

**FORM NO. MGT-13**

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,

NAME OF THE COMPANY	<b>SULABH ENGINEERS AND SERVICES LIMITED</b>
MEETING	<b>34th Annual General Meeting</b>
DATE & TIME	<b>Wednesday September 27, 2017 at 03:00 P.M.</b>
VENUE	<b>206, 2<sup>nd</sup> Floor, Apollo Complex Premises Cooperative Society Ltd, R.K Singh Marg, Parsi Panchayat Road, Andheri (East) Mumbai-400069.</b>

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001 was appointed as Scrutinizer by the Board of Directors of **M/s. SULABH ENGINEERS AND SERVICES LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 34th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday September 27<sup>th</sup>, 2017 at 03:00 P.M. at **206, 2<sup>nd</sup> Floor, Apollo Complex Premises Coopertaive Society Ltd, R.K Singh Marg, Parsi Panchayat Road, Andheri (East) Mumbai-400069** submit my report as under:



## 1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under;

### ➤ **By Electronic Means:**

On 4<sup>th</sup> September 2017 by e-mail to 490 Shareholders who had registered their email-ids with Depositories/the Company, out of which 45 emails were bounced back.

### ➤ **By Courier:**

On 1<sup>st</sup> September 2017 to 235 Shareholders;

## 2. Cut-off Date

The Voting rights were reckoned as on **Wednesday, September 20<sup>th</sup>, 2017** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

## 3. Remote e-Voting

### i. **Agency:**

The Company has appointed Central Depository (India) Limited (CDSL) as the Agency for providing the remote e-Voting platform.

### ii. **Remote e-Voting:**

The remote e-Voting platform was open from 09:00 a.m. on Sunday, September 24<sup>th</sup>, 2017 upto 5:00 p.m. on Tuesday, September 26<sup>th</sup>, 2017 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by CDSL.



i. Members present in person / through authorised representatives-	21
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	1
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting-	14
Members who cast vote through Poll	6

- ii. 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.
- iii. 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.

#### 5. Counting Process:

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 5.00 p.m. in presence of two witnesses who were not in the employment of the Company. The ballot box was opened and polling papers were removed and examined.



Name: Ms. Sweza Shukla



Name: Ms. Nivyata Batavia

- ii. 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>)
- iii. The combined result of remote E-voting and poll is as under:



## VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM/EGM	27 <sup>th</sup> September, 2017
Total number of shareholders on cut-off date	711
No. of Shareholders present in the meeting either in person or through proxy:	21
Promoters and Promoter Group:	1
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public	0



Resolution No. 1

To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	of Votes in favour on votes polled (6)=[(4)/(2)] *100	of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	25683437	9662937	37.6232	9662937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9662937	37.6232	9662937	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total							
Public- Non Institutions	E-Voting	74791563	15000	0.0200	15000	0	100	0
	Poll		4005	0.0053	4005	0	100	0
	Postal Ballot (not applicable)							
	Total		19005	0.0254	19005	0	100	0
<b>Total</b>		100475000	9681942	9.6362	9681942	0	100	0



Resolution No. 2

To reappoint Mrs. Seema Mital, (DIN: 06948908), Director who retires by rotation and being eligible, offers herself for reappointment.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
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)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	25683437	9662937	37.6232	9662937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	25683437	9662937	37.6232	9662937	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	74791563	15000	0.0200	15000	0	100	0
	Poll		4005	0.0053	4005	0	100	0
	Postal Ballot (not applicable)	-	-	-	-	-	-	-
	Total	74791563	19005	0.0254	19005	0	100	0
Total		100475000	9681942	9.6362	9681942	0	100	0



Resolution No. 3

To appoint Statutory Auditors to hold office from the conclusion of this Thirty Fourth Annual General Meeting, until the conclusion of thirty Ninth Annual General Meeting and to fix their remuneration and pass the resolution

Resolution required:			ORDINARY RESOLUTION					
Whether promoter promoter group 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)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	25683437	9662937	37.6232	9662937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		9662937	37.6232	9662937	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	74791563	15000	0.0200	15000	0	100	0
	Poll		4005	0.0053	4005	0	100	0
	Postal Ballot (not applicable)							
	Total		19005	0.0254	19005	0	100	0
Total		100475000	9681942	9.6362	9681942	0	100	0



Resolution No. 4      Special Business

Appointment of Mr. Manoj Kumar Agarwal (DIN-01767926) as the Whole Time Director of the Company for a period of 5 years

Resolution required:		Yes									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held	No. of votes polled	No. of Votes Polled without considering the votes of Mr. Manoj Kumar Agarwal. (Interested Director)	% of No of Votes Polled on outstanding shares	% of No of Votes Polled on outstanding shares without considering the votes of Mr. Manoj Kumar Agarwal (Interested Director)	No. of Votes - in favour	No. of Votes - in favour without considering the votes of Mr. Manoj Kumar Agarwal (Interested Director)	No. of Votes - against	% of No of Votes in favour on votes polled	% of No. of Votes against on votes polled
Promoter and Promoter Group	E-Voting	25683437	9662937	9370437	37.6232	36.4835	9662937	9370437	0	100	0
	Poll		0	0	0	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0	0	0	0
Public- Non Institutions	Total	74791563	15000	0	0.0200	0	15000	0	100	0	0
	E-Voting		4005	0	0.0053	0	4005	0	100	0	0
	Poll		0	0	0	0	0	0	0	0	0
Total	Postal Ballot (not applicable)	74791563	19005	0	0.0254	0	19005	0	100	0	0
	Total	100475000	9681942	9370437	9.6361	9.3261	9389112	9370437	0	100	0





RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To reappoint Mrs. Seema Mital, (DIN: 06948908), Director who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution	100	0
3.	To appoint Statutory Auditors to hold office from the conclusion of this Thirty Fourth Annual General Meeting, until the conclusion of thirty Ninth Annual General Meeting and to fix their remuneration and pass the resolution	Ordinary Resolution	100	0
4.	Appointment of Mr. Manoj Kumar Agarwal (DIN-01767926) as the Whole Time Director of the Company for a period of 5 years.	Ordinary Resolution	96.9789	0



Thanking You,

Yours Faithfully,



Dr. S. K. Jain  
Practicing Company Secretary



Sulabh Engineers and Services Ltd.



Auth. Sign./Director

Chairman

Place: Mumbai

Date: 27/09/2017