

**SULABH ENGINEERS AND
SERVICES LIMITED**

28TH ANNUAL REPORT 2010-11

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SULABH ENGINEERS AND SERVICES LIMITED

Regd. Off.: 401 Oriental House, 229/231 Samuel Street, Mumbai-400003

BOARD OF DIRECTORS

Mr. Manoj Kumar Agarwal	Director
Mrs. Deepa Mittal	Director
Mr. Santosh Kumar Agarwal	Director
C.A. Rajiv Agrawal	Director
Mr. Rakesh Chand Agarwal	Director

AUDITOR

Rakesh Soni & Co.
Chartered Accountants
006 Leena Apartment, 60 Feet Road,
Bhayandar (W) Mumbai-401101
Ph: 022-28144804/22975716

BANKER

BANK OF INDIA
HDFC BANK
UNION BANK OF INDIA

REGISTERED OFFICE

401 Oriental House, 229/231 Samuel Street, Mumbai-400003

CORPORATE OFFICE

3/98 Hanumant Kripa, Vishnupuri, Kanpur-208002

COMPLIANCE OFFICER

Manoj Kumar Agarwal Director

REGISTRAR AND SHARE TRANSFER AGENT

M/s Skyline Financial Services Private Limited
D-153-A, 1st Floor, Okhla Industrial Area
Phase-I, New Delhi-110020

E-MAIL ID AND CONTACT FOR INVESTORS

E-mail ID : sulabheng22@gmail.com
Cont. No. : 0512-2361892

REPORT ON CORPORATE GOVERNANCE

The Company has complied with the most of the requirements of Corporate Governance as laid down under the applicable Clause 49 of the Listing Agreements with the Stock Exchanges.

1. BOARD OF DIRECTORS

The Board of the Company comprises of four Directors having two Directors as Non-executive Independent Directors, one Director as Non-executive Promoter Director and two Directors as Promoter executive Director including Compliance officer which is as follows:

SL. NO.	NAME	DESIGNATION
1	Mr. Manoj Kumar Agarwal	Executive/Promoter
2	Mrs. Deepa Mittal	Executive Director/Promoter
3	Mr. Santosh Kumar Agarwal	Non-Executive/ Promoter
4	C.A. Rajiv Agrawal	Non-Executive Independent Director

Number of Board Meetings

During the year, the Board met 8 times on 24.05.2010, 29.07.2010, 27.10.2010, 17.01.2011, 07.02.2011, 12.02.2011, 15.02.2011, 21.03.2011 and the maximum gap between two board meetings was not more than 4 months.

Directors Attendance Record and Directorship Held

The Composition and category of the Directors on the Board, their attendance at the Board meetings during the year and at the last Annual General Meeting, as also number of Directorship and Committee Membership/Chairmanship as on 31st March, 2011 are as follows:

Name of Director	Category of Directorship	No. of Board Meeting held	No. of Board Meetings attended	Last A.G.M. Attended	Other Directorship	Other Committees
M. K. Jhunjunwal	Non-executive Director	4*	3	Yes		
V. K. Jhunjunwala	Non-executive Director	5*	3	No		
Ajay Kumar Sharma	Non-executive Director	4*	3	No		
Manoj Kumar Agarwal	(Executive)/Promoter	4*	4	N.A.		
Deepa Mittal	Executive Director/Promoter	4*	4	N.A.		
Santosh Kumar Agarwal	Non-Executive/ Promoter	3*	3	N.A.		
Rajiv Agrawal	Non-Executive Independent Director	2*	2	N.A.		

- Mr. M.K. Jhunjunwala resigned on 07.02.2011
- Mr. V.K. Jhunjunwala resigned on 12.02.2011
- Mr. Ajay Kumar Sharma resigned on 07.02.2011
- Mr. Manoj Kumar Agarwal Mrs. Deepa Mittal appointed on 17.01.2011
- Mr. Santosh Kumar Agarwal appointed on 07.02.2011
- C.A. Rajiv Agrawal appointed on 12.02.2011

Disclosures regarding appointment/re-appointment of Directors

As per Section 255 read with Section 256 of the Companies Act, 1956 Two-Third of the Directors should retire by rotation. One-third of these Directors are required to retire every year and if eligible, they can offer themselves for re-appointment. But presently all the directors are the Additional Director of the Company who are eligible for appointment as the regular director of the Company.

2. COMMITTEE OF THE BOARD

The Company has constituted the committee as required under the Listing Agreement at its Board Meeting held on 02.07.2011.

Audit Committee

The Composition of Audit Committee is as mentioned herein below:

Sl. No.	Name	Designated Position in the Committee
1.	Rajiv Agrawal	Chairman
2.	Rakesh Chand Agrawal	Member
3.	Santosh Kumar Agarwal	Member

3. Remuneration Committee

The Composition of Remuneration Committee is as mentioned herein below:

Sl. No.	Name	Designated Position in the Committee
1.	Rakesh Chand Agrawal	Chairman
2.	Rajiv Agrawal	Member
3.	Deepa Mittal	Member

REMUNERATION POLICY

The Company has not paid remuneration to any Directors during the financial year.

