

SULABH ENGINEERS AND SERVICES LIMITED

Corporate Identity Number (CIN): L28920MH1983PLC029879

Regd. Office: 206, 2ndFloor, Apollo Complex Premises Coop Society RK Singh Marg, Parsi Panchyat Road, Andheri (East) Mumbai 400069

Email: sulabheng22@gmail.com, Website: www.sulabh.org.in

Tel. No.: 0512 - 2311226, 2319705, Fax No.: 0512 - 2363774

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the **“Rules”**) that, the Special Resolution(s) in respect of matters as set out in accompanying Postal Ballot Notice are proposed to be transacted by way of Postal Ballot.

An Explanatory Statement pertaining to the said Resolution(s) setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with Postal Ballot form is being sent to you for your consideration.

The Board of Directors of the Company (the **“Board”**) has appointed Dr. S. K. Jain Proprietor of S. K. Jain & Co. Practising Company Secretary (FCS 1473/ COP: 3076) for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and the provisions of Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide electronic Voting (**Remote E- Voting**) facility as an alternative to its Members to cast their votes electronically instead of casting the vote in physical Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited (**“CDSL”**), an Agency authorized by the Ministry of Corporate Affairs (**“MCA”**) for providing e-voting platform. The Procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Members who wish to cast their votes physically through Postal Ballot form are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 14th September, 2016.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Board of Directors, after completion of scrutiny of physical Postal Ballot Papers/ e-voting but not later than two days from the date of conclusion of the Postal Ballot process, and the result of the Postal Ballot will be announced at 5.00 p.m. (IST) on 16th September, 2016 at the Registered Office of the Company at 206, 2nd Floor, Apollo Complex Premises Coop Society RK Singh Marg, Parsi Panchyat Road, Andheri, Mumbai 400069 and shall thereafter be published in the newspapers. The result of Postal Ballot along with the Scrutinizer’s Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company and hosted on the Company’s Website (www.sulabh.org.in).

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RESOLUTIONS

1. TO CONSIDER AND APPROVE ALTERATION IN OBJECT CLAUSE OF THE COMPANY AS PER SECTION 13 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND RECOMMEND THE APPROVAL OF THE MEMBERS BY MEANS OF VOTING THROUGH POSTAL BALLOT.

“RESOLVED THAT pursuant to Section of 13 and all other provisions, if any of the Companies Act, 2013 “the act” and the Rules made thereunder (including any Statutory modification or re-enactment thereof for the time being in force as may be enacted from time to time), subject to such other approvals, consents, sanctions and permissions as may be necessary and the Articles of Association of the Company, consent of the Members of the Company be and is hereby given for Alteration of Clause III (A) (1) of Memorandum of Association of the Company by inserting New sub clauses (d) ,(e) and (f) immediately after sub clause (c) of the Clause III (A) (1) of Memorandum of Association of the Company as under:

- d) To carry on business in India or elsewhere of manufacturing, preserving, refrigerating, packing, bottling, processing, agro-products, food and medical products, to set up food preservation, refrigeration and multipurpose radiation plant or any other plant, to act as manufacturers, producers, processors, importers, exporters, agents, brokers, wholesalers, showroom owners, retailers, distributors, exchangers, traders, buyers, sellers, job workers, stockiest, and to market, promote, warehouse, poly house, cold stores organize or otherwise to deal in all types of medical foods and agro products and to participate in local, national, and international trade fairs, sale exhibitions, seminars, or any other sales promotion scheme, and involve in research and development activities, technical collaboration, technical transfer, to do all acts and things necessary for the attainment of the above objects.
- e) To cultivate, grow, produce or deal in tea, coffee, cinchona, rubber and other produce and all type of organic/inorganic fertilizers, insecticides, pesticides, and to do business of cultivators, farming through lease land, tea planters, growers, buyers of every kind of fruits, vegetables, dried or otherwise deal in all such products either in its prepared, manufactured or raw state either by wholesale or by retail.
- f) To own, co-own, promote, set up, establish, develop, maintain, run, operate and manage Bio-gas Plant, gobar – gas, waste and other residual products and to supply use, purchase, acquire, distribute and apply the same for industrial, commercial, agricultural, and domestic or other purpose for providing motive power, electric power, thermal power and other types of power for lightning, heating, cooling and to supply all such materials, products and things as may be necessary or convenient in connection with the productions, use, storage, regulation, measurement, supply and distribution of such products by the Company of every kind and description [whether on a BOO(Build Own Operate) bases or BOOT (Build, Own, Operate and Transfer) bases or BOLT (Build, Own,

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Lease and Transfer) basis or otherwise] and to enter into partnership or any arrangement and for sharing profits, union of interest, cooperation, joint venture or reciprocal any person or persons or company or companies carrying on or engaged in any business in relation thereof.

