SULABH
Engineers And Services Limited
CIN: L28920MH1983PLC029879

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

24th August 2026

To,
Corporate Relationship Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001
Scrip Code: 508969 (SULABEN), ISIN: INE673M01029
Subject: Notice of 43rd Annual General Meeting & Annual Report for the financial year 2025-26

Dear Sir/ Madam,

The Annual Report for the financial year 2025-26, including the notice convening 43rd Annual General Meeting of the Members of the Company scheduled to be held on Monday, September 28, 2026, at 12:00 p.m. (IST) through Video Conference /Other Audio Visual means is enclosed.

The Annual Report including AGM Notice are also available on the Company's website at https://www.sulabh.org.in/upload/PDF/00000449.pdf

Direct Link to access Annual Report: https://www.sulabh.org.in/upload/PDF/00000449.pdf
Direct Link to access Notice of AGM: https://www.sulabh.org.in/upload/PDF/00000451.pdf
Further the cut-off date for the purpose of determining shareholder for E-Voting is 22nd September 2026 and Book closure will start from 23rd September 2026 and will end on 28th September 2026.

E-voting will start from 25th September 2026 (09:00 A.M) till 27th September 2026 (05:00 P.M).

This is for your information and record please.

Thanking you,

Yours faithfully,
For Sulabh Engineers and Services Limited

Tauheed Ahmad
Digitally signed by Tauheed Ahmad
Date: 2026.08.24 17:07:47 +05'30'

Tauheed Ahmad
Company Secretary & Compliance Officer
(Membership No.: A74592)
Encl.: As above.

NOTICE OF 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the Members of Sulabh Engineers and Services Limited (The Company) will be held on Monday, September 28, 2026, 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 (Standalone and Consolidated) as of March 31, 2026, 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 (Standalone and Consolidated) of the Company as at March 31, 2026, 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, 2026, 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 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. 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 the provisions of Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI LODR Regulations"), the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (to the extent applicable), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to grant approval to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Audit Committee of the Company) to enter into one or more related party transaction(s) with Venkatswamy Mining And Estates Private Limited, the Subsidiary Company of the Company (hereinafter referred to as the "Subsidiary Company"), whether by way of supply of any services, extension of loans, providing of guarantees, or any other transaction of a financial or non-financial nature, which are in the ordinary course of business of the Company and on an arm's length basis, for an aggregate amount not exceeding ₹2 crores (Rupees Two Crores only) for the Financial Year 2026-27, it being clarified that the aforesaid aggregate limit of ₹2 crores (Rupees Two Crores only) shall be exclusive of, and shall not include, any amount(s) outstanding from any transaction(s) entered into by the Company with the Subsidiary Company prior to the commencement of the Financial Year 2026-27, and that the aforesaid approval, being an omnibus approval, shall also serve as the approval of the Members for any of the aforesaid transactions with the Subsidiary Company which may be classified as material related party transactions in terms of the applicable provisions of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the aforesaid approval granted by the Members shall remain valid and be in force up to the conclusion of the next Annual General Meeting of the Company to be held in the year 2027, and any related party transaction(s) with the Subsidiary Company proposed to be entered into after the conclusion of the said next Annual General Meeting shall require a fresh approval of the Members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

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

RESOLVED FURTHER THAT the Board or the Audit Committee, through their respective members, or the Company Secretary of the Company, be and are hereby severally authorised to finalise and execute all such documents, agreements, contracts, deeds or writings as may be necessary or expedient in connection with the said transactions, to seek and obtain such approvals, consents, permissions or waivers as may be required in this regard, 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 of the powers herein conferred to any Director(s) or Officer(s) of the Company, as may be considered necessary or expedient."

