai – 400 0069

Dear Sir,

1. I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **SULABH ENGINEERS AND SERVICES LIMITED** for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 31st Annual General Meeting of the Members of the Company held on, Friday, 26th September, 2014 at 11:30 a.m. at Office no. 206, 2nd floor, Apollo Complex Premises Cooperative Society Limited, R.K. Singh Marg office, Parsi Panchayat Road, Andheri (East), Mumbai – 400 0069.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 31st Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

2. I have issued separately my reports on E-voting and voting through poll at the AGM held on 26th September, 2014. The Details are as under:
 1. My report dated 22nd September, 2014 on Evoting.
 2. My report dated 26th September, 2014 on voting through poll at AGM held on 26th September, 2014.



I, submit herewith my combined reports on the results of Evoting together with that pole as under:

Item No. 1

Ordinary Resolution:

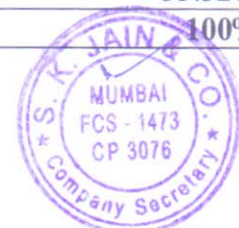
(A) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit and loss account, for the year ended on the date together with the Schedules and notes attached hereto, along with the Report of Directors' and Auditors thereon.

(B) The audited consolidated Financial Statements of the Company for the Financial year ended 31st March, 2014.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(4/2*100)]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0

Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%



Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%

Item No. 2

Ordinary Resolution: To re-appoint Shri Santosh Kumar Agarwal, (DIN: 00392309) Director, who retires by rotation and being eligible , offers himself for re-appointment.

Promoter/P ublic	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(4/2*100)]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0



Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%

Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%



Item No. 3

Ordinary Resolution: To appoint M/S Satish Soni & Co., Chartered Accountants, (Membership No.:044391) as Statutory Auditor of the Company to hold office from the conclusion of this AGM upto the conclusion of the 34th AGM.

Promoter/P ublic (1)	No. of Shares Held (2)	No. of votes Polled (3)	No. Of valid Votes (4)	No. of votes polled by the interest ed parties (5)	No. Of Invalid Votes (6)	% of Valid Votes Polled on outstanding Shares (7)= [(4/2*100)]	No. of Votes in Favour (8)	No. of Votes against (9)	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0

Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%



Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%

Item No. 4

Ordinary Resolution: To appoint Shri Rajiv Agarwal (DIN:03445523) as an Independent Director of the Company.

Promoter/P ublic	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(4/2*100)]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0



Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%

Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%



Item No. 5

Ordinary Resolution: To appoint Shri Rakesh Chand Agarwal (DIN: 03539915) as an Independent Director of the Company.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interested parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [[8/4*100]]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [[4/2*100]]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0

Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%



Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%

Item No. 6

Ordinary Resolution: To appoint Shri Vivek Khanna (DIN: 06737188) as an Independent Director of the Company.

Promoter/P ublic	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(4/2*100)]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0



Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%

Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%



Item No. 7

Ordinary Resolution :To appoint Shri Umesh Chand Khandelwal (DIN:02121893) as Independent Director of Company.

Promoter/P ublic	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [(8/4*100)]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [(4/2*100)]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	26229941	0	0	97.50%	26229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	39339763	0	0	39.15%	39339763	0	100%	0

Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	26229941	66.68%
Public Institutional holders	0	0
Public Others	13109822	33.32%
Total	39339763	100%



Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 39339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%

Item No.8

Ordinary Resolution: To confirm Mrs. Seema Mital (DIN:06948908) from Additional Director to Director.

Promoter/P ublic	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes 10= [[8/4*100]]	% of votes against on valid votes 11=(9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)= [[4/2*100]]	(8)	(9)		
Promoter and Promoter Group	26902500	26229941	23229941	3000000	0	86.34%	23229941	0	100%	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13109822	13109822	0	0	17.82%	13109822	0	100%	0
Total	100475000	39339763	36339763	3000000	0	36.16%	36339763	0	100%	0



Voted In Favour of Resolution

Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36339763
Promoter & Promoter Group	23229941	63.92%
Public Institutional holders	0	0
Public Others	13109822	36.08%
Total	36339763	100%

Votes In against of Resolution

category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36339763
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0%



Sr. No.	Resolution	Nature of Resolution	Favour	Against
1	(A) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 , the Profit and loss account , for the year ended on the date together with the Schedules and notes attached hereto, along with the Report of Directors' and Auditors thereon. (B) The Audited consolidated Financial Statements of the Company for the Financial year ended 31 st March, 2014.	Ordinary Resolution	100%	0%
2	To re-appoint Shri Santosh Kumar Agarwal, (DIN: 00392309) Director, who retires by rotation and being eligible , offers himself for re-appointment.	Ordinary Resolution	100%	0%
3	To appoint M/S Satish Soni & Co., Chartered Accountants, (Membership No.:044391) as Statutory Auditor of the Company to hold office from the conclusion of this AGM upto the conclusion of the 34th AGM.	Ordinary Resolution	100%	0%
4	To appoint Shri Rajiv Agarwal (DIN:03445523) as an Independent Director of the Company	Ordinary Resolution	100%	0%
5	To appoint Shri Rakesh Chand Agarwal (DIN: 03539915) as an Independent Director of the Company	Ordinary Resolution	100%	0%
6	To appoint Shri Vivek Khanna (DIN: 06737188) as an Independent Director of the Company.	Ordinary Resolution	100%	0%
7	To appoint Shri Umesh Chand Khandelwal (DIN:02121893) as Independent Director of Company	Ordinary Resolution	100%	0%
8	To confirm Mrs. Seema Mital (DIN:06948908) from Additional Director to Director.	Ordinary Resolution	100%	0%

Thanking You,
Yours faithfully,



Place: Mumbai

Dated: 26/09/2014

Name/s and Signature/s of the Scrutinizer/s

Dr. S. K. Jain

Practicing Company Secretary

