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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting (AGM) of members of Sulabh Engineers and Services Limited will be held on Saturday, September 28, 2019, at 02:00 P.M. IST at **206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg , Parsi Panchayat Road, Andheri (East),Mumbai-400069** India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet (Stand Alone and Consolidated) as at March 31, 2019 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.
2. To reappoint Mrs. Seema Mittal, (DIN: 06948908) Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To regularize the appointment of Mr. Vijay Kumar Jain (DIN: 08208856) as a Director of the Company and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 161 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule IV of the Companies Act, 2013, Mr. Vijay Kumar Jain (DIN: 08208856) who was appointed as an Additional Director of the Company in the Board Meeting held on May 28th, 2019 and who holds office up to the date of this Annual General Meeting and for whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company for a term of five consecutive years commencing from September 28, 2019 or to the date of the 41th Annual General Meeting , whichever is earlier.

“RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

By the order of Board
For Sulabh Engineers and Services Limited

Sd/-
(Siddharth Dwivedi)
Company Secretary

Date: 10 August 2019
Place: Kanpur

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. **The Register of Members and Share Transfer Books will remain closed from Saturday September 21, 2019 to Saturday, September 28, 2019 (both days inclusive) for the purpose of AGM.**
6. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Limited.
7. **Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of Demat holding with the Depository Participant.**
8. Electronic copy of the notice of the 36th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 36th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/**Skyline Financial Services Pvt. Ltd**, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110020
10. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the 36th Annual General Meeting of the Company.
11. Pursuant to Sections Section 123, 124, 125 of the Companies Act, 2013 any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Company to a fund called 'Investor

Education and Protection Fund' (the Fund) set up by the Central Government. **There are no unpaid and unclaimed amounts lying with the Company.**

12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in Demat / electronic form, the nomination form may be filed with the respective Depository Participant.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. **Skyline Financial Services Pvt. Ltd**, for consolidation into a single folio.
14. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), the Company has provided e-voting facility for members to cast their vote electronically from the place other than Annual General Meeting ("remote e-voting").
15. The instructions for Members for voting electronically are as under:

INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its shareholders with the facility to exercise their right to vote at the 36th Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by provided by the Central Depository Services Limited.(CDSL)

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evotingindia.com or www.sulabh.org.in

The remote e-voting period commences on Wednesday, September 25, 2019 at 09:00.a.m. and ends on Friday, September 27, 2019 at 05:00 p.m. During this period shareholders' of the Company, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cutoff date of 21st September, 2019 any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. of 21st September, 2019 may obtain the login ID and password by sending a request at admin@skylinerta.com

The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

PROCEDURE FOR REMOTE E-VOTING:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2019 (09.00 am) and ends on 27th September, 2019 (05.00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 where in 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant **SULABH ENGINEERS AND SERVICES LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - 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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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.
- (xx) 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 physical copy of Notice of AGM:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) The voting period begins on Wednesday, September 25, 2019 at 09:00.a.m. IST and ends on Friday September 27, 2019 at 05:00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Saturday, September 21th, 2019, 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 <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com

- (D) Shareholders are advised to carry identity card for the purpose of participation on proposed AGM of the Company.
- (E) Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (F) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (G) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favors or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (H) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sulabh.org.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai as practicable as possible after the countersigning by the chairman.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO-3

The Board of Directors of the Company had appointed Mr. Vijay Kumar Jain (DIN: 08208856) as an Additional Director(Non- Executive Independent) of the Company with effect from May 28th, 2019 pursuant to Section 161 of the Companies Act, 2013. He had to hold office up to the date of the ensuing Annual General Meeting.

The resolution seeks approval of the members for regularization of Mr. Vijay Kumar Jain as the Non-Executive Independent Director of the Company. In the opinion of the Board of Directors, Mr. Vijay Kumar Jain, who is proposed to be appointed, fulfills the condition specified in the Act and the Rules made there under accordingly Board of Directors recommend the passing of the Ordinary Resolution as set out in the notice.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

VIJAY KUMAR JAIN

NAME	<u>Vijay Kumar Jain</u>
DIN	<u>08208856</u>
FATHER'S NAME	<u>MAHAVIR PRASAD JAIN</u>
D.O.B	<u>31/03/1961</u>
ADDRESS	<u>14/60, YOG TOWER, CIVIL LINES, KANPUR-Uttar Pradesh India 208001.</u>
QUALIFICATION	<u>Chartered Accountant</u>
EXPERIENCE	<u>20 Years in the field of Taxation & Finance</u>
OTHER DIRECTORSHIPS	<u>Prabhat Securities Limited</u>
SHAREHOLDING IN THE COMPANY	<u>Nil</u>

By the order of Board
For Sulabh Engineers and Services Limited

Sd/-
(Siddharth Dwivedi)
Company Secretary

Date: 10 August 2019
Place: Kanpur

SULABH ENGINEERS AND SERVICES LIMITED

CIN: L28920MH1983PLC029879

Regd. Office: **206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai-400069** India

Corporate Office: 17/11, The Mall, Kanpur-208001

Tel.: Registered Office: 022-67707822

Corp Office: Tele No- 0512-2311226, 2319705 Fax No- 0512- 2363774

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

ATTENDANCE SLIP

(To be presented at the entrance)

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional attendance slips on request. (Folio No.s, DP ID*, Client ID* & Name of the Shareholder/ Joint holder/s/ Proxy in BLOCK LETTERS to be furnished below)

Name of Shareholder/ Proxy	DP ID*	Client ID*	Folio	No. of shares held

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, **206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai-400069** on Saturday, the 28th day of September 2019 at 02:00 PM.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SULABH ENGINEERS AND SERVICES LIMITED

CIN: L28920MH1983PLC029879

Regd. Office: **206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg, Parsi Panchayat Road, Andheri (East), Mumbai-400069** India

Corporate Office: 17/11, The Mall, Kanpur-208001

Tel.: Registered Office: 022-27654092

Corp Office: Tele No- 0512-2311226, 2319705 Fax No- 0512- 2363774

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

Name of the member (s):

Registered address:

E-mail Id:

.....

Folio No/ Client Id:

DP ID:

.....

I/We, being the member (s) ofshares of the above named Company, hereby appoint

1.Name:.....Address:..... E-mail Id:.....

.....Signature:....., **or failing him**

2.Name:.....Address:.....

E-mail Id:Signature:....., **or failing him**

3.Name:.....Address:.....

....

E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the Saturday, September 28, 2019 at 02.00 P.M. at 206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R .K. Singh Marg, Parsi Panchayat Road, Andheri (East),Mumbai-400069 and at any **adjournment thereof in respect of such resolutions as are indicated below:**

Ordinary Business		Optional*	
Resolution No.	Item	For	Against
1	Adoption of financial statement (standalone and consolidated) for the year ended March 31, 2019		
2.	Reappoint Mrs. Seema Mittal, (DIN: 06948908) Director who retires by rotation and being eligible offer herself for reappointment.		
Special Business			
3.	Regularization of Mr. Vijay Kumar Jain (DIN: 08208856) as an Independent Director of the Company		

Signed this day of 2019.

Signature of shareholder

Affix Re1/- Revenue Stamp Here

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map of Venue

