

MINUTES OF ANNUAL GENERAL MEETING OF M/S SULABH ENGINEERS AND SERVICES LIMITED HELD ON 26th SEPTEMBER, 2014 AT 11.00 A.M. AT ITS REGISTERED OFFICE AT 206, 2ND FLOOR, APOLLO COMPLEX PREMISES COOPERATIVE SOCIETY LTD., R .K. SINGH MARG, PARSII PANCHAYAT ROAD, ANDHERI (EAST), MUMBAI-400069

PRESENT

Mr. Manoj Kumar Agarwal	Whole Time Director and Member
C.A. Vivek Khanna	Director
CA Rajiv Agrawal	Director (Chairman, Audit Committee)
C.A. Umesh Chand Khandelwal	Director
C.S. Diwaker Dubey	Company Secretary
Dr. S. K. Jain,	Practicing Company Secretary (The scrutinizer)

(In addition 5 persons present in person including 03 persons 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

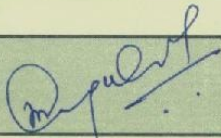
The Chairman informed that the Register of Directors Shareholding required to be maintained U/s the Companies Act, 2013 and other statutory records is open for inspection of Members during the continuance of the Meeting.

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, 2014 to the Members.


Chairman's Initial

The Chairman informed the members that In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of Listing Agreement with Stock Exchanges and the Rules made there under, the Company provided to its shareholders with the facility to exercise their right to vote at the 31st Annual General Meeting of the Company by electronic means through e-Voting services provided by the Central Depository Services Limited (CDSL).

The e- voting commenced on September 18, 2014 at 10.a.m. IST and ended on September 20, 2014 at 6 p.m. IST.

The chairman also informed that Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) who was appointed as scrutinizer to conduct the e-voting process is present at AGM and has submitted his report to the chairman on the results of E-voting conducted as aforesaid.

Chairman than ordered for a voting by poll on all the resolutions as sent in the AGM notice (as mentioned herein) and appointed Dr. S. K. Jain as the scrutinizer to conduct the poll process in fair and transparent manner and informed the members that the polling process will be closed after half an hour.

ORDINARY BUSINESS

ITEM NO.1

Adoption of Audited Balance Sheet as at March31, 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.

ITEM NO.2

Appointment of Shri Santosh Kumar Agarwal, (DIN: 00392309), Director, who retires by rotation and being eligible, offered himself for re-appointment.

ITEM NO.3

Appointment of M/S Satish Soni & Co., Chartered Accountants, (M.N. 044391), 15/2, 2nd floor, Meteor House, Colaba, Mumbai-400001 as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 34th Annual General Meeting for a period of three years subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2015.


Chairman's Initial

SPECIAL BUSINESS

ITEM NO.1

Appointment of Mr.Rajiv Agarwal (DIN :03445523) as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.

ITEM NO.2

Appointment of Mr. Rakesh Chand Agarwal (DIN:03539915)) as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

ITEM No.3

Appointment of Mr. Vivek Khanna (DIN: 06737188)as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

ITEM No. 4

Appointment of Mr Umesh Chand Khandelwal (DIN:02121893), as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier.”

ITEM No. 5

Appointment of Mrs. Seema Mital (DIN 06948908), as Director of the Company.

The scrutinizer began the poll process by distributing the ballot papers.

After the completion of poll process The Chairman informed the members that the final result will be declared on website of the company on or before 29 September 2014 after combining the results of both the e- voting and the poll. The said results shall also be sent simultaneously to BSE, UPSE and CDSL.

VOTE OF THANKS

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

DATE: 08 October 2014

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	IN30220110443909	65483	HARISH KUMAR NARANG
2	1206120000357294	537000	MANOJ KUMAR AGARWAL
3	1201060001767457	1400	SUBODH AGARWAL KARTA OF SUBODH AGARWAL HUF
	Total	604243	

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	IN30051313413645	01	KARYOTSARG PLANTATION PVT LTD	LEHAR ARORA
3	IN30051313413653	01	GANDHAR SHARE BROKING PVT LTD	BIPIN SINGH
	TOTAL	3000002		

