

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 February 14, 2023**

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](http://www.subros.com).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For **SUBROS LIMITED**

Hemant  
Kumar  
Agarwal

 Digitally signed by  
Hemant Kumar  
Agarwal  
Date: 2023.03.21  
17:34:02 +05'30'

Hemant K. Agarwal  
CFO & VP (Finance)

**SUBROS LIMITED**

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), the voting results of the Postal Ballot are furnished below:

Date of Annual General Meeting	Not Applicable (Resolution(s) passed through Postal Ballot on 18 <sup>th</sup> March, 2023)
Total number of shareholders on record date(cut off date i.e February 10, 2023)	24423
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	
Public	Not Applicable
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	
Public	Not applicable
	Not applicable

Resolution No.1 Approval for appointment of Dr. Yasuhiro Iida (DIN:07144682) as Alternate Director of the Company

Resolution required: (Ordinary/Special) Ordinary

Whether promoter/promoter group are interested in the agenda/resolution No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	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	100.000	24000000	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		24000000	100.000	24000000	0	100.000	0.000
Public – Institutions	E-voting	9035639	8905774	98.563	1103222	7802552	12.388	87.612
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		8905774	98.563	1103222	7802552	12.388	87.612
Public - Non Institution	E-voting	32200111	12193918	37.869	12191374	2544	99.979	0.021
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12193918	37.869	12191374	2544	99.979	0.021
<b>Total</b>		<b>65235750</b>	<b>45099692</b>	<b>69.133</b>	<b>37294596</b>	<b>7805096</b>	<b>82.694</b>	<b>17.306</b>

Resolution No.2 To approve Material Related Party Transactions for the Financial Year 2023-24

Resolution required: (Ordinary/Special) Ordinary

Whether promoter/promoter group are interested in the agenda/resolution No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	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	100.000	24000000	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		24000000	100.000	24000000	0	100.000	0.000
Public – Institutions	E-voting	9035639	8905774	98.563	8905774	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		8905774	98.563	8905774	0	100.000	0.000
Public - Non Institution	E-voting	32200111	4393938	13.646	4386149	7789	99.823	0.177
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		4393938	13.646	4386149	7789	99.823	0.177
<b>Total</b>		<b>65235750</b>	<b>37299712</b>	<b>57.177</b>	<b>37291923</b>	<b>7789</b>	<b>99.979</b>	<b>0.021</b>

Note: Voting of related parties excluded/not considered

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies  
(Management and Administration) Rules, 2014]

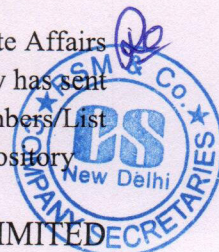
To,  
The Chairperson  
SUBROS LIMITED  
LGF, World Trade Centre,  
Barakhamba Lane, New Delhi-110001

**SUB: SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING IN RESPECT OF PASSING OF RESOLUTION SET-OUT  
IN THE NOTICE DATED 25<sup>TH</sup> JANUARY 2023.**

Dear Madam,

I, Ravi Sharma, Practicing Company Secretary, Partner of RSM & Co., Company Secretaries, appointed by the Board of Directors of the Company at its meeting held on January 25, 2023 to act as the Scrutinizer in terms of Section 108 & 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of Postal Ballot voting held through remote e-voting in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot as per the provisions of Companies Act, 2013, on the below mentioned resolution(s) do hereby submit my report as follows:-

1. The Company has appointed "National Securities Depository Limited (NSDL), as the Agency, for providing the facility of remote e-voting to the Members of the Company. NSDL has provided a system for recording the votes of the shareholders electronically.
2. Pursuant to the MCA Circulars the Members of the Company holding equity shares, as on i.e. "cut off" date i.e. Friday, February 10, 2023 were entitled to vote on the proposed resolution(s) as set out in the Notice of Postal Ballot dated January 25, 2023 through e-voting only.
3. The remote e- voting period commenced from Friday, February 17, 2023, 9.00 A.M. (IST) till Saturday, March 18, 2023 5.00 P.M. (IST) at e-voting platform on the designated website of NSDL i.e. (<https://www.evoting.nsdl.com>). E-voting facility was blocked forth with thereafter.
4. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs and applicable circulars issued by Securities and Exchange Board of India, the Company has sent Postal Ballot Notice(s) to its Members whose name(s) appeared in the Register of Members/List of beneficial owners received from National Securities Depository Limited/Central Depository



Services (India) Limited as on the Cut-off date i.e Friday, February 10, 2023 and whose e-mail IDs were available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. Further the Company vide the Postal Ballot Notice dated January 25, 2023, has also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.

5. As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules 2014 as amended from time to time & MCA circulars, on Wednesday, February 15, 2023, public notices were published by the Company in Financial Express (English) and Jansatta (Hindi) informing about the completion of dispatch of Postal Ballot notices to its shareholders through electronic means, along with all requisite documents.
6. The votes were unblocked on 20<sup>th</sup> March 2023 in the presence of two witnesses who are not in the employment of the company. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the NSDL.
7. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including MCA circulars; and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot and voting by electronic means.
8. Our responsibility as Scrutinizer for e-voting process is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions, based on the reports generated from the e-voting system provided by the NSDL.
9. After our scrutiny, We hereby submit the result as under:-

**ITEM NO. 1 ORDINARY RESOLUTION:**

**APPROVAL FOR APPOINTMENT OF DR. YASUHIRO IIDA (DIN: 07144682) AS ALTERNATE DIRECTOR OF THE COMPANY**

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	200	37294596	82.69
Voted against the resolution	36	7805096	17.31
Total	236	45099692	100



**ITEM NO. 2 ORDINARY RESOLUTION:**

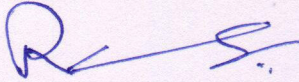
**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2023-24**

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 *	222	37291923	99.98
Voted against the resolution	14	7789	0.02
Total	236	37299712	100

\*Voting of related parties excluded/not considered.

10. Based on the above remote e-voting, I confirm that the resolutions have been carried on with the requisite majority, accordingly I request the company, to announce the voting results of the Postal Ballot.

**For RSM & Co.**  
Company Secretaries



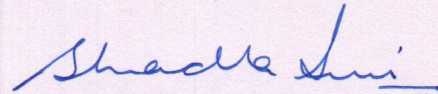
CS RAVI SHARMA  
Partner

FCS: 4468 | COP No.: 3666

ICSI UDIN: F004468D003294997

Date : 20.03.2023

Place : Delhi



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Chairperson / Person Authorized by Chairperson