

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
'Exchange Plaza' C-1 , Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051.
Security ID: SUBROS

Dy. General Manager,
Department of Corporate Services,
BSE LIMITED,
First Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001.
Security ID: 517168

Dear Sir/Madam,

Sub: Submission of e-Voting Results on resolution(s) passed through Postal Ballot

Ref: Postal Ballot Notice dated January 30, 2024

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') we submit as below:

- (a) Result of remote e-voting
- (b) Scrutinizer's report on Postal Ballot conducted through remote e-voting
- (c) The said resolution(s) have been passed by the Shareholders with requisite majority
- (d) The result of the remote e-voting and report of the Scrutinizer's is also hosted on the website of the Company i.e. www.subros.com.

We request you to kindly take the same on record.

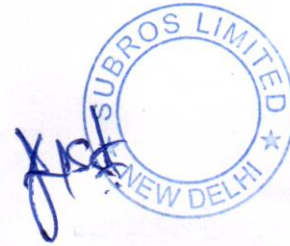
Thanking you,

Yours faithfully,
For SUBROS LIMITED

Kamal Samtani
Company Secretary

VOTING RESULTS

Sr. No.	Particulars	Details
1	Date of the Postal ballot notice	January 30, 2024
2	Cut-off Date	January 27, 2024
3	Mode of voting	Remote e- voting
4	Remote e-voting start day, date & time	Monday, February 5, 2024 at 9.00 a.m. (IST)
5	Remote e-voting end day date & time	Tuesday, March 5, 2024 at 5.00 p.m. (IST).
6	Total number of shareholders on cut-off date	54027
7	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
8	No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group Public	Not Applicable



RESULT OF POSTAL BALLOT

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Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. Arvind Kapur (DIN: 00096308) as an Independent Director						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		24000000	100.0000	24000000	0	100.0000	0.0000
	Poll	24000000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000
Public- Institutions	E-Voting		6785116	94.7732	3079122	3705994	45.3805	54.6195
	Poll	7159317	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7159317	6785116	94.7732	3079122	3705994	45.3805	54.6195
Public- Non Institutions	E-Voting		25096322	73.6472	25094469	1853	99.9926	0.0074
	Poll	34076433	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	1853	99.9926	0.0074
	Total	34076433	25096322	73.6472	25094469	1853	99.9926	0.0074
	Total	65235750	55881438	85.6608	52173591	3707847	93.3648	6.6352
		Whether resolution is Pass or Not.		Yes				
		Disclosure of notes on resolution		Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Home

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Resolution (2)

Special

Resolution required: (Ordinary / Special)
 Whether promoter/promoter group are interested in the agenda/resolution?
 Description of resolution considered

Appointment of Justice Arjan Kumar Sikri (Retd)
 (DIN: 08624055) as an Independent Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		24000000	100.0000	24000000	0	100.0000	0.0000
	Poll		24000000	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000
Public- Institutions	E-Voting		6785116	94.7732	6785116	0	100.0000	0.0000
	Poll		7159317	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7159317	6785116	94.7732	6785116	0	100.0000	0.0000
Public- Non Institutions	E-Voting		25096269	73.6470	25094583	1686	99.9933	0.0067
	Poll		34076433	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34076433	25096269	73.6470	25094583	1686	99.9933	0.0067
	Total	65235750	55881385	85.6607	55879699	1686	99.9970	0.0030
Whether resolution is Pass or Not. Yes								
Disclosure of notes on resolution								
Add Notes								

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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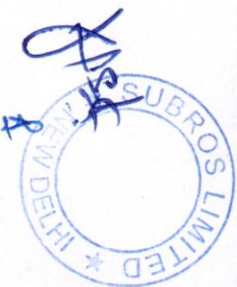
Resolution (3)

Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Appointment of Ambassador Deepa Gopalan Wadhwa, IFS (Retd) (DIN: 07862942) as an Independent Director							
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)	(4)	(5)	(6)	(7)	
	Poll	24000000	24000000	100.0000	24000000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0	0
	Total	24000000	24000000	100.0000	24000000	0	0	100.0000	0.0000
Public- Institutions	E-Voting		6785116	94.7732	6460863	324253	95.2211	4.7789	
	Poll	7159317	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0	
	Total	7159317	6785116	94.7732	6460863	324253	95.2211	4.7789	
Public- Non Institutions	E-Voting		25096269	73.6470	25094632	1637	99.9935	0.0065	
	Poll	34076433	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0	
	Total	34076433	25096269	73.6470	25094632	1637	99.9935	0.0065	
	Total	65235750	55881385	85.6607	55555495	325890	99.4168	0.5832	
Whether resolution is Pass or Not. Yes									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (4)