4. Shareholder/Investor's Grievance Committee

The Composition of Remuneration Committee is as mentioned herein below:

Sl. No.	Name	Designated Position in the Committee
1.	Rakesh Chand Agrawal	Chairman
2.	Rajiv Agrawal	Member
3.	Deepa Mittal	Member

5. GENERAL BODY MEETING:

Details regarding the last three Annual General Meetings are as follows:

Financial Year	Date of Meeting	Venue For Meeting	Timing of Meeting
2007-08	25.09.2008	185 Sheikh Memon Street, 3 rd Floor, Mumbai-400002	10.00 A.M.
2008-09	29.09.2009	185 Sheikh Memon Street, 3 rd Floor, Mumbai-400002	10.00 A.M.
2009-10	15.07.2010	185 Sheikh Memon Street, 3 rd Floor, Mumbai-400002	10.00 A.M.

An Extra Ordinary General Meeting of the Company was held on 10.03.2011 at 11.00 A.M. at its Registered Office i.e. at 401 Oriental House, 229/231 Samuel Street, Mumbai-400003.

Details of Special Resolution passed in the last three Annual General Meetings

The Company has not transacted any business as Special Resolution during the Financial Year.

Details of Special Resolutions passed through Postal Ballot Process

There is no resolution to be passed through postal ballot process at the ensuing Annual General Meeting.

6. DISCLOSURES

The Company has complied with most of the mandatory requirements of Clause 49 of the Listing Agreement.

7. MEANS OF COMMUNICATION

The Company has timely published its quarterly results in the newspapers.

8. General Shareholder Information

i. Annual General Meeting : Date: 30.09.2011
Time: 11.00 A.M.
Venue: 401 Oriental House, 229/231 Samuel Street, Mumbai

ii. Financial Year : April 2010-March 2011.

iii. Date of Book Closure : 24.09.2011-30.09.2011.

iv. Dividend Payment Date

The Directors of the Company are of the opinion not to declare dividend for the financial year

v. Listing on Stock Exchange : Bombay Stock Exchange Limited, Mumbai
Uttar Pradesh Stock Exchange Association Limited, Kanpur

vi. Stock Code : BSE - 508969

vii. Market Price

The shares of the Company are not traded during the financial Year.

viii. Registrar And Transfer Agent : Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area, New Delhi

ix. Share Transfer System

The Company has provided a common agency regarding the Share Registration and Transfer by our Registrar And Transfer Agent i.e. Skyline Financial Services Limited, New Delhi within a period of 30 day from the date of receiving, subject to the validity and completeness of documents in all respect.

x. Distribution of Shareholding

Shareholding Pattern of the Company as on 31st March, 2011

Category	No. of Shares	Percentage of Holding
Govt. (Central & States)	0	0
Govt. Companies	0	0
Public Financial	0	0
Nationalised/Other Institutions/Bank	0	0
Mutual Fund	0	0
Venture Capital	0	0
Foreign Holdings	0	0
Bodies Corporate	100	0
Directors/Relative	1148850	37.70
Others	1898550	62.30
TOTAL	3047500	100.00

Distribution of Shareholding

Category		Shareholders	
From	To	Number	Percentage
01	50000	19	3.24
50001	100000	20	46.23
100001	150000	4	17.72
150001	200000	5	32.81
TOTAL		48	100.00

xi. Dematerialization of Shares and liquidity

The Shares of the Company are in physical form.

xii. Address for Correspondence

Shareholders Correspondence 3/98 Hanumant Kripa, Vishnupuri, Kanpur-208002.

xiii. CFO Certification

In terms of the requirements of Clause 49(V) of the Listing Agreement, the CFO have submitted necessary certificate to the Board at its meeting held on 05.09.2011 stating the particulars specified under the said clause.

9. Corporate Social Responsibility

The Company is planning for taking an initiative for implementation of "Green Initiative in the Corporate Governance" for allowing paperless compliances as per the circular issued by the Ministry of Corporate Affairs and to facilitate its member by providing all the information relating to notices of Shareholder Meetings, Annual Report of the Company by e-mail. The Company is also planning to initiative on promoting social welfare in near future.

DIRECTOR'S REPORT

Dear Shareholders

Your Directors take pleasures in presenting the 28th Annual Report together with Audited Statements on the business and operations of the Company for the year ended on 31st March, 2011.

FINANCIAL RESULTS:

	<u>2010-2011</u> (Rs. in '000)	<u>2009-2010</u> (Rs. in '000)
Income	272.88	719.65
Profit/(Loss) before interest & dep.	67.42	583.54
Less:		
Interest	0.00	0.00
Depreciation	0.03	0.03
Profit/(loss) before tax	67.39	583.51
Provision for taxation	0.00	39.00
Provision for taxation for earlier year	0.00	2.35
Profit/Loss after tax	67.39	542.16

OPERATIONAL RESULTS

During the year under review, the company has received an income of Rs. 272.88 thousand as compared to the previous year income of Rs. 719.65 and earned a profit after tax of Rs. 67.39 thousand as compared to the previous year profit of Rs. 542.16 thousand. Your directors are trying to improve the performance of the Company and are hopeful for the better result of the Company in the next financial year.

DIVIDEND

In view to conserve the financial resources of the Company for meeting financial requirements for future business projects it was decided by your director not to declare any dividend this year.

FIXED DEPOSIT

Your Company has not accepted any deposit prescribed U/s 58A of the Companies Act 1956 during the financial year.

AUDITORS

Rakesh Soni & Co., Chartered Accountants, retiring as Auditors, from whom company has received a Certificate, their appointment is made shall be with in limit as laid down 224(1B) of the Companies Act, 1956 and Rakesh Soni & Co., Chartered Accountants, are eligible offer for re-appointment.