RESOLVED FURTHER THAT the title of Clause of III (B) of Memorandum of Association be altered and substituted as under:-

MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN III (A) (1)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient, proper, required or incidental thereto in this regard.”

2. TO CONSIDER AND APPROVE ADOPTION OF NEW SET OF ARTICLES OF THE COMPANY AND RECOMMEND THE APPROVAL OF THE MEMBERS BY MEANS OF VOTING THROUGH POSTAL BALLOT.

“**RESOLVED THAT** pursuant to Section 14 and all the applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the existing Articles of Association of the /company be and is hereby approved and adopted in substitution and to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient, proper, required or incidental thereto in this regard.”

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution(s) as set out in the Postal Ballot Notice is annexed hereto.
2. The Company has appointed Dr. S. K. Jain, proprietor of M/s. S. K. Jain & Co, Practising Company Secretary as the Scrutinizer to receive and scrutinize the Postal Ballot Forms from the Members. The Postal Ballot Form and self-addressed postage pre-paid envelope are enclosed for use of the Members.
3. The altered Memorandum of Association and new set of Articles of Association referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to 14th September, 2016.

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4. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 5th August, 2016.
5. The Company also offers e-voting option to all the Members. Members have an option to vote either through E-voting or physically through Postal Ballot Form. Members opting for e-voting cannot vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and e-voting, then votes casted through Postal Ballot Form shall only be taken into consideration and votes casted by e-voting shall be treated as invalid. E- Voting shall commence from 16th August, 2016 at 9.00 a.m. and shall end on 14th September, 2016 at 5.00 p.m.
6. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the **“Green Initiative”** under taken by MCA, are being sent Postal Ballot notice along with Postal Ballot form on their registered e-mail ids. Members have an option to cast their votes either through e-voting or through Postal Ballot form Members who wish to cast their votes physically through Postal Ballot form, may do so by filling up the details required therein. The Postal Ballot form for casting vote physically can also be obtained from the Company’s Registrar and Share Transfer Agents, Skyline Financial Services Pvt. Ltd ,D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi-110020 or from the Company. The Postal Ballot form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 14th September, 2016 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Members.
7. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
8. The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarially attested copy of the POA. Unsigned Form will be rejected.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.

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10. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.

11. There will be only one Form for each Folio/ Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.

Incomplete, improperly or incorrectly tick marked Form will be rejected.

12. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of Postal Ballot will be announced by placing it on the website of the Company www.sulabh.org.in on 16th September, 2016 at 5.00 p.m.

INSTRUCTIONS FOR VOTING

For Members opting to vote physically through Postal Ballot form

1. You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed with your assent (for) or dissent (against), in the attached postage pre-paid envelope, so as to reach the Scrutinizer on or before 14th September, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.

The instructions for shareholders voting electronically are as under:

The voting period begins on 16th August, 2016 at 9:00 a.m. and ends on 14th September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
4. For CDSL: 16 digits beneficiary ID,
5. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
6. Members holding shares in Physical Form should enter Folio Number registered with the Company.
7. Next enter the Image Verification as displayed and Click on Login.
8. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant **SULABH ENGINEERS AND SERVICES LIMITED** on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Note for Non – Individual Shareholders and Custodians
21. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
22. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
23. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
24. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
25. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
26. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on 16th August, 2016 at 9.00 a.m. and shall end on 14th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

As per the provisions of Section 13 of the Companies Act, 2013 (the ‘Act’), it is necessary to obtain the approval of the Members for Change in Object Clause of the Company.

In order to enable the Company to enter into new business segments, it is considered necessary to obtain the approval of the Members for Alteration of Main

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Object Clause of the Company by inserting new sub clauses (d), (e), (f) immediately after sub clause (c) of Clause III (A) (1)

The Board of Directors recommends passing the Special Resolution set out in Item No. 1 of the Postal Ballot Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No. 2

The existing Articles of Association ("AOA") are based on the Companies Act, 1956. Several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles are no longer in conformity with provisions of the Companies Act, 2013. With substantive sections of the Act which deals with the general working of the Companies being notified, several regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position it is considered necessary to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be replaced in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AOA for a company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. The proposed new draft of AOA is available for inspection to the shareholders at the Company's Registered Office in Mumbai for inspection during normal business hours (1.00 P.M. to 5:00 P.M.) on all working days except Saturdays till the date of Completion of Postal Ballot.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

By Order of the Board of Directors

Sd/-

**Diwaker Dubey
Company Secretary**

Place: Kanpur
Date: 02/08/2016

Registered Office:

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