

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**SULABH ENGINEERS AND SERVICES LIMITED**  
CIN: L28920MH1983PLC029879  
206, 2ndFloor, Apollo Complex Premises Coop Society  
RK Singh Marg, Parsi Panchyat Road,  
Andheri, Mumbai- MH 400069 IN

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary of Mumbai has been appointed as the Scrutinizer by the Board of Directors of **SULABH ENGINEERS AND SERVICES LIMITED** at its Meeting held on August 2, 2016 as the Scrutinizer for conducting Postal Ballot / E-voting process and I have given my consent to act as Scrutinizer vide letter dated July 25, 2016 for passing of the following Special Resolution by Postal Ballot:

**SPECIAL RESOLUTION**

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.
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.



I hereby submit my Report as under:-

- a. The Company completed dispatch of Postal Ballot Notices along with Postal Ballot Forms and Postage pre-paid self addressed Envelopes by Wednesday, August 10, 2016.
- b. The Company had made an advertisement regarding dispatch of Postal Ballot Forms/Notices in Business Standard (English Newspaper) and in Apna Maharashtra (Regional Language Newspaper) on August 12, 2016.
- c. The Company has availed the services of CDSL to provide e-voting facilities to the Members of the Company.
- d. The remote e-voting commenced from 9:00 a.m. (IST) on August 16, 2016 and ended at 5:00 p.m. (IST) on September 14, 2016.
- e. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website [www.evotingindia.com](http://www.evotingindia.com)
- f. The Postal Ballot Forms received during the voting period were kept under my safe custody and were opened in my presence. The e-voting module was unblocked at 5:07 p.m. on September 14, 2016 in the presence of two witnesses, Miss Uma Bohra and Mr. Prathmesh Bhatt, who are not in the employment of Sulabh Engineers and Services Limited. They have signed below in confirmation of the votes being unblocked in their presence and the e-voting results/list was downloaded from the CDSL website.



Name: Miss. Uma Bohra



Name: Mr. Prathmesh Bhatt

- g. All Postal Ballot Forms received and e-votes casted up to 5:00 p.m. on September 14, 2016 the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- h. I received total 4 (Four) Postal Ballot Forms from the Members of the Company, none of the Forms were found invalid.



- i. There were 737 Members of the Company on cut-off date i.e. 5<sup>th</sup> August, 2016. Out of 737 Members, 473 Members had registered their e-mail id with Skyline Financial Services Pvt. Ltd (R&T) and accordingly Postal Ballot Forms were sent to the Members through e-mail. 35 (Thirty Five) e-mails had bounced back and one Member had requested to sent the Notice of Postal Ballot through Courier. Accordingly, Postal Ballot Forms were sent to 300 Members through Courier from DTDC.
- j. I did not find any defaced or mutilated Ballot paper.
- k. The particulars of all the Postal Ballot Forms received from the Members in Physical form and Electronic Voting Report generated from CDSL have been entered in a Register separately maintained for the purpose.
- l. Detailed summary of Result with assent/dissent for the Resolutions is attached with this report as **Annexure - I**.
- m. The Resolutions were passed by the requisite majority.
- n. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary of the Company.
- o. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

**Date: 16/09/2016**

**Place: Mumbai**

**For S. K. Jain & Co.  
Company Secretaries**



**S. K. Jain  
Proprietor**

**C. P. No. 3076**



**ANNEXURE - I**

**VOTING RESULT OF POSTAL BALLOT**

<b>Company Name</b>	<b>SULABH ENGINEERS AND SERVICES LIMITED</b>
<b>Date of declaration of results of Postal Ballot including Voting by Electronic means</b>	September 16, 2016
<b>Total number of Shareholders on record date:</b> (being the Cut-off date for determining shareholders entitled to vote -5 <sup>th</sup> August, 2016)	737
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing :</b> Promoters and Promoter Group: Public:	Not Applicable



Agenda-wise disclosure

**ITEM NO. 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:**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	2,56,83,437	2,56,83,437	100	2,56,83,437	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	2,56,83,437	2,56,83,437	100	2,56,83,437	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institution	E-Voting	74791563	1,26,21,843	16.88	1,26,21,843	0	100	0
	Postal		23	0.00003	23	0	100	0



ns	Ballot							
	Total	74791563	1,26,21,866	16.88	1,26,21,867	0	100	0
<b>Total</b>		<b>100475000</b>	<b>38305303</b>	<b>38.12</b>	<b>38305303</b>	<b>0</b>	<b>100</b>	<b>0</b>

**ITEM NO. 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:**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)] * 100}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)] * 100}{100}$	(7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting	2,56,83,437	2,56,83,437	100	2,56,83,437	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	2,56,83,437	2,56,83,437	100	2,56,83,437	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0



	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	74791563	1,26,21,843	16.88	1,26,21,843	0	100	0
	Postal Ballot		23	0.00003	23	0	100	0
	Total	74791563	1,26,21,866	16.88	1,26,21,867	0	100	0
<b>Total</b>		<b>100475000</b>	<b>38305303</b>	<b>38.12</b>	<b>38305303</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Consolidated Result of Voting through Postal Ballot and E-Voting**

Item No.	Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid Votes/Abstain	
				Votes in Favour		Votes Against		Votes/Abstain	
				No. of Members who voted	No. of Votes Cast	No. of Members who voted	No. of Votes Cast	No. of Members who voted	No. of Votes cast
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	Special	E-Voting	17	38305280	0	0	0	0
			Postal Ballot	4	23	0	0	0	0
			<b>Total</b>	<b>21</b>	<b>38305303</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



	and recommend the approval of the Members by means of voting through Postal Ballot								
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.	Special	E-Voting	17	38305280	0	0	0	0
			Postal Ballot	4	23	0	0	0	0
			<b>Total</b>	<b>21</b>	<b>38305303</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