Special

Resolution required: (Ordinary / Special)
Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Mr. Ashok Lavasa, IAS (Retd) (DIN: 07575403) as an Independent Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24000000	24000000	100.0000	24000000	0	100.0000	0.0000
	Poll	24000000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000
Public- Institutions	E-Voting	7159317	6785116	94.7732	6785116	0	100.0000	0.0000
	Poll	7159317	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
	Total	7159317	6785116	94.7732	6785116	0	100.0000	0.0000
Public- Non Institutions	E-Voting	34076433	25096169	73.6467	25094549	1620	99.9935	0.0065
	Poll	34076433	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
	Total	34076433	25096169	73.6467	25094549	1620	99.9935	0.0065
	Total	65235750	55881285	85.6605	55879665	1620	99.9971	0.0029
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (5)

Resolution required: (Ordinary / Special)		Special											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Description of resolution considered		Appointment of Mrs. Vanaja Narayanan Sarma, IRS (Retd) (DIN:10419005) as an Independent Director											
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	No. of votes – In favour	(4)	No. of votes – against	(5)	% of votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		24000000	100.0000	100.0000	24000000	0	0	0	100.0000	0	0.0000	
	Poll		24000000	0	0.0000	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0	0	0	0	0	
	Total		24000000	24000000	100.0000	24000000	0	0	0	100.0000	0	0.0000	
Public- Institutions	E-Voting		6785116	94.7732	94.7732	6785116	0	0	0	100.0000	0	0.0000	
	Poll		7159317	0	0.0000	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0	0	0	0	0	
	Total		7159317	6785116	94.7732	6785116	0	0	0	100.0000	0	0.0000	
Public- Non Institutions	E-Voting		34076433	25096269	73.6470	25094504	1765	0	0	99.9930	0	0.0070	
	Poll		34076433	0	0.0000	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0	0	0	0	0	
	Total		34076433	25096269	73.6470	25094504	1765	0	0	99.9930	0	0.0070	
	Total		65235750	55881385	85.6607	55879620	1765	0	0	99.9968	0	0.0032	
Whether resolution is Pass or Not. Yes													
Disclosure of notes on resolution													
Add Notes													

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution (6)

Special

Resolution required: (Ordinary / Special)
 Whether promoter/promoter group are interested in the agenda/resolution?
 No

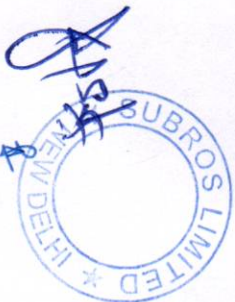
Appointment of Ms. Smita Piyush Mankad
 (DIN: 02009838) as an Independent Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		24000000	100.0000	24000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000
Public- Institutions	E-Voting		6785116	94.7732	6785116	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7159317	6785116	94.7732	6785116	0	100.0000	0.0000
Public- Non Institutions	E-Voting		25096169	73.6467	25094592	1577	99.9937	0.0063
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34076433	25096169	73.6467	25094592	1577	99.9937	0.0063
	Total	65235750	55881285	85.6605	55879708	1577	99.9972	0.0028
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson
SUBROS LIMITED
Lower Ground Floor, World Trade Centre,
Barakhamba Lane, New Delhi-110001

SUB: Scrutinizer's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated January 30, 2024

Dear Madam,

I, Ravi Sharma, Practicing Company Secretary, Managing Partner of RSM & Co., Company Secretaries, have been appointed by the Board of Directors of **Subros Limited** (hereinafter referred to as "**the Company**") to act as Scrutinizer in terms of Section 108 & 110 of the Companies Act, 2013 (the "**Act**") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of scrutinizing the voting by means of postal ballot only by remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on the resolutions contained in the Postal Ballot Notice dated January 30, 2024.

1. Pursuant to the provisions of the Act and Circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circulars issued by the Securities and Exchange Board of India, the Company has sent the Postal Ballot Notice to its members whose name(s) appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on the **Cut-Off Date** i.e. **Saturday, January 27, 2024** and whose e-mail IDs were available with the Company/Depositories, through electronic means only and has not dispatched physical copies of the Notice to any member. Further, the Company vide the Postal Ballot Notice dated January 30, 2024, has also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company or Depositories, as the case may be.
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the Rules made thereunder including MCA circulars; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot and voting by electronic means.

