

**Report of Scrutinizer**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014]**

To,

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

Dear Sir,

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

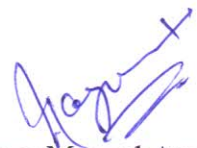
The Management of the Company is responsible to ensure the Compliance with the  
requirements of the Companies Act, 2013 and the Rules relating to the voting through  
electronic means on the resolutions contained in the Notice to the 31<sup>st</sup> Annual General  
Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-  
voting process is restricted to make Scrutinizer 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 Authority to  
provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- i. The e-voting period remained open from 18<sup>th</sup> September, 2014 to 20<sup>th</sup> September, 2014.
- ii. The members of the Company as on the "Cut off date" i.e. 29<sup>th</sup> August, 2014 were entitled to vote on resolutions (item No. 1 to 8 as set out in the Notice of the 31<sup>st</sup> AGM of the Company)
- iii. The votes cast were unblocked on 20<sup>th</sup> September, 2014 in the presence of two witnesses, Mr. Bipin Singh and Mr. Mayank Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Bipin Singh

  
Name: Mayank Arora

- iv. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the e-voting is 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 31<sup>st</sup> March, 2014.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interes ted parties (5)	No. Of Invalid Votes	% of Valid Votes Polled on outstandi ng Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/4)	% of votes against on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0		0	0	0
Public Others	73572500	13044337	13044337	0	0	17.73%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



**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/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the inter- ested parties (5)	No. Of Invalid Votes (6)	% of Valid Votes Polled on outstand- ing Shares (7 = 4/2)	No. of Votes in Favour (8)	No. of Votes against (9)	% of Votes in Favour on valid votes - (10 = 8/4)	% of votes against on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0		0	0	0
Public Others	73572500	13044337	13044337	0	0	17.73%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Voted in Favour of the Resolution:**

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polledi.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

**Voted in Against of the Resolution:**

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



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 34<sup>th</sup> AGM.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interes ted parties (5)	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/4)	% of votes against on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7 = 4/2)	(8)	(9)	(10 = 8/4)	(11 = 9/4)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0		0	0	0
Public Others	73572500	13044337	13044337	0	0	17.30%	13044337	0	100%	0
<b>Total Public</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Voted in Favour of the Resolution:**

(1)

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

**Voted in Against of the Resolution:**

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 4

**Ordinary Resolution: To appoint Shri Rajiv Agarwal (DIN:03445523) 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 interes ted parties (5)	No. Of Invalid Votes	% of valid Votes Polled on outstand ing Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/4)	% of votes against on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Institutiona l holders	0	0	0	0	0	0		0	0	0
Public Others	73572500	13044337	13044337	0	0	17.30%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Voted in Favour of the Resolution:**

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

**Voted in Against of the Resolution:**

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



**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 interes ted parties (5)	No. Of Invalid Votes	% of Votes Polled on outstan ding Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/4)	% of votes again st on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13044337	13044337	0	0	17.30%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Voted in Favour of the Resolution:**

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

**Voted in Against of the Resolution:**

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 6

Ordinary Resolution: To appoint Shri Vivek Khanna (DIN: 06737188) 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 interest ed parties (5)	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes- (10 = 8/4)	% of votes against on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7 = 4/2)	(8)	(9)	(10 = 8/4)	(11 = 9/4)
Promoter and Promoter Group	26902500	23229941	2322994 1	0	0	86.35%	23229941	0	100%	0
Public Institution al holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13044337	1304433 7	0	0	17.30%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>3627427 8</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>





Item No. 7

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

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the interest ed parties (5)	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/4)	% of votes again st on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7 = 4/2)	(8)	(9)	(10 = 8/4)	(11 = 9/4)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Instituti onal holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13044337	13044337	0	0	17.30%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No.8

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

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. of votes polled by the inter sted partie s (5)	No. Of Invalid Votes	% of valid Votes Polled on outstandi ng Shares (7 = 4/2)	No. of Votes in Favour	No. of Votes again st (9)	% of Votes in Favour on valid votes (10 = 8/4)	% of votes again st on valid votes (11 = 9/4)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Promoter and Promoter Group	26902500	23229941	23229941	0	0	86.35%	23229941	0	100%	0
Public Instituti onal holders	0	0	0	0	0	0	0	0	0	0
Public Others	73572500	13044337	13044337	0	0	17.30%	13044337	0	100%	0
<b>Total</b>	<b>100475000</b>	<b>36274278</b>	<b>36274278</b>	<b>0</b>	<b>0</b>	<b>36.10%</b>	<b>36274278</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Voted in Favour of the Resolution:**

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e 36274278
1.	Promoter and Promoter Group	23229941	64.04%
2.	Public Financial Institution	0	
3.	Public Others	13044337	35.96%
	<b>TOTAL</b>	<b>36274278</b>	<b>100</b>

**Voted in Against of the Resolution:**

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 36274278
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>



### Voting Result

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 <sup>st</sup> 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: 22/09/2014

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

Dr. S. K. Jain

Practicing Company Secretary