4. Re-appointment of Mr. Vimal Kumar Sharma (DIN: 00954083) as Managing 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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to and in accordance with the applicable provisions of the other laws, Articles of Association of the Company, and subject to such other approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Vimal Kumar Sharma (DIN: 00954083) as the Managing Director of the

Company, for a further period of five (5) years, commencing from the date of the ensuing Annual General Meeting of the Company, i.e. September 28, 2026, up to the completion of a period of five (5) years therefrom, or up to the conclusion of the 48th Annual General Meeting of the Company, whichever is earlier, and that Mr. Vimal Kumar Sharma shall be liable to retire by rotation in his capacity as Director of the Company, notwithstanding his position as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board, including the Nomination and Remuneration Committee, constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to finalise and settle the terms and conditions of the aforesaid re-appointment of Mr. Vimal Kumar Sharma as the Managing Director of the Company, and to alter, vary, and modify the said terms and conditions from time to time during the tenure of his re-appointment, as may be mutually agreed between the Board and Mr. Vimal Kumar Sharma, subject to the same being in accordance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as may be amended from time to time.

RESOLVED FURTHER THAT the Board or The Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings, as may be considered necessary, expedient, incidental, or ancillary thereto, for the purpose of giving effect to this resolution, including but not limited to filing of the necessary e-forms and returns with the Registrar of Companies and other regulatory authorities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Date: 12th August 2026
Place: Kanpur

By the order of Board

For **Sulabh Engineers and Services Limited**

Sd/-

(Tauheed Ahmad)

Company Secretary & Compliance Officer

(Membership No.:A74592)

Notes:

General instructions for accessing and participating in the 43rd 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 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020,02/2021 dated 13th January, 2021, 19/2021, 20/2021 dated 14th December 2021, 02/2022 dated 05th May 2022 and 10/2022 dated 28th December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th September 2024 further extended till 30.09.2025 and further extension thereof, 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 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th 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 43rd 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 43rd 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 43rd 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 43rd AGM being held through VC.

5. General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2021 dated 13th January, 2021, 19/2021, 20/2021 dated 14th December 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th 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 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th 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 2025-26 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 43rd 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 restrictions on account of first come first served basis.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8th 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 14th December 2021 and Circular No. 02/2022 dated May 05, 2022 and 10/2022 dated 28thDecember 2022. respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th September 2023 and 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 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th 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. 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 and 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.

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 28, 2026. Members seeking to inspect such documents can send an e-mail to 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 22, 2026.

11. The Register of Members and Share Transfer Books will remain closed from September 23, 2026, to September 28, 2026 (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 43rd 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 and on the website of NSDL within two (2) days of passing the resolutions in the 43rd Annual General Meeting of the Company on September 28, 2026, 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 Friday 25th September 2026 at 09:00 A.M and ends on Sunday 27th September 2026 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 <22.09.2026> 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 **CDSL Depository**	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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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 & voting during the meeting. **5.** Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 & voting during the meeting.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.evoting.nsdl.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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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.

OR Date of Birth (DOB)	• 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.

(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 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.
- 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 (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 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 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

The Board of Directors of the Company, acting upon the recommendation of the Audit Committee, proposes to enter into one or more related party transactions (hereinafter referred to as "RPTs") with Venkatswamy Mining And Estates Private Limited, the Subsidiary Company of the Company (hereinafter referred to as the "Subsidiary Company"). It is proposed that such transactions may, from time to time, and without limitation, include or supply services, extension of loans, providing of guarantees, and other financial and/or non-financial dealings and arrangements as may be entered into between the Company and the Subsidiary Company in the normal course of conducting its business operations. Such transactions are expected to be undertaken in the ordinary course of business of the Company and on an arm's length basis, in the interest of the Company and its stakeholders.

In accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI LODR Regulations"), Section 188 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable, the Company is seeking the prior approval of its Members by way of a Special Resolution, on an omnibus basis, for the aforesaid transactions, up to an aggregate limit of ₹2 crores (Rupees Two Crores only) for the Financial Year 2026-27.

