

### **NOTICE OF 42<sup>nd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Members of Sulabh Engineers and Services Limited ('The Company') will be held on Saturday, September 20, 2025, at 12:00 P.M. (IST), through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility to transact the following business:

#### **ORDINARY BUSINESS:**

1. To review, consider, and approve the Audited Balance Sheet (Stand-Alone and Consolidated) as of March 31, 2025, along with the Statement of Profit & Loss Account for the year ending on that date, including the Schedules, Notes, and the accompanying Reports of the Auditors and Directors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the audited financial statements including Balance Sheet (Stand-Alone and Consolidated) of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed thereto and the Directors' and Auditors' Reports of the Company as at March 31, 2025, placed before the meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mrs. Seema Mittal (DIN: 06948908), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Seema Mittal (DIN: 06948908), who retires by rotation at this meeting, and being eligible, offered herself for re- appointment, be and is hereby re- appointed as Executive Director of the Company liable to retire by rotation.”

#### **SPECIAL BUSINESS:**

3. Appointment of Mr. Vivek Awasthi (DIN: 06961442) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, and all other applicable provisions if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force ), and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), each as amended from time to time, Articles of Association of the Company. Regulations, notification and circulars of Reserve Bank of India and other applicable laws as may be applicable, Mr. Vivek Awasthi (DIN: 06961442), who was appointed as an Additional Director of the Company with effect from August 12, 2025 by the Board of Directors pursuant to Section 161 of the Act and recommendation by the Nomination and Remuneration Committee and who holds office only up to

the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received the notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Vivek Awasthi for the office of Director and has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the Listing Regulations, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2030 or the expiry of five (5) years, whichever is earlier.

**RESOLVED FURTHER THAT** Mr. Vimal Kumar Sharma, Managing Director having DIN: 00954083 or Mr. Tauheed Ahmad, Company Secretary of the Company be and is hereby authorized severally to take all actions and steps expedient or desirable to give effect to this aforesaid resolution”.

**4. Appointment of Secretarial Auditors of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

**“Resolved that** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), other applicable laws / statutory provisions, if any, as amended from time to time, CS Gopesh Sahu, Practicing Company Secretary, (Having CP number: 7800 and PRU Certificate No. 1515/2021) be and is hereby appointed as the Secretarial Auditors of the Company to hold the office for the first term of five (5) consecutive years from the financial year 2025-26 to financial year 2029-30 at such remuneration as shall be finalised by the Board of Directors of the Company.

**Resolved further that** the Board of Directors of the Company or any committee thereof or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

**5. Approval for transactions with related party “Subsidiary of the Company”**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the provisions of Section 188 of The Companies Act, 2013 and the rules made thereunder (to the extent applicable), consent of the members of the Company be and is hereby accorded to grant approval to the Board of Directors and the Audit Committee of the Company to enter into one or more related party transactions with the Subsidiary Company (Venkatswamy Mining And Estates Private Limited), whether by way of sale, purchase, supply of goods or services, loans, guarantees or any other form of transaction, whether financial or otherwise, which are in the ordinary course of business and on arm’s length basis, for an aggregate amount not exceeding **₹2 crores (Rupees Two Crores only)** for the financial year **2025-26**.

**RESOLVED FURTHER THAT** the Audit Committee shall review on a quarterly basis all such transactions entered into pursuant to this omnibus approval, and that necessary disclosures shall be made to the stock exchange(s) and published on the Company's website, as required under Regulation 23 of SEBI LODR Regulations.

**RESOLVED FURTHER THAT** the Board or the Audit Committee via there members or the Company Secretary of the Company, be and are hereby severally authorized to finalize and execute all documents, agreements, contracts, deeds or writings necessary or expedient in connection with the said transactions, to seek and obtain such approvals, consents, permissions or waivers as may be required, to do all such acts, deeds and things as may be necessary, proper, ancillary or incidental to give effect to this resolution, and to delegate such powers as may be required to any Director(s)/Officer(s) of the Company.”

**Date:** 12<sup>th</sup> August 2024

**Place:** Kanpur

**By the order of Board**

**For Sulabh Engineers and Services Limited**

**Sd/-**

**(Tauheed Ahmad)**

**Company Secretary & Compliance Officer**

**Notes:**

**General instructions for accessing and participating in the 42<sup>nd</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

1. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021, 20/2021 dated 14<sup>th</sup> December 2021, 02/2022 dated 05<sup>th</sup> May 2022 and 10/2022 dated 28<sup>th</sup> December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30<sup>th</sup> September 2024 further extended till 30.09.2025 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13<sup>th</sup> May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05<sup>th</sup> January 2023 (SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI ("Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations")., the 42<sup>nd</sup> AGM of the Company is being convened and conducted through VC/OAVM. Further, Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. The Company has enabled the Members to participate at the 42<sup>nd</sup> AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.
3. Since the AGM is being conducted through VC/OAVM, Members will not be able to appoint proxies for this meeting. Hence proxies form, Attendance Slip and route map of the venue of the AGM are not annexed to the Notice.
4. The Company has enabled the Members to participate at the 42<sup>nd</sup> AGM through VC/OAVM facility the instructions for participation by members are given in the subsequent pages. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 42<sup>nd</sup> AGM being held through VC.
5. General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021, 20/2021 dated 14<sup>th</sup> December 2021, 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30<sup>th</sup> September 2023 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13<sup>th</sup> May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05<sup>th</sup> January 2023 (SEBI Circular") has provided 140 certain relaxations from compliance with certain provisions of the SEBI ("Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations")., Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 42<sup>nd</sup> AGM being held through VC

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, 19/2021, 20/2021 dated 14<sup>th</sup> December 2021 and Circular No. 02/2022 dated May 05, 2022 and 10/2022 dated 28<sup>th</sup> December 2022. respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30<sup>th</sup> September 2023 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13<sup>th</sup> May 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023 (SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI ("Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). The Notice calling the AGM has been uploaded on the website of the Company at [www.sulabh.org.in](http://www.sulabh.org.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members from the date of circulation of this notice up to the date of the AGM i.e. September 20, 2025. Members seeking to inspect such documents can send an e-mail to [sulabheng22@gmail.com](mailto:sulabheng22@gmail.com).
10. The voting rights of Shareholders shall be in proportion to their shares of the paid -up equity share capital of the Company as on the date of September 12, 2025.
11. The Register of Members and Share Transfer Books will remain closed from September 13, 2025 to September 20, 2025 (both days inclusive) for the purpose of AGM.
12. Dr. S. K. Jain, S.K.Jain & Co., Practicing Company Secretary, (Certificate of Practice No. 3076) has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-



voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

13. The Results shall be declared on or after the 42<sup>nd</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sulabh.org.in](http://www.sulabh.org.in) and on the website of NSDL within two (2) days of passing of the resolutions in the 42<sup>nd</sup> Annual General Meeting of the Company on September 20, 2025 and communicated to the BSE Limited.
14. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
16. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday 17<sup>th</sup> September, 2025 at 09:00 A.M and ends on Friday 19<sup>th</sup> September, 2025 at 05:00 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 <12.09.2025> may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> here (Sulabh Engineers and Services Limited) on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [Sulabheng22@gmail.com](mailto:Sulabheng22@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Three (3) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

### **Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Vivek Awasthi as an Additional (Non-Executive Independent Director) Director of the Company, w.e.f. August 12, 2025. Pursuant to the provisions of 161 of the Act and Articles of Association of the Company, Mr. Vivek Awasthi will hold the office up to the date of ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from him, proposing the candidature of the office of Director. Mr. Vivek Awasthi, once appointed will not be liable to retire by rotation.

Mr. Vivek Awasthi has expressed his willingness for appointment and has also given the declaration that he is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25 of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The profile and specific areas of expertise of Mr. Vivek Awasthi are provided as Annexure to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Vivek Awasthi as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of a Special Resolution set out at Item No. 3 of the Notice, which the Board recommends.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vivek Awasthi, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 for the approval of the members.

### **Item No. 4**

Pursuant to Section 204 of Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report made in terms of sub-section 134 of the Companies Act, 2013, a secretarial audit report given by Company Secretary in practice. Further, as per SEBI (Listing Obligations and Disclosure Requirements)



(Third Amendment) Regulations, 2024, on the basis of recommendations of Board of Directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, the Board of Directors in their meeting held on May 28, 2025 has recommended to the members the appointment of CS Gopesh Sahu, Practicing Company Secretary, as Secretarial Auditor of the Company for the first term of five (5) consecutive years from the financial year 2025-26 to Financial Year 2029-30.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors, after due consideration, proposes the appointment of the Secretarial Auditor in accordance with the applicable provisions of the Companies Act, 2013, the relevant rules made thereunder, and such other applicable statutory requirements.

In recommending the appointment, the Committee and the Board have taken into account the professional profile, experience, and track record of the proposed Auditor. The evaluation covered, inter alia:

1. **Professional Credentials** – The qualifications, registration with the relevant statutory/regulatory authority, and compliance with applicable professional standards.
2. **Relevant Experience** – Adequate exposure and practical experience in handling assignments of similar nature and complexity, including knowledge of applicable laws, accounting/secretarial standards, and industry-specific regulatory framework.
3. **Reputation & Independence** – Demonstrated integrity, independence, and ethical conduct in professional dealings, free from any relationship or interest that could impair objectivity.
4. **Resource Capability** – Availability of competent personnel, infrastructure, and systems to efficiently discharge the duties as Statutory Auditor / Secretarial Auditor.