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CHANGE IN MANAGEMENT AND TAKEOVER

The Business carried on by the Company has been taken over by the New Management in pursuance with the SEBI (Substantial Acquisition of Shares And Takeover) Regulations 1997 in and proper intimation and disclosures have been made to all the concerned authorities i.e. Stock Exchanges, RBI, Registrar of Companies and Securities Exchange And Board of India and the approvals has been granted for the same by the authorities.

SUCCESSFUL COMPLETION OF PUBLIC OFFER

The Share Purchase Agreement in the matter of takeover process had been entered into between the Acquirers and the old Promoters of the Company and Public Announcement and an open offer had been made by the Acquirer in pursuance with SEBI (Substantial Acquisition of Shares And Takeover) Regulations, 1997. The takeover process has been completed successfully by fulfilling all the norms prescribed by the SEBI.

RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

As stipulated in Section 217(2AA) of Companies Act 1956, your Directors subscribe to the Directors Responsibility statement and confirm as under:

- i. That the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the Profit of the company for that period.
- iii That the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv That the Directors have prepared the Annual Accounts on a going concern basis.

INDUSTRIAL RELATIONS:

During the period under review the relation between employee and Management remained cordial.

DIRECTOR

The Board of the Company is duly constituted and there has been complete change in the composition of the Board, as the Company has been taken over by the new management during the financial year.

As none of the directors of the Company is a regular director, no one is eligible to retire by rotation at the AGM.

None of the Directors is disqualified u/s 274(1)(g) of the Companies Act, 1956.

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AUDITORS REPORT

The observation as per Auditors Report are self-explanatory and does not call any further clarification from directors.

CORPORATE GOVERNANCES

As the Company is required to comply with Clause 49 of the Listing Agreement so the Corporate Governance Report confirming the compliance of conditions of Corporate Governance forms part of the Annual Report.

LISTING OF SHARES:

The Company's shares are listed with the Uttar Pradesh Stock Exchange Association Limited, Padam Tower, 14/113, Civil Lines, Kanpur and Bombay Stock Exchange Limited, 1st Floor, P.J. Towers, Dalal Street, Mumbai. The Company had made preferential allotment of 2800000 equity shares on 21.03.2011 in respect of which proper intimation has been given to the Stock exchanges and the listing approval for the same along with trading permission has been granted by the both the Stock Exchanges.

RISK AND INTERNAL ADEQUACY:

The Company has adequate internal control procedures commensurate with its size and nature of its business. The Board of Directors periodically reviews the audit plans, internal audit reports, adequacy of internal control and mismanagement.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING OUTGO:

Your Company is not engaged in any manufacturing activity which is power intensive, it basically engaged in trading activities and use power saving devices by implementing the advanced and latest technology in carrying out its operational activities. There is a system of proper check and control in order to avoid unnecessary wastage of power and energy. Foreign Exchange earnings and outgo is Nil.

EMPLOYEES:

The particulars as required U/S 217(3A) of the Companies Act, 1956 are furnished as none of the employee is drawing remuneration of Rs. 500000/- or more per month if employees for apart of the year of Rs. 6000000/- if employed throughout the period.

ACKNOWLEDGEMENTS:

Yours Directors acknowledge with thanks for the co-operation and assistance what so ever received from employees, members, banks and Govt. Authorities.

By the Order and on Behalf of the Board of Directors
SULABH ENGINEERS AND SERVICES LIMITED

SD/-
Manoj Kumar Agarwal
DIRECTOR

SD/-
Deepa Mittal
DIRECTOR

PLACE: KANPUR
DATE: 05.09.2011

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

AUDITORS' REPORT

The Members of
Sulabh Engineers and Services Limited
Mumbai.

We have audited the attached Balance Sheet as on 31.03.2011 of Sulabh Engineers and Services Limited and related Profit & Loss account for the year ended on that date annexed there to of which we have signed under reference to this Report.

These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express our opinion on these Financial Statements based on our Audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining on test basis, evidence supporting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and we report that:

As required by the Companies (Auditors' Report) Order 2003 as amended by the Companies (Auditors' Report Amendment) Order 2004, issued by the Central Government of India in terms of Sec.227(4A) of the Companies Act, 1956 and on the basis of such checks of the books and records as we Considered appropriate and according to the information and explanation given to us during the course of audit , the statement on the matters specified in paragraph 4&5 of the said order, is enclosed in the Annexure to the extent applicable to the company.

Further we Report that :

- a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In the our opinion , proper Books of Accounts as required by law have been kept by the Company so far as appears from our examination of such Books.

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

- c) The Balance Sheet, Profit & Loss a/c and Cash Flow Statement referred to in this report are in Agreement with the Books of Accounts as submitted to us.
- d) In our opinion the Balance Sheet, Profit & Loss a/c and Cash Flow Statement dealt with by this Report comply, subject to Notes to Accounts, with the Mandatory Accounting Standards referred to Sec.211(3C) of the Companies Act,1956, to the extent applicable.
- e) In our opinion and based on information and explanation given to us, none of the Director is disqualified as on 31.03.2011 from being appointed as Director in terms of Clause (g) of Sub-Sec.(1) of Sec.274 of the Companies Act,1956.
- f) In our opinion and to the best of our information and explanation given to us, the said statements of account, read together with significant accounting policies and Notes on Accounts there on, give the information required by the companies Act,1956 in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:
- (i) In so far as relates to the Balance Sheet of the State of Affairs of the company as at 31st march 2011
 - (ii) In so far as relates to the Profit & Loss account of the Profit of the company for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For RAKESH SONI & CO.,
Chartered Accountants,

Sd/-

(CA. R.K. SONI)

Proprietor.

