

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>35<sup>th</sup> Annual General Meeting</b>
DATE & TIME	<b>Wednesday September 26, 2018 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 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Wednesday September 26<sup>th</sup>, 2018 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 29<sup>th</sup> August 2018 by e-mail to 657 Shareholders who had registered their email-ids with Depositories/the Company, out of which 50 emails were bounced back.

➤ **By Courier:**

On 31<sup>st</sup> August 2018 to 251 Shareholders;

### 2. Cut-off Date

The Voting rights were reckoned as on **Thursday, September 20<sup>th</sup>, 2018** 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 23<sup>rd</sup>, 2018 upto 5:00 p.m. on Tuesday, September 25<sup>th</sup>, 2018 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.

**4. Voting at the AGM**

Members present in person / through authorised representatives-	<b>38</b>
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	<b>15</b>
Member present but did not participate in Poll as he had voted through E-Voting-	<b>01</b>
Members who caste vote through Poll	<b>22</b>

- i. 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.
- ii. 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.

*Vrushali Shirdhankar*

Name: Ms. Vrushali Shirdhankar

*Jatin H. Kharwa*

Name: Mr. Jatin Kharwa

- 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	26 <sup>th</sup> September, 2018
Total number of shareholders on cut-off date	956
No. of Shareholders present in the meeting either in person or through proxy:	38
Promoters and Promoter Group:	1
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public	0





## Resolution No. 1

### Ordinary Business

To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2018 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	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – against	% 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	24983937	24983937	97.2765	24983937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	25683437	24983937	97.2765	24983937	0	100	0
Public- Institutions	E-Voting	49750	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	49750	0	0	0	0	0	0
Public- Non Institutions	E-Voting	74741813	102	0.0001	102	0	100	0
	Poll		1081	0.0014	1081	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	74741813	1183	0.0016	1183	0	100	0
Total		100475000	24985120	24.8670	24985120	0	100	0



Resolution No. 2

Ordinary Business

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

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	24983937	24983937	97.2765	24983937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	25683437	24983937	97.2765	24983937	0	100	0
Public- Institutions	E-Voting	49750	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	49750	0	0	0	0	0	0
Public- Non Institutions	E-Voting	74741813	102	0.0001	102	0	100	0
	Poll		1081	0.0014	1081	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	74741813	1183	0.0016	1183	0	100	0
Total		100475000	24985120	24.8670	24985120	0	100	0





Resolution No. 3

Ordinary Business

To Ratify the appointment of M/s. Sunil Soni & Co, Chartered Accountants, Mumbai, (M.N. 123634, Firm Registration no. 129161W) as Statutory Auditors of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/promoter group are interested in the agenda/resolution?			NO					
Category	Made 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	24983937	24983937	97.2765	24983937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	25683437	24983937	97.2765	24983937	0	100	0
Public-Institutions	E-Voting	49750	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	49750	0	0	0	0	0	0
Public- Non Institutions	E-Voting	74741813	102	0.0001	102	0	100	0
	Poll		1081	0.0014	1081	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	74741813	1183	0.0016	1183	0	100	0
Total		100475000	24985120	24.8670	24985120	0	100	0





**Resolution No. 4**

**Special Business**

To regularize the appointment of Mr. Deepak Agarwal (DIN: 02247228) as a Non-Executive Independent Director of the Company.

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	24983937	24983937	97.2765	24983937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	25683437	24983937	97.2765	24983937	0	100	0
Public-Institutions	E-Voting	49750	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	49750	0	0	0	0	0	0
Public- Non Institutions	E-Voting	74741813	102	0.0001	102	0	100	0
	Poll		1081	0.0014	1081	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	74741813	1183	0.0016	1183	0	100	0
<b>Total</b>		<b>100475000</b>	<b>24985120</b>	<b>24.8670</b>	<b>24985120</b>	<b>0</b>	<b>100</b>	<b>0</b>



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR 0	AGAINST 0
1.	To receive, consider and adopt the audited financial statement and Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To reappoint Mrs. Seema Mittal, (DIN: 06948908), Director who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution	100	0
3.	Ratify the appointment of M/s. Sunil Soni & Co, Chartered Accountants, Mumbai, (M.N. 123634, Firm Registration no. 129161W) as Statutory Auditors of the Company.	Ordinary Resolution	100	0
4.	To regularize the appointment of Mr. Deepak Agarwal (DIN: 02247228) as a Non-Executive Independent Director of the Company.	Ordinary Resolution	100	0



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


Thanking You,

Yours Faithfully,



Dr. S.K. Jain  
Practicing Company Secretary



Sulabh Engineers and Services Ltd.  
  
Auth. Sign./Director

Mr. Manoj Kumar Agarwal  
(To be Counter signed)  
Chairman

Place: Mumbai

Date: 27<sup>th</sup> September, 2018