

**MINUTES OF ANNUAL GENERAL MEETING OF M/S SULABH ENGINEERS AND SERVICES LIMITED HELD ON 27<sup>th</sup> SEPTEMBER, 2013 AT 11.00 A.M. AT ITS REGISTERED OFFICE AT B-32 APMC MARKET-1 PHASE-II, SECTOR-19VASHI, NAVI MUMBAI-400705**

**PRESENT**

Mr. Niranjan Swaroop Goel  
CA Rajiv Agrawal

Director  
Director (Chairman, Audit Committee)

(In addition 8 persons present in person including three persons as representative and one proxy)

**CHAIRMAN**

Mr. Niranjan Swaroop Goel 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 31<sup>st</sup> March, 2013 to the Members.

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

  
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. Mr. Manish Garg proposed the following resolution which was seconded by Mr. Ankit Jain:

**“RESOLVED THAT** the Profit and Loss Account for the year ended 31.03.2013 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 Rakesh Chand Agarwal, Director, who retires by rotation and being eligible, offers himself for re appointment. Mr. Harish Narang proposed the following resolution which was seconded by Mr. Pankaj Kumar Mittal.

**“RESOLVED THAT** pursuant to Section 256 of the Companies Act, 1956 Shri Rakesh Chand 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 s Satish Soni & Co. are the retiring auditors and eligible for re-appointment. Thereby it was proposed by Mr. Raj kumar Agarwal and seconded by Mr. Ankit Jain before the members.

**“RESOLVED THAT** M/s s Satish Soni & Co., Chartered Accountants of Mumbai be and are hereby re-appointed as the Auditors of the company for a period commencing from the conclusion of this meeting upto 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.”

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



Chairman's Initial

### **REGULARISATION OF DIRECTOR**

The Chairman placed before the members a proposal to regularize two directors of the Company namely Mr. Niranjn Swaroop Goel, and Mr. Guljhari Lal Sharma, who were appointed as the Additional Directors of the Company at its duly convened Board Meetings and liable to holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from the members, proposing their candidature for the office of Directors under the provisions of Section 257 of the Act. The members discussed the same and passed the following resolution:

#### **4. Regularization of Mr. Niranjn Swaroop Goel**

**“RESOLVED THAT** in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactments thereof, Mr. Niranjn Swaroop Goel who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation.”

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

#### **5. Regularization of Mr. Guljhari Lal Sharma**

**“RESOLVED THAT** in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactments thereof, Mr. Guljhari Lal Sharma who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation.”

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: 08 October 2013**  
**PLACE: KANPUR**

  
**CHAIRMAN**

Chairman's Initial

**MINUTES OF THE MEETING OF  
SHARE HOLDERS**

**ANNEXURE I(A)**

SR. No	DP ID/CLIENT ID	NO. OF SHARES	NAME OF SHAREHOLDERS
1	1203140000093419	4000	SUBODH AGARWAL
2	1203140000082578	290000	MANISH KUMAR GARG
3	1201060001768408	1100	RAJ KUMAR AGARWAL
4	IN30220110443909	1350000	HARISH KUMAR NARANG
	<b>Total</b>	<b>1645100</b>	

**ANNEXURE I(B)**

SR.NO.	DP ID/CLIENT ID	NO. OF SHARES	NAME OF SHAREHOLDERS	REPRESENTATIVES
1	1206120000362304	3000000	GOVIND MERCANTILES PVT(LTD)	PANKAJ MITTAL
2	1203140000082179	137495	ADINATH SHARES & COMMODITIES PVT(LTD)	ANKIT JAIN
3	1207220000003378	61730	SHRISHI & SYSTEM PVT(LTD)	SANTOSH KUMAR AGARWAL
	<b>TOTAL</b>	<b>3199225</b>		

**ANNEXURE i(C)**

SR.NO.	DP ID/CLIENT ID	NO. OF SHARES	NAME OF SHAREHOLDERS	NAME OF PROXY
1	120612000356818	739500	DEEPA MITTAL	ARVIND KUMAR MITTAL
	<b>TOTAL</b>	<b>739500</b>		