M. N.-047151.

FRN-114625W

PLACE: MUMBAI.

DATE: 05.09.2011.

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

ANNEXURE TO THE AUDITORS REPORT REFERRED TO IN PARAGRAPH OF OUR REPORT OF EVEN DATE

1.(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) the fixed assets of the company have been physically verified by the management at reasonable intervals having regard to the size of the Company and nature of its assets . No material discrepancies were noticed during such verification during the year. In our opinion, the frequency of verification is reasonable.

(c) the company has not disposed off any part of fixed assets during the year and accordingly going on concern is not affected.

2. In respect of inventories: N.A.

3.(a) The company has not taken loans, secured or unsecured, from Companies, firms or other parties, but given loans to Companies, firms or other parties, covered in the Register maintained u/s.301 of the Companies Act,1956.

(b) in our opinion the rate of interest and other terms and condition of the loans given by the company are not prima facie prejudicial to the interest of the company. The parties are repaying the principal amounts as stipulated and are also regular in payment of interest, wherever applicable.

(c) In respect of aforesaid loans, there is no overdue amount of more than Rupee one lakh.

4. In our opinion and according to the information given to us the company has adequate internal control procedures, commensurate to the size of the company and nature of its business. Further based on the examination and according to the information and explanation given to us, we have neither come across nor have been informed of any major weakness in the internal control.

5. To the best of knowledge and belief and according to the information and explanation given to us, we are of the opinion that the transactions that need to be entered in the register in pursuance of Sec.301 of the Companies Act, 1956 have been so entered.

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

6. The company has not accepted any deposit from public to which the directives issued by the Reserve Bank of India and the provision of Sec.58AA of the Act and the Rules framed there under as applicable.

7. In our opinion the company has an internal audit system commensurate with the size and nature of its business.

8. As explained to us the central govt. has not prescribed maintenance of cost records u/s. 209(1)(d) of the Companies Act,1956 for any of the Company.

9. In respect of statutory dues:

(a) According to the records of the company and information and explanation given to us, the company has been regular in depositing undisputed statutory dues to the extent applicable, with appropriate authorities during the year. According to the information and explanation given to us, no undisputed amount payable in respect of the above were in arrears as on 31.03.2011 for a period of more than 6 months from the date on which they become payable. We have been explained that statutes relating to other statutory dues including Employees State Insurance, Provident Fund, Sales Tax, Wealth Tax, Custom Duty, Investor Education and Protection Fund, Excise Duty and Service Tax are not applicable to the Company during the year.

10. The company have not accumulated losses at the end of the financial year and have not incurred cash losses during the year covered by the audit and immediately preceding financial year.

11. On the basis of information and explanation given to us, the company has not defaulted in repayment of dues to any Bank or financial institution. The company has not obtained any borrowing by way of debentures.

12. Based on our examination of records and the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

13. In our opinion the company is not a Chit fund or nidhi/mutual benefit fund/ society, therefore the provision of clause (xiii) of this order is not applicable.

14. In our opinion the company has maintained proper records of transactions and contracts relating to shares and securities entered into during the year and timely entries have been made therein. The company sold all the securities held, during the year.

15. According to the information and explanation given to us and records examined by us, the company has not given any guarantee for the loan taken by others from Banks or financial institutions.

16. In our opinion and according to the information and explanation given to us, the company has not taken term loan during the year and not been defaulted in repayment of principal and interest by way of installment.

17. The company has not made any preferential allotment of shares or issued debentures or public issue during the year except issued 2800000 equity shares on preferential basis of Rs.10/- each on premium of Rs.10/- each, out of which 1000000 equity shares were issued to Promoters and 1800000 equity shares to Non-promoters.

18. The Company has not raised any money by public issue during the year, except preferential allotment of 2800000 equity shares @ Rs.10/- each on premium Rs.10/- each.

19. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

RAKESH SONI & CO.

Chartered Accountants,

006, Leena Apartment, 60 Feet Road, Bhayandar (w), Mumbai-401 101.

Ph: 022-28144804/22975716.

20. The other clauses of the Companies (Auditors' Report) Order 2003 are not applicable in the case of the company for the current year.

For RAKESH SONI & CO.,
Chartered Accountants,

Sd/-

(CA. R.K. SONI)

Proprietor.

M. N.-047151.

FRN-114625W

PLACE: MUMBAI

DATE: 05.09.2011.

SULABH ENGINEERS AND SERVICES LIMITED

**PROFIT & LOSS ACCOUNT
(FOR THE YEAR ENDED 31.03.2011)**

PARTICULARS	SCHEDULE No.	As on	As on
		31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
A. INCOME:			
Dividend Income		201397.19	383024.43
Interest Income		71480.00	85386.00
Profit on Sale of Investments		0.00	251235.93
TOTAL (A)		272877.19	719646.36
B. EXPENDITURES:			
Loss on sale of Investments		60812.82	0.00
Establishment & Other Expenses	9	141828.53	136100.80
Preliminary Expenses w/off		2810.00	0.00
TOTAL (B)		205451.35	136100.80
C. PROFIT BEFORE DEP. & TAXATION (A)-(B)		67425.84	583545.56
D. Depreciation	3	32.00	35.00
E. PROFIT AFTER DEP. BUT BEFORE TAXATION (C-D)		67393.84	583510.56
F. Provision for Taxation for Current year		0.00	39000.00
G. Short Provision of Taxation for earlier year		0.00	2351.00
H. Provision for Deferred Tax		0.00	0.00
I. PROFIT AFTER TAXATION (E-F-G-H)		67393.84	542159.56
J. PROFIT B/F FROM PREVIOUS YEAR		2092496.82	1824075.26
K. PROFIT AVAILABLE FOR APPROPRIATION (I+J)		2159890.66	2366234.82
L. APPROPRIATION:			
Transferred to General Reserve		0.00	100000.00
Proposed Dividend		0.00	148500.00
Provision for Dividend Distribution Tax		0.00	25238.00
M. PROFIT C/F TO BALANCE SHEET (K-L)		2159890.66	2092496.82
Basic & Diluted Earning per share		0.213	2.19
Notes on Accounts & Accounting Policies	10		

