

FORM NO. MGT-13

Report On Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

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

The 32nd Annual General Meeting of the Shareholders of **SULABH ENGINEERS AND SERVICES LIMITED** held on Monday, 28th September, 2015 at 01:00 P.M. at 206, 2nd Floor, Apollo Complex Premises Cooperative Society Limited, R. K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai-400069, Maharashtra, India

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the 32nd Annual General Meeting of the Equity Shareholders of **SULABH ENGINEERS AND SERVICES LIMITED** held on Monday, 28th September, 2015 at 01:00 P.M. at 206, 2nd Floor, Apollo Complex Premises Cooperative Society Limited, R. K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai- 400069, Maharashtra, India submit my report as under:

A. Relating to E-Voting:

1. The Remote E-Voting period remained open from 10:00 A.M. on Friday, 25th September, 2015 up to 5.00 P.M. on Sunday, 27th September, 2015.
2. The Remote E-Voting was unblocked on 28th September, 2015 at 04.51 P.M. in presence of two witnesses who were not in the employment of the Company.


Name: Ms. Hiya Samria


Name: Ms. Pooja Pareek



B. Relating to voting by Poll:

1.	Members present in person or through Authorized Representatives	10
	Members present but did not cast vote	1
	Members who cast vote through Poll	9

2. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

C. Result of E-Voting and Poll:

1. The voting rights were reckoned as on 22nd September, 2015, being cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)
4. The combined result of remote E-voting and poll is as under:



RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2015, the Directors Report and Auditors' Report thereon.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	20	26701788	89.8995%
Voting by poll	9	3000017	10.1004%
Total	29	29701805	99.9999%

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	1	0.0001%
Voting by poll	0	0	0.00%
Total	1	1	0.0001%

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

To reappoint Mrs. Seema Mittal (DIN: 06948908) Director, who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	20	26701788	99.9998%
Voting by poll	8	17	0.0001%
Total	28	26701805	99.9999%

NOTE: No. of votes cast is excluding 30 00,000 votes casted by 1 member through Polling as the member is Interested Party in Resolution no. 2

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	1	0.0001%
Voting by poll	0	0	0.00%
Total	1	1	0.0001%

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)

To reappoint 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 next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2016 and to consider and if thought fit, to pass, with or without modification(s).

(I) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	20	26701788	89.8995%
Voting by poll	9	3000017	10.1004%
Total	29	29701805	99.9999%

(II) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	1	0.0001%
Voting by poll	0	0	0.00%
Total	1	1	0.0001%

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



SR. NO.	RESOLUTION	NATURE OF RESOLUTION	FAVOUR IN (%)	AGAINST IN (%)
1.	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2015, the Directors Report and Auditors' Report thereon.	Ordinary Resolution	99.9999%	0.0001%
2.	To reappoint Mrs. Seema Mittal (DIN: 06948908) Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	99.9999%	0.0001%
3.	To reappoint 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 next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2016 and to consider and if thought fit, to pass, with or without modification(s).	Ordinary Resolution	99.9999%	0.0001%



Result of Remote E-voting and by Poll as per **Clause 35A** of the Listing Agreement is as under:

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 32nd Annual General Meeting held on 28th September, 2015 transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	28 th September 2015		
2.	Book Closure Date	24 th September, 2015 to 28 th September, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	773		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	Category of Shareholders	In Person	Proxy	Total
	Promoter and Promoter Group	1	0	1
	Financial Institution	0	0	0
	Public	9	0	9
	Total	10	0	10
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			



Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Monday, the 28th day of September, 2015 at 01.00 P.M. at Registered Office of the Company at 206, 2nd Floor, Apollo Complex Premises Cooperative Society Limited, R. K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai- 400069, Maharashtra, India. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business provided as under:

Resolution No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2015, the Directors Report and Auditors' Report thereon.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100)
Promoter and Promoter Group	25683437	22340937	22340937	0	86.9857%	22340937	0	100%	0.00%
Public Institutio nal holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	74791563	7360869	7360869	0	9.8418%	7360868	1	99.9999%	0.0001%
Total	100475000	29701806	29701806	0	29.56%	29701805	1	99.9999%	0.0001%



Resolution No. 2

Ordinary Resolution: To reappoint Mrs. Seema Mittal (DIN: 06948908) 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(excluding interested parties)	No. Of Invalid Votes	No. of votes polled by interested parties	% of Votes Polled on outstanding Shares (7) = $[3/2 * (100)]$	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled (10) = $[8/4 * (100)]$	% of votes against on valid votes polled (11) = $[9/4 * (100)]$
(1)	(2)	(3)	(4)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	25683437	22340937	19340937	0	3000000	86.9857%	19340937	0	100%	0.00%
Public Institutional holders	0	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	74791563	7360869	7360869	0	0	9.8418%	7360868	1	99.9999%	0.0001%
Total	100475000	29701806	26701806	0	3000000	29.56%	26701805	1	99.9999%	0.0001%



Resolution No. 3

Ordinary Resolution: To reappoint 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 next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2016 and to consider and if thought fit, to pass, with or without modification(s).

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100)
Promoter and Promoter Group	25683437	22340937	22340937	0	86.9857%	22340937	0	100%	0.00%
Public Institutio nal holders	0	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	74791563	7360869	7360869	0	9.8418%	7360868	1	99.9999%	0.0001%
Total	100475000	29701806	29701806	0	29.56%	29701805	1	99.9999%	0.0001%



The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You.
Yours Faithfully,



Name and Signature of the Scrutinizer
S.K. Jain
Practicing Company Secretary
COP No. – 3076



(Sulabh Engineers and Services Limited)

Chairperson

Place: Mumbai
Date: 28th September, 2015