It is pertinent and important to clarify, for the information of the Members, that the aforesaid aggregate limit of ₹2 crores (Rupees Two Crores only) proposed to be approved for Financial Year 2026-27 is exclusive of, and shall not include, any amount(s) outstanding or due from any previous transaction(s), dealings or arrangements entered into by the Company with the Subsidiary Company prior to the commencement of Financial Year 2026-27. In other words, the said limit of ₹2 crores represents a fresh and independent threshold applicable solely to transactions to be undertaken during Financial Year 2026-27, and does not in any manner subsume, adjust against, or take into account any previously outstanding balances, dues or amounts payable/receivable between the Company and the Subsidiary Company as on the date of this Notice or as on the commencement of Financial Year 2026-27. Moreover as per the amendment the approval taken from the members for related party transactions will be valid till the next Annual general meeting therefore the approval will be valid till the date of next Annual General Meeting to be held in the year 2027.

The nature and pattern of the business arrangements and dealings between the Company and the Subsidiary Company are expected to be ongoing, continuing and repetitive in character, given the operational relationship between the two entities. In view of the same, and in order to ensure smooth and uninterrupted conduct of business, the Board is of the considered view that obtaining an omnibus approval of the Members for the aforesaid transactions, within the specified monetary threshold, would be in the best interest of the Company for the following reasons:

Such approval will facilitate business efficiency by enabling the pre-authorization of routine and recurring transactions between the Company and the Subsidiary Company, thereby obviating the need for transaction-specific approvals on each occasion.

Such approval will enable the timely and efficient execution of business transactions with the Subsidiary Company without the Company being required to undergo repeated procedural formalities and consequent delays that may otherwise arise if each individual transaction were required to be separately placed before the Members or the Board, as the case may be.

Such approval will ensure the Company's continued compliance with the applicable regulatory norms and requirements prescribed under the Companies Act, 2013 and the SEBI LODR Regulations in relation to related party transactions.

It is further stated that the cumulative value of transactions to be entered into with the Subsidiary Company may, in aggregate, cross the monetary threshold prescribed for classification as a "material related party transaction" — that is, where 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. In the event such threshold is met or exceeded, the said transactions with the Subsidiary Company would be classified and treated as material related party transactions with the subsidiary company. Accordingly, the omnibus approval being sought from the Members under this Item No. 3 is also intended to, and shall, serve as the requisite approval of the Members for material related party transactions with the Subsidiary Company, to the extent such classification becomes applicable.

Key Terms and Conditions

The omnibus approval, if granted by the Members pursuant to this Special Resolution, shall be subject to the following terms and conditions:

Aggregate Limit: The aggregate value of transactions undertaken pursuant to this omnibus approval shall not exceed ₹2 crores (Rupees Two Crores only) during the Financial Year 2026-27 extended till the conclusion of next Annual General Meeting to be held in Year 2027, it being clarified, for avoidance of doubt and as stated hereinabove, that the said limit excludes and is over and above any amount(s) outstanding from transactions entered into with the Subsidiary Company prior to Financial Year 2026-27.

Nature of Transactions: All transactions undertaken pursuant to this omnibus approval shall be in the ordinary course of business of the Company and shall be conducted on an arm's length basis.

Oversight: The Audit Committee of the Company shall undertake a quarterly review of all transactions executed with the Subsidiary Company pursuant to this omnibus approval, so as to ensure continued compliance with the terms of the approval and the applicable regulatory requirements.

Disclosures: The Company shall make appropriate and necessary disclosures to the stock exchange(s) on which the securities of the Company are listed, and shall post the requisite disclosures on the Company's website, as may be required under Regulation 23(9) of the SEBI LODR Regulations.

Statement of Impact

The grant of the aforesaid omnibus approval by the Members is expected to enhance the operational flexibility available to the Company, enable faster and more efficient decision-making in respect of transactions with the Subsidiary Company, and ensure that such transactions continue to be conducted within a framework of robust oversight and disclosure. The proposed approval is aligned with established best practices in corporate governance and is intended to ensure transparency in dealings with the Subsidiary Company, accountability of the Board and the Audit Committee in overseeing such transactions, and protection of the interests of the Members and other stakeholders of the Company.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are, in any way, concerned or interested, financially or otherwise expect ***Mr. Vimal Kumar Sharma by the virtue of his Shareholding (Holding 6%) and Directorship in the Subsidiary Company***, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the **Special Resolution** as set out in Item No. [3] 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 2026-27 and till conclusion of the next Annual General Meeting to be held in 2027.
Review & oversight	Quarterly Audit Committee review
Disclosures required	Stock exchange updates and website posting under Reg 23(9)
Director/KMP interest	As above

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

Item No. 4

Mr. Vimal Kumar Sharma (DIN: 00954083) was appointed as the Managing Director of the Company for a period of five (5) years and his present term of appointment is due to expire on the date of the ensuing Annual General Meeting of the Company scheduled to be held on September 28, 2026.