"As per our Report of even date annexed"
For RAKESH SONI & CO.,
Chartered Accountants,

For and on behalf of the Board

Sd/-

Sd/- Sd/-
(Manoj Kr. Agarwal) (Deepa Mittal)
DIRECTOR DIRECTOR

(CA.R.K.SONI)
Proprietor.
M.N.- 047151.
FRN-114625W.

Place: Kanpur
Date : 05.09.2011.

SULABH ENGINEERS AND SERVICES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31.03.2011

	AS ON 31.03.2011	AS ON 31.03.2010
SCHEDULE-1: SHARE CAPITAL		
Authorised Capital		
6000000 Equity shares of Rs.10/- each (Previous year 1000000 shares)	60000000.00	10000000.00

Issued, Subscribed & Paid-up Share Capital:		
3047500 Equity shares of Rs.10/- each fully paid up in cash (Previous year 247500 Equity shares of Rs.10/- each)	30475000.00	2475000.00
	30475000.00	2475000.00

SCHEDULE-2: RESERVE & SURPLUS

1) General Reserve: Balance as per Last Balance Sheet	2400000.00	2300000.00
Add: Transferred from Profit & Loss a/c	0.00	100000.00
	2400000.00	2400000.00
2) Share Premium a/c	28000000.00	0.00
3) Profit & Loss a/c	2159890.66	2092496.82
	32559890.66	4492496.82

SCHEDULE-3: FIXED ASSETS

Particular	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As 1.4.10	Addition	Total	As 1.4.10	For the yr.	Total	As on 31.3.11	As on 31.3.10
Furniture	5190	0	5190	4874	32	4906	284	316
Total	5190	0	5190	4874	32	4906	284	316
Prev.yr	5190	0	5190	4839	35	4874	316	351

SCHEDULE-4: INVESTMENTS:

Birla Sunlife Frontline Eq.Plan-A Div.	0.00	351005.41
HDFC Index Fund	0.00	200000.00
HDFC Top 200 Fund-Div	0.00	322542.06
ICICI Pru.Focu. Eq.Fund Retail-Div.	0.00	377773.96
ICICI Pru. Flexi India Premi. DD	0.00	2399393.91
LIC MF Saving Plus Fund- Daily Div.	0.00	1110584.46
Reliance Diver. Power Sec. Fund-Div.	0.00	447839.70
Reliance Growth Fund-Div.	0.00	183700.05
Relaince Money Manager Fund Retail-Wd	0.00	219735.79
SBNPP Ultra Fund Retail DD	0.00	135355.59
SBNPP Smile -Div.	0.00	267200.02
Templeton Ind. Short Term Income RPWD	0.00	420441.60
	0.00	6435572.55

SCHEDULE-5: CASH & BANK BALANCES

Cash in hand	3273.23	4101.23
Balance with Schedule Bank	36614673.43	709889.83
	36617946.66	713991.06

SCHEDULE-6: LOANS & ADVANCES

(Unsecured and considered good)

Short term deposits	0.00	0.00
Loans & Advances (Recoverable in cash or in kind or for value to be received)	26041481.00	62393.21
Taxes paid net of provision	185021.00	29080.00
	<u>26226502.00</u>	<u>91473.21</u>

SCHEDULE-7: PROVISIONS

Provision for proposed dividend	0.00	148500.00
Provision for Income Tax	0.00	39000.00
Provision for Dividend Distribution Tax	0.00	25238.00
	<u>0.00</u>	<u>212738.00</u>

SCHEDULE-8: MISC. EXP.(to the extent not w/off)

Preliminary Exp.	465893.00	0.00
Less: Write off during the year	2810.00	0.00
	<u>463083.00</u>	<u>0.00</u>

SCHEDULE-9: ESTABLISHMENT & OTHER EXPENSES:

Salary	44469.00	47220.00
Rent	12000.00	12000.00
Bank & Demat charges	1565.00	2010.00
Filing Fee	2500.00	3000.00
Listing Fee	14030.00	14030.00
Misc. Exp.	21.53	250.80
Audit Fee	20000.00	19488.00
Advertisement charges	6763.00	6763.00
Professional Fee	30515.00	25515.00
Postage & courier	2320.00	443.00
Printing & stationery	1514.00	20.00
Securities Transaction Tax	6091.00	5361.00
Conveyance	40.00	0.00
	<u>141828.53</u>	<u>136100.80</u>