The Board is of the view that the proposed Auditor possesses the necessary professional competence, relevant industry knowledge, and capability to meet the Company's audit requirements effectively. Accordingly, it is proposed to seek members' approval for the appointment of the said Auditor for the prescribed term and on such remuneration as may be determined in accordance with applicable laws and as approved by the Board. (Fee payable to Auditor for secretarial audit is Rupees Thirty Thousand plus taxes (if any) and fees for other services as permissible under law will be over and above the audit fees, the audit fee may vary considering the increasing in scope of the audit.

The Board recommends the **Ordinary Resolution** as set out in Item No. 4 of the accompanying Notice for the approval of the Members.

#### **Item No. 5**

Background & Purpose

The Board of Directors, pursuant to the recommendation of the Audit Committee, proposes to enter into one or more related party transactions (“RPTs”) with Venkatswamy Mining And Estates Private Limited (the “Subsidiary Company”). These transactions may include—without limitation—sale, purchase, supply of goods or services, loans, guarantees, or other financial/non-financial dealings, and are expected to be in the ordinary course of business and on an arm’s length basis.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Section 188 of the Companies Act, 2013 and rules thereunder (to the extent applicable), prior approval of the members is being sought for omnibus approval for such transactions up to an aggregate limit of ₹2 crores (Rupees Two Crores only) for the financial year 2025–26.

#### Need for Approval

The nature of business arrangements with the Subsidiary is expected to be ongoing and repetitive in nature. Approval for the aforementioned transactions will:

Facilitate business efficiency by pre-authorizing routine transactions.

Enable timely execution without repeated procedural delays.

Comply with regulatory norms under the Companies Act and SEBI LODR.

Furthermore, the cumulative transactions with the subsidiary company **may** cross the monetary limit (if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower) which will be consider as material related party transaction with subsidiary. Therefore this blanket approval also serve to be approval for material related party transactions with subsidiary company.

#### Key Terms & Conditions

Aggregate Limit: Transactions pursuant to this approval shall not exceed ₹2 crores during FY 2025-26.

Nature: All transactions shall be in the ordinary course of business and conducted at arm’s length.

Oversight: The Audit Committee will undertake quarterly reviews of all transactions executed under this omnibus approval.

Disclosures: Appropriate disclosures to the stock exchange(s) and posting on the Company’s website will be made as required under Regulation 23(9) of SEBI LODR Regulations Acuity Lawlegalogic.com.

#### Statement of Impact

The approval will enhance operational flexibility, enable faster decision-making, and comply with robust oversight and disclosure norms. It aligns with best practices in corporate governance, ensuring transparency, board accountability, and shareholder protection.

The Board of Directors recommends the **Special Resolution** as set out in Item No. [5] of the Notice for approval by the members.

Summary of Disclosures

Aspect	Details
Regulatory basis	Section 188 (Companies Act), Regulation 23 (SEBI LODR), Rule 6A
Nature of transactions	Ordinary course of business; arm's length
Aggregate limit	₹2 crores for FY 2025-26
Review & oversight	Quarterly Audit Committee review
Disclosures required	Stock exchange updates and website posting under Reg 23(9)
Director/KMP interest	None (unless to be disclosed at the meeting)

By the order of Board

For Sulabh Engineers and Services Limited

Sd/-

(Tauheed Ahmad)  
Company Secretary & Compliance Officer

Date: 12<sup>nd</sup> August, 2024

Place: Kanpur

### **ANNEXURE TO THE NOTICE**

**Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]**

#### **ITEM NO. 2:**

Name	Seema Mittal
Father's Name	Laxmi Narain Dalmia
Din	06948908
D.O.B.	22/06/1969
Address	HN. 113/93 Shreedham Apartment Swaroop Nagar, KANPUR- 208002 Email- seemamittal1969@gmail.com
Qualification	Graduate
Experience	She is business consultant and having good knowledge of legal aspects of business matters with experience of more than sixteen years.
Other Directorship	NIL
Shareholding In The Company	NIL
No. of Board Meeting Attended during the financial year	Total Meeting held : 8 Attended: 8
Chairperson/Member of the committee of the board of directors of the company	Member in Stakeholders' Relationship Committee

#### **ITEM NO.3:**

Name	Vivek Awasthi
Father's Name	Prakash Narain Awasthi
Din	06961442
D.O.B.	22/11/1963
Address	128/348 K Block, Kidwai Nagar, Kanpur Nagar, Uttar Pradesh, 208011
Qualification	Chartered Accountant
Relationship With Kmp	None
Experience	He is a qualified Chartered Accountant having immense experience in finance and Accounting. He has also served a Listed Entity as an Independent Director on their Board.
Other Directorship	Keymen Loans Distribution Limited (Additional Director - Independent as on date of submission of his declaration)
Shareholding In The Company	NIL
No. of Board Meeting Attended during the financial year	N.A
Chairperson/Member of the committee of the board of directors of the company	N.A