Considering the vast experience, proven leadership capabilities and significant contribution of Mr. Vimal Kumar Sharma towards the growth, development and overall performance of the Company during his tenure as Managing Director, the Nomination and Remuneration Committee, at its meeting held on 12.08.2026, and the Board of Directors of the Company, at its meeting held on 12.08.2026, recommended the re-appointment of Mr. Vimal Kumar Sharma as the Managing Director of the Company for a further period of five (5) years, commencing from the date of the ensuing Annual General Meeting, i.e. September 28, 2026, up to the completion of five (5) years therefrom or up to the conclusion of the 48th Annual General Meeting of the Company, whichever is earlier, subject to the approval of the Members of the Company.

Mr. Vimal Kumar Sharma possesses rich and diversified experience in the industry in which the Company operates, and his continued association as Managing Director would be in the best interest of the Company. He has, over the years, been instrumental in formulating and implementing the business strategies, expansion plans and overall management policies of the Company, and his re-appointment would ensure continuity in leadership and stability in the management of the affairs of the Company.

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Vimal Kumar Sharma, notwithstanding his position as Managing Director of the Company, shall be liable to retire by rotation in his capacity as a Director of the Company.

The Board is of the opinion that the re-appointment of Mr. Vimal Kumar Sharma as the Managing Director of the Company would be beneficial to and in the best interest of the Company, and accordingly recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Vimal Kumar Sharma, to whom the resolution relates, and his relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Particulars	Details
Name of Director	Mr. Vimal Kumar Sharma
DIN	00954083
Existing designation	Managing Director
NRC recommendation date	12.08.2026
Board recommendation date	12.08.2026
Proposed re-appointment period	5 (five) years from 28.09.2026, or up to conclusion of 48th AGM, whichever is earlier
Liability to retire by rotation	Yes, as Director, in terms of Section 152 of the Companies Act, 2013 (notwithstanding his position as Managing Director)
Reason for re-appointment	Vast experience, proven leadership, significant contribution to Company's growth and continuity of management
Resolution type	Special Resolution
Item No. in Notice	4
Director/KMP interest	None, except Mr. Vimal Kumar Sharma and his relatives
Board recommendation	Recommended for Members' approval

By the order of Board

For Sulabh Engineers and Services Limited

Sd/-

(Tauheed Ahmad)
Company Secretary & Compliance Officer
(Membership No.: A74592)
Date: 12th August, 2026
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 : 6 Attended: 6
Chairperson/Member of the committee of the board of directors of the company	Member in Stakeholders' Relationship Committee

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. 4:

Name	Vimal Kumar Sharma
Father's Name	Guljhari Lal Sharma
Din	00954083
D.O.B.	02/10/1968
Address	B – 2/C, Shiv Marg, Bani Park Shastri Nagar, Jaipur, Rajasthan - 302016 Emal: vimalbabu@gmail.com
Qualification	Graduate
Experience	Mr. Vimal Kumar Sharma is an experienced businessman. Mr. Sharma has over 36 years of experience in the field of Securities Market and Financial Investments. He is very efficient in taking financial and investment decisions of the Company at large.
Other Directorship	5
Shareholding In The Company	NIL
No. of Board Meeting Attended during the financial year	Total Meeting held : 6 Attended: 6
Chairperson/Member of the committee of the board of directors of the company	Member – Audit Committee Member – Stakeholder Relationship Committee Chairman – Risk Management Committee (as per RBI Directions) (Committee constituted other than under the provisions of SEBI Regulations or Companies Act or any other laws.