Cash Flow Statement For The Year Ended 31.03.2011

Particulars	Year Ended 31.03.2011		Year Ended 31.03.2010	
A Cash Flow from Operating Activities				
Profit/(-)Loss for the Year before tax & extraordinary items		67393.84		583510.56
<u>Adjustment for:</u>				
Depreciation	32.00		35.00	
(Increase)/Decrease in Misc. Expenditure	-463083.00		0.00	
Adjustment for previous Years	0.00		0.00	
(Profit) & Loss On Sale Of Investment	60812.82		-251235.93	
Interest & Financial Charges (STT on Investments)	6091.53	-396146.65	0.00	-251200.93
Operating Profit before Working Capital changes		-328752.81		332309.63
<u>Adjustments for:</u>				
(Increase)/Decrease in Loans and Advances	-26135028.79		387335.79	
(Increase)/Decrease in Inventory	0.00		0.00	
Increase/(Decrease) in current Liabilities	-931.00		-45464.00	
Less:-Direct Taxes Paid	0.00	-26135959.79	-106530.00	235341.79
Net Cash from Operating Activities		-26464712.60		567651.42
B				
Purchase of investment	1911593.85	1911593.85	10283121.02	10283121.02
Sale Of Investment	8341074.87	8341074.87	10205699.13	10205699.13
Profit/(loss) on sale of investment	-60812.82	-60812.82	251235.93	251235.93
Net Cash from Investing Activities		6368668.20		173814.04
C Cash Flow from Financing Activities				
Share Capital Issue	28000000.00		0.00	
Share Premium A/c	28000000.00		0.00	
Interest and Financial Charges	0.00		0.00	
Dividends paid	0.00	56000000.00	-148500.00	-148500.00
Net Cash from Financing Activities		56000000.00		-148500.00
NET CASH FLOWS DURING THE YEAR(A+B+C)		35903955.60		592965.46
Cash and Cash Equivalents(Opening Balance)		713991.06		121025.60
Cash and Cash Equivalents(Closing Balance)		36617946.66		713991.06

"As per our Report of even date annexed"

For RAKESH SONI & CO.,
Chartered Accountants,

For and on behalf of the Board

Sd/-
(CA.R.K.SONI)
Proprietor.
M.N.-047151
FRN-114625W
PLACE: Kanpur
Date : 05.09.2011.

Sd/- Sd/-
(Manoj Kr. Agarwal) (Deepa Mittal)
DIRECTOR DIRECTOR

NOTES ON ACCOUNTS:

1. Since the amount of deferred tax provision is not material amount, no provision for deferred tax liabilities/assets as on 31.03.2011 is made.
2. As explained to us the amount due to SSI, MICRO, Small Enterprises is NIL.
3. Related party disclosures transaction are NIL.
4. During the year the company has issued 2800000 equity shares on preferential basis of Rs.10/- each on premium of Rs.10/- each , out of which 1000000 equity shares were issued to Promoters and 1800000 equity shares to Non-promoters.
5. Interest and Dividend Income are shown gross.
6. During the year the Company has sold out their all investments in securities, and as a result loss of Rs.60812.82 has been occurred.
7. Previous year's figures have been regrouped and rearranged, wherever necessary to make comparable with the current year's figure.

SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Accounting: The financial statements are prepared on Accrual basis under Historical cost Convention and in accordance with the Accounting Standards specified by the Institute of Chartered Accountants of India with proper explanations relating to material departures.
2. Fixed Assets: Fixed Assets are stated at cost including any incidental acquisition expenses.
3. Depreciation: Depreciation is provided on written down value basis of Income Tax Act. The accounting of fixed assets is done as per provision of Income Tax Act,1961 as Block of Assets.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

I. Registration Details

Registration No.- L28920MH1983PLC029879
State: 11 Balance Sheet date: 31.03.2011

II. Capital raised during the year (Amount in Rs.)

Public Issue: NIL Right Issue: NIL
Bonus Issue: NIL Private Placement: 280,00,000/-

III. Position of Mobilisation and Deployment of Fund (Amount in Rs.)

Total Liabilities: 630,34,890.66 Total Assets: 630,34,890.66

Sources of Funds:

Paid up Capital: 304,75,000/- Reserve & Surplus: 325,59,890.66
Secured Loan : NIL Unsecured Loan: NIL

Application of Funds:

Net Fixed Assets: 284/- Investments: NIL
Net Current Assets: 625,71,523.66 Misc. Exp.: 4,63,083/-
Accumulated Losses: NIL

IV. Performance of the Company (Amount in Rs.)

Turnover: 2,72,877.19 Total Expenditure: 2,05,483.35
Profit before Tax: 67,393.84 Profit after Tax: 67,393.84
Earning per share : 0.213 Dividend Rate: NIL

**V. Generic Names of Three Principle Products/ Services of the Company
(As per monetary terms)**

Product Description: Investments
Item Code No. : N.A.

“As per our Report of even date annexed”

For RAKESH SONI & CO.,
Chartered Accountants,

Sd/-

(CA. R.K. SONI)
Proprietor.
M. N.-047151.
FRN-114625W

For & on behalf of the Board

Sd/-

(Manoj Kumar Agarwal)
DIRECTOR

Sd/-

(Deepa Mittal)
DIRECTOR

SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFF.: 401 Oriental House, 229/231 Samuel Street, Mumbai-400003

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of M/s SULABH ENGINEERS AND SERVICES LIMITED will be held on Friday, 30th day of September, 2011 at 11:00 A.M. at the Registered Office of the Company at 401 Oriental House, 229/231 Samuel Street, Mumbai, to transact the following business:-

ORDINARY BUSINESS

- i) To consider and adopt the Audited Balance Sheet as at 31st March, 2011 the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- ii) To appoint M/s Rakesh Soni & Co., Chartered Accountants, the retiring Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactments thereof, Mr. Manoj Kumar Agarwal who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation

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

“RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactment thereof, Mrs. Deepa Mittal who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation

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

“RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactment

thereof, Mr. Santosh Kumar Agarwal who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation

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

“RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactment thereof, CA Rajiv Agarwal who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation

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

“RESOLVED THAT in accordance with the provision of section 257 and all other applicable provisions, if any, of the Companies Act 1956 or reenactment thereof, Mr. Rakesh Chandra Agarwal who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to be retire by rotation

- viii) To consider and if thought fit, to pass with or without modification following resolution as Special resolution:

“RESOLVED THAT Pursuant to the provision of Section 198, 202, 269, 309, 310, 311 and read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being inforce) and the Articles of Association of the Company Mrs. Deepa Mittal, be and is hereby appointed as Whole Time Director of the company at a remuneration of Rs. 30000.00 per month or to such further amount as decided by the board including such other perquisites as may be decided by the Board from time to time within the maximum permissible limit prescribed in Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Deepa Mittal, Whole Time Director shall be the minimum remuneration payable to him in terms of the provision of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Mrs. Deepa Mittal, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other senior executives of the Company.”

- ix) To consider and if thought fit, to pass with or without modification following resolution as Special resolution:

“RESOLVED THAT Pursuant to the provision of Section 198, 202, 269, 309, 310, 311 and read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company Mr. Manoj Kumar Agarwal, be and is hereby appointed as Whole Time Director of the company at a remuneration of Rs. 30000.00 per month or to such further amount as decided by the board including such other perquisites as may be decided by the Board from time to time within the maximum permissible limit prescribed in Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Manoj Kumar Agarwal, Whole Time Director shall be the minimum remuneration payable to him in terms of the provision of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Mrs. Manoj Kumar Agarwal, shall also be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time, be available to other senior executives of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company do take all necessary actions in this respect to give effect to this resolution.”

By the Order and on Behalf of the Board of Directors
SULABH ENGINEERS AND SERVICES LIMITED

SD/-
Manoj Kumar Agarwal
DIRECTOR

PLACE: KANPUR
DATE: 05.09.2011

NOTES:

1. Members are entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company under the Companies Act 1956.
2. The instrument appointing the proxy should be deposited at the Registered Office of Company before 48 hours of the commencement of the meeting.
3. Shareholders seeking any further information on the accounts and operations of the Company at the Annual General Meeting are requested to send their queries to the Company at the Registered Office at least seven days before the date of the meeting.
4. The Company will close its Register of members and Transfer Book from 24.09.2011 to 30.09.2011(both days inclusive) for the purpose of Annual General Meeting.
5. An explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 elating to the Special Business to be transacted at the meeting is annexed hereto

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT pursuant to Section 173(2) of the Companies Act, 1956.

Item No. iii:

Mr. Manoj Kumar Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 17.01.2011, pursuant to Section 260 of the Companies Act, 1956 and holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from a member, proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Brief information of Mr. Manoj Kumar Agarwal is given in the Annexure attached to the Notice.

Taking into the consideration his qualification and experience, the Board of Directors is of the opinion that Mr. Manoj Kumar Agarwal as a Director will be of advantage to the Company and accordingly, the Board commends his appointment for acceptance by the members.

None of the Directors of the Company except Mr. Manoj Kumar Agarwal, is concerned in the proposed resolution.

Item No. iv:

Mrs. Deepa Mittal was appointed as an Additional Director of the Company by the Board of Directors with effect from 17.01.2011, pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from a member,

proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Brief information of Mrs. Deepa Mittal is given in the Annexure attached to the Notice.

Taking into the consideration his qualification and experience, the Board of Directors is of the opinion that Mrs. Deepa Mittal as a Director will be of advantage to the Company and accordingly, the Board commends his appointment for acceptance by the members.

None of the Directors of the Company except Mrs. Deepa Mittal, is concerned in the proposed resolution.

Item No. v:

Mr. Santosh Kumar Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 07.02.2011, pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from a member, proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Brief information of Mr. Santosh Kumar Agarwal is given in the Annexure attached to the Notice.

Taking into the consideration his qualification and experience, the Board of Directors is of the opinion that Mr. Santosh Kumar Agarwal as a Director will be of advantage to the Company and accordingly, the Board commends his appointment for acceptance by the members.

None of the Directors of the Company except Mr. Santosh Kumar Agarwal, is concerned in the proposed resolution.

Item No. vi:

CA Rajiv Agrawal was appointed as an Additional Director of the Company by the Board of Directors with effect from 12.02.2011, pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from a member, proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Brief information of CA Rajiv Agrawal is given in the Annexure attached to the Notice.

Taking into the consideration his qualification and experience, the Board of Directors is of the opinion that CA Rajiv Agrawal as a Director will be of advantage to the Company and accordingly, the Board commends his appointment for acceptance by the members.

None of the Directors of the Company except CA Rajiv Agrawal, is concerned in the proposed resolution.

Item No. vii:

Mr. Rakesh Chand Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 12.02.2011, pursuant to Section 260 of the Companies Act, 1956 and holds office only upto the date of the forthcoming Annual General Meeting and is eligible for appointment. The Company has received a notice in writing from a member, proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Brief information of Mr. Rakesh Chand Agarwal is given in the Annexure attached to the Notice.

Taking into the consideration his qualification and experience, the Board of Directors is of the opinion that Mr. Rakesh Chand Agarwal as a Director will be of advantage to the Company and accordingly, the Board commends his appointment for acceptance by the members.