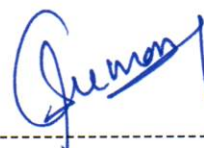




3. In compliance with the MCA Circulars, a newspaper advertisement was published on **February 03, 2024**, in "**Financial Express**" (English language newspaper) and in "**Jansatta**" (Hindi language newspaper) specifying the details of dispatch of Notice and instructions for e-voting.
4. The Company has appointed National Securities Depository Limited ("**NSDL**"), as the agency to provide to its members facility to exercise their right to vote through e-voting on the resolutions contained in the Notice. NSDL has provided a system for recording the votes of the shareholders electronically.
5. Pursuant to the MCA Circulars the members of the Company holding equity shares, as on i.e. "**Cut-Off Date**" i.e. **Saturday, January 27, 2024**, were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated January 30, 2024, through e-voting only.
6. The remote e- voting period commenced from **Monday, February 05, 2024 (09:00 A.M. IST)** till **Tuesday, March 05, 2024 (05:00 P.M. IST)** at e-voting platform on the designated website of NSDL. The e-voting facility was blocked forthwith thereafter.
7. The votes cast during the remote e-voting period were forthwith unblocked after the conclusion of e-voting period in the presence of two witnesses who are not in the employment of the Company and/or NSDL. They have signed below in the confirmation of the same.



ABHISHEK BHATT



SUMAN PANDEY

Thereafter, the details, containing, *inter-alia*, the list of equity shareholders, who voted "For" and "Against" on the resolutions put to vote, were generated from the e-voting website of NSDL.

8. Our responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL.
9. Consolidated Results with respect to each item of the Notice of Postal Ballot are enclosed herewith as an **Annexure-I**.



Postal Ballot Scrutinizer's Report – SUBROS LIMITED

10. Based on the above-mentioned results, I confirm that 6 (Six) Special Resolutions as set out in Item No.(s) 1 to 6 of the Notice of Postal Ballot dated January 30, 2024, have been passed with the requisite majority.

Accordingly, I request the Company to announce the voting results of the Postal Ballot.

For RSM & Co.
Company Secretaries



.....
CS RAVI SHARMA

Partner

FCS: 4468 | COP No.: 3666

ICSI UDIN: F004468E003550219

Peer Review No. 978/2020



Date : 06.03.2024

Place : Delhi



.....
Countersigned by
Chairperson/Person Authorised by Chairperson



SPECIAL BUSINESSES:

Item No. 01: - Special Resolution			
Re-appointment of Mr. Arvind Kapur (DIN: 00096308) as an Independent Director			
e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	382	5,21,73,591	93.3648
Voted against the resolution	33	37,07,847	6.6352
Total	415	5,58,81,438	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution No. 1 has been approved with the requisite majority

Item No. 02: - Special Resolution			
Appointment of Justice Arjan Kumar Sikri (Retd) (DIN: 08624055) as an Independent Director			
e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	392	5,58,79,699	99.9970
Voted against the resolution	22	1,686	0.0030
Total	414	5,58,81,385	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution No. 2 has been approved with the requisite majority.

Item No. 03: - Special Resolution			
Appointment of Ambassador Deepa Gopalan Wadhwa, IFS (Retd) (07862942) as an Independent Director			
e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	375	5,55,55,495	99.4168
Voted against the resolution	39	3,25,890	0.5832
Total	414	5,58,81,385	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution No. 3 has been approved with the requisite majority.

Item No. 04: - Special Resolution			
Appointment of Mr. Ashok Lavasa, IAS (Retd) (DIN: 07575403) as an Independent Director			
e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	391	5,58,79,665	99.9971
Voted against the resolution	22	1,620	0.0029
Total	413	5,58,81,285	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution No. 4 has been approved with the requisite majority.



Handwritten initials/signature.

Item No. 05: - Special Resolution
Appointment of Mrs. Vanaja Narayanan Sarna, IRS (Retd) (DIN: 10419005) as an Independent Director

e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	387	5,58,79,620	99.9968
Voted against the resolution	27	1,765	0.0032
Total	414	5,58,81,385	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-


Therefore, the Resolution No. 5 has been approved with the requisite majority.

Item No. 06: - Special Resolution
Appointment of Ms. Smita Piyush Mankad (DIN: 02009838) as an Independent Director

e-Voting	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to Total number of valid votes cast
Voted in favour of the resolution	393	5,58,79,708	99.9972
Voted against the resolution	20	1,577	0.0028
Total	413	5,58,81,285	100
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution No. 6 has been approved with the requisite majority.

For RSM & Co.
Company Secretaries


.....
CS RAVI SHARMA
Partner

FCS: 4468 | COP No.: 3666
ICSI UDIN: F004468E003550219
Peer Review No. 978/2020



Date : 06.03.2024
Place : Delhi