

MINUTES OF ANNUAL GENERAL MEETING OF M/S SULABH ENGINEERS AND SERVICES LIMITED HELD ON 22nd AUGUST, 2012 AT 11.00 A.M. AT ITS REGISTERED OFFICE AT B-32 APMC MARKET-1 PHASE-II, SECTOR-19 VASHI, NAVI MUMBAI-400705

PRESENT

Mr. Manoj Kumar Agrawal	Director & Member
Mrs. Deepa Mittal	Director & Member
CA Rajiv Agrawal	Director (Chairman, Audit Committee)

(In addition 5 persons present in person including one person as representative)

CHAIRMAN

Mr. Manoj Kumar Agarwal was elected as Chairman of the meeting and he accordingly occupied the Chair.

QUORUM

After having verified the requisite quorum, the Chairman called the meeting to order. The Chairman welcomed the members to the meeting.

REGISTER OF DIRECTORS' SHAREHOLDING AND OTHER STATUTORY RECORDS

The Chairman informed that the Register of Directors Shareholding required to be maintained U/s 307 of the Companies Act, 1956 and other statutory records viz. Members' Register etc. as permitted under the Companies Act, 1956 is open for inspection of Members during the continuance of the Meeting.

NOTICE CONVENING THE MEETING AND DIRECTORS' REPORT


With the permission of Chairman, the Notice convening the Meeting and Directors' Report, as circulated to the Members was taken as read.

AUDITORS' REPORT

The Chairman read out the Auditors' Report on Annual Accounts for the period ended on 31st March, 2012 to the Members.

The business of the Meeting as per the Notice thereof was thereafter taken up item wise.

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Chairman's Initial

1. APPROVAL OF ACCOUNTS

The Chairman then explained the activities of the company and invited the members present to ask queries arising out of the balance sheet, profit and loss account, Directors' Report and Auditors' Report. Several questions (not involving any important point of principle) were asked and suitably replied by the chairman. The Chairman proposed the following resolution which was seconded by Mr. Rajeev Agarwal:

"RESOLVED THAT the Profit and Loss Account for the year ended 31.03.2012 and the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon be and are hereby received and adopted."

The Resolution was put to vote and was unanimously passed on show of hands

2. APPOINTMENT OF DIRECTOR

The Chairman placed before the members a proposal to re-appoint Shri Santosh Kumar Agarwal, Director, who retires by rotation and being eligible, offers himself for re appointment. Mrs. Deepa Mittal proposed the following resolution which was seconded by Mr. Harish Narang.

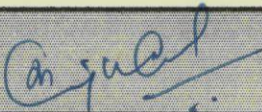
"RESOLVED THAT pursuant to Section 256 of the Companies Act, 1956 Shri Santosh Kumar Agarwal who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

The Resolution was put to vote and was unanimously passed on show of hands.

3. APPOINTMENT OF AUDITORS

The Chairman informed at the meeting that as per provisions of Companies Act, 1956, the office of auditors shall be vacated at the conclusion of this annual general meeting. M/s Rakesh Soni & Co. are the retiring auditors. Rakesh Soni & Co Chartered Accountants do not offer themselves for Re appointment at the forthcoming Annual General Meeting of the Company. They will be ceased to be the Statutory Auditors of the Company with effect from the conclusion of the above said AGM. In view of the above M/S Satish Soni & Co., Chartered Accountants has to be appointed in place, and instead of Rakesh Soni & Co Chartered Accountants, as the new Statutory Auditors of the Company. Thereby it was proposed by Mr. Rajeev Agarwal and seconded by Mrs. Deepa Mittal before the members.

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Chairman's Initial

“RESOLVED THAT M/s Satish Soni & Co., Chartered Accountants of Mumbai be and are hereby appointed as the Auditors of the company for a period commencing from the conclusion of this meeting up to the conclusion of the next Annual General Meeting at a remuneration as may be determined by the Board of Directors in addition to reimbursement of out of pocket expenses actually incurred by them in connection with the Audit work.”

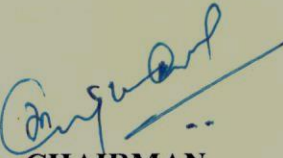
“ RESOLVED FURTHER THAT the Board of Directors of the Company do take all necessary actions in this respect to give effect to this resolution”.

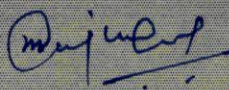
The Resolution was put to vote and was unanimously passed on show of hands.

VOTE OF THANKS

There being no other business to transact, meeting ended with a vote of thanks to the Chair.

DATE: 22.08.2012
PLACE: MUMBAI


CHAIRMAN


Chairman's Initial