None of the Directors of the Company except Mr. Rakesh Chand Agarwal, is concerned in the proposed resolution.

Item No. viii:

Mrs. Deepa Mittal, Additional Director is associated with the Company since 17.01.2011. It was opined by the Board that Mrs. Deepa Mittal has made valuable contributions by way of her visionary role and prompt decision making abilities and has stood as the pillar in supporting company's operational activities. So the Board of Directors of the Company is of the opinion to appoint her as Whole Time Director with a remuneration amounting to Rs. 30000.00 per month plus commission.

None of the Directors of the Company except Mrs. Deepa Mittal, is concerned in the proposed resolutions.

Item No. ix:

Mr. Manoj Kumar Agarwal, Additional Director is associated with the Company since 17.01.2011. It was opined by the Board that Mr. Manoj Kumar Agarwal has made valuable contributions by way of his management skills and wide experience in investment sector and has stood as the pillar in supporting company's operational activities. So the Board of Directors of the Company is of the opinion to appoint him as a Whole Time Director with a remuneration amounting to Rs. 30000.00 per month plus commission.

None of the Directors of the Company except Mr. Manoj Kumar Agarwal and Mr. Santosh Kumar Agarwal is concerned in the proposed resolutions.

By the Order and on Behalf of the Board of Directors
SULABH ENGINEERS AND SERVICES LIMITED

SD/-

Manoj Kumar Agarwal
DIRECTOR

PLACE: KANPUR
DATE: 05.09.2011

**Details of directors seeking appointment/reappointment at the
forthcoming Annual General Meeting**

Name of Director	Manoj Kumar Agarwal
Date of Birth	01.01.1972
Date of Appointment	17.01.2011
Qualifications	B. Com
Expertise	Vast experience in the Finance and Investment Sector
Shareholding in the Company as on 05.09.2011 (No. of equity shares of Rs. 10.00 each)	74900
List of other public limited companies in which Directorship held as on 05.09.2011	NIL
Chairman/Members Committees of the Board across all public companies of which he is a Director as on 05.09.2011	NIL
Relationship Between Directors inter-se	NIL

**Details of directors seeking appointment/reappointment at the
forthcoming Annual General Meeting**

Name of Director	Deepa Mittal
Date of Birth	06.07.1977
Date of Appointment	17.01.2011
Qualifications	B.A.
Expertise	Rich experience in the Share & Commodity Market and Finance Sector
Shareholding in the Company as on 05.09.2011 (No. of equity shares of Rs. 10.00 each)	73950
List of other public limited companies in which Directorship held as on 05.09.2011	NIL
Chairman/Members Committees of the Board across all public companies of which he is a Director as on 05.09.2011	NIL
Relationship Between Directors inter-se	NIL

**Details of directors seeking appointment/reappointment at the
forthcoming Annual General Meeting**

Name of Director	Santosh Kumar Agarwal
Date of Birth	15.12.1947
Date of Appointment	07.02.2011
Qualifications	L.L.B.
Expertise	Being Senior Advocate possess great experience in the profession and dealing in and providing services in Legal matters
Shareholding in the Company as on 05.09.2011 (No. of equity shares of Rs. 10.00 each)	200000
List of other public limited companies in which Directorship held as on 05.09.2011	NIL
Chairman/Members Committees of the Board across all public companies of which he is a Director as on 05.09.2011	NIL
Relationship Between Directors inter-se	NIL

Details of directors seeking appointment/reappointment at the forthcoming Annual General Meeting

Name of Director	CA Rajiv Agrawal
Date of Birth	07.04.1968
Date of Appointment	12.02.2011
Qualifications	Chartered Accountant
Expertise	Has more than 20 year experience in the profession, dealing and providing services in taxation and investments matters.
Shareholding in the Company as on 05.09.2011 (No. of equity shares of Rs. 10.00 each)	NIL
List of other public limited companies in which Directorship held as on 05.09.2011	NIL
Chairman/Members Committees of the Board across all public companies of which he is a Director as on 05.09.2011	NIL
Relationship Between Directors inter-se	NIL

**Details of directors seeking appointment/reappointment at the
forthcoming Annual General Meeting**

Name of Director	Rakesh Chand Agarwal
Date of Birth	24.10.1964
Date of Appointment	02.07.2011
Qualifications	Graduate
Expertise	Rich Experience in Business Marketing
Shareholding in the Company as on 05.09.2011 (No. of equity shares of Rs. 10.00 each)	NIL
List of other public limited companies in which Directorship held as on 05.09.2011	NIL
Chairman/Members Committees of the Board across all public companies of which he is a Director as on 05.09.2011	NIL
Relationship Between Directors inter-se	NIL

SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFF.: 401 Oriental House, 229/231 Samuel Street, Mumbai-400003

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio No.:

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 401 Oriental House, 229/231 Samuel Street, Mumbai-400003 on Friday, the 30th Day of September, 2011 at 11.00 a.m.

Member's/Proxy's 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.

SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFF.: 401 Oriental House, 229/231 Samuel Street, Mumbai-400003

PROXY FORM

Reg. Folio No.:

I/We of in the district of being a member/members of the above named company, hereby appoint of in the district of or falling him..... of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the 28TH ANNUAL GENERAL MEETING of the Company to be held on Friday, the 30th Day of September, 2011 at 11.00 a.m. and at any adjournment(s) thereof.

Signed this day of, 2011.

Affix
Revenue
Stamp

Signature.....

Note: This Proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.