

SL/BSE/NSE/2021-22/

September 15, 2021

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
'Exchange Plaza' C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai- 400051
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: Voting Results of the Annual General Meeting

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Annual General Meeting of the Company was held on 14th September, 2021 for which the Company provided remote e-voting facility to its Shareholders. In this regard we enclose herewith the voting results and the Scrutinizers Report.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **SUBROS LIMITED**



Rakesh Arora
Company Secretary

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies
(Management and Administration) Amendment Rules, 2015]

The Chairperson & Managing Director,
Subros Limited

Name of the Company	SUBROS LIMITED
Meeting	36 th Annual General Meeting
Day, Date and Time	Tuesday, 14 th September, 2021 at 11.30 a.m.
Mode	Video Conferencing (VC) / Other Audio-Visual Means (OAVM) "VC/OAVM"

1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 36th Annual General Meeting of the SUBROS LIMITED (the Company) held on 14th September, 2021 at 11.30 a.m. through "VC/OAVM". Our responsibility as a Scrutinizer was to ensure that the voting process as conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting on resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice Convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 2/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January 2021 respectively issued by the Ministry of Corporate Affairs advertisement was published in Financial Express, all editions (English newspaper) and Jansatta, Delhi edition (Hindi-Vernacular language newspaper) on August 15, 2021 and 20th August 2021 specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchanges, manner of registration of email IDs by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting during the AGM, dispatch of notice etc.

2.2 The Company hosted the notice of AGM on its website, website of the National Securities Depository Limited ("NSDL"), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company for remote e-voting and e-voting at the AGM (Instapoll) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on August 19, 2021.



- 2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) respectively, the Company has sent the AGM Notice and Annual Report on August 19th, 2021, only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company /Depositories.

3. **Cut-off date**

The Voting rights were reckoned as on September 7, 2021, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the AGM).

4. **Remote E-voting process**

4.1 **Agency**

The Company appointed M/s National Securities Depository Limited ("NSDL") as the agency providing the platform for remote e-voting and e-voting at the AGM.

4.2 **Remote E-voting period**

Remote e-voting platform was open from Saturday, September 11, 2021 (9.00 a.m. IST) till Monday, September 13, 2021 (5.00 p.m. IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by "NSDL".

5. **Voting at the AGM**

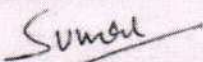
- 5.1 The Members attending the AGM who had not already cast their vote by remote e-voting were allowed to exercise their right to e-voting at the meeting. The Members who had cast their vote by remote e-voting prior to the Meeting could attend the AGM but were not entitled to cast their vote again.

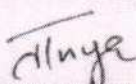
- 5.2 Accordingly, National Securities Depository Limited ("NSDL"), the remote e-voting agency provide us with the name, DP ID, Client ID/ folios and shareholding of members who have cast their votes through remote e-voting.

6. **Counting Process**

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the National Securities Depository Limited ("NSDL") e-voting platform and downloaded the results.

It was unblocked in the presence of two witnesses Ms. Suman Pandey and Ms. Tanya Garg who were not in the employment of the company. They have signed below in confirmation of the same.


.....
(Signature of the Witness)


.....
(Signature of the Witness)



R S M & Co.
COMPANY SECRETARIES

2E/207, | 2ND FLOOR | CAXTON HOUSE
JHANDEWALAN EXTENSION | NEW DELHI 110 055
Tel +91 11 23623813, +91 11 43709121,
Email rsmco121@gmail.com alternate ravi@csrsm.com
ICSI Unique Code: P1997DE017000

7. **Results**
- 7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM are enclosed herewith as Annexure-1.
- 7.2 Based on the aforesaid results, we report that six Ordinary Resolutions as set out in the item Nos. 1 to 6 of the Notice of 36th AGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN F004468C000943571



Date : September 14, 2021
Place : Delhi

SHRADH Digitally signed
by SHRADHA SURI
A SURI Date: 2021.09.15
15:56:33 +05'30'

Countersigned by
Chairperson of the Meeting

CONSOLIDATED REPORT

Subros Limited

36th Annual General Meeting held on 14th September 2021

Item No. 1-Ordinary Resolution

ANNEXURE 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 AND TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	346	566,04,723	1	15,613	347	566,20,336	100.0000
Voted against the resolution	2	7	-	-	2	7	0.0000
Total	348	566,04,730	1	15,613	349	566,20,343	100.0000
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 2-Ordinary Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2020-21.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	346	566,04,723	1	15,613	347	566,20,336	100.0000
Voted against the resolution	1	2	-	-	1	2	0.0000
Total	347	566,04,725	1	15,613	348	566,20,338	100.0000
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 3-Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF DR. JYOTSNA SURI (DIN: 00004603), WHO RETIRES BY ROTATION

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	335	562,94,042	1	15,613	336	563,09,655	99.7096
Voted against the resolution	10	1,63,976	-	-	10	1,63,976	0.2904
Total	345	564,58,018	1	15,613	346	564,73,631	100.0000
Invalid Votes	-	-	-	-	-	-	-

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



Item No. 4-Ordinary Resolution**TO RATIFY AND APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2021-22.**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	343	56,604,667	1	15,613	344	56,620,280	100.0000
Voted against the resolution	3	8	-	-	3	8	0.0000
Total	346	56,604,675	1	15,613	347	56,620,288	100.0000
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 5- Ordinary Resolution**TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH GLOBAL AUTOTECH LIMITED.**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution*	340	49,398,347	1	15,613	341	49,413,960	99.9998
Voted against the resolution	3	88	-	-	3	88	0.0002
Total	343	49,398,435	1	15,613	344	49,414,048	100.0000
Invalid Votes	-	-	-	-	-	-	-

* Voting of related parties not considered

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

Item No. 6- Ordinary Resolution**TO APPOINT MR. PARMOD K. DUGGAL (DIN: 02382912) AS WHOLE TIME DIRECTOR, DESIGNATED AS CHIEF EXECUTIVE OFFICER ("CEO")**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution*	337	56,305,074	1	15,613	338	56,320,687	99.7293
Voted against the resolution	8	152,895	-	-	8	152,895	0.2707
Total	345	56,457,969	1	15,613	346	56,473,582	100.0000
Invalid Votes	-	-	-	-	-	-	-

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

Date: September 14, 2021
Place: DelhiFor RSM & Co.
Company Secretaries


CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN : F004468C000943571

SUBROS LIMITED

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

Date of Annual General Meeting	September 14, 2021
Total number of shareholders on record date	29354
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through video conferencing	
Promoters and Promoter Group	5
Public	154

Resolution No.1	Adoption of Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2021 and together with the reports' of the Directors' and the Auditors' thereon.
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interest in the agenda/resolution	No

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	100.00	24000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	7797169	7483236	95.9738	7483236	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		7483236	95.9738	7483236	0	100.00	0.00
Public - Non Institution	E-voting	33438581	25137107	75.1740	25137100	7	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		25137107	75.1740	25137100	7	100.00	0.00
Total		65235750	56620343	86.7934	56620336	7	100.00	0.00



Resolution No.2					Declaration of dividend on equity shares for the financial year 2020-21			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	100.00	24000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	7797169	7483236	95.9738	7483236	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		7483236	95.9738	7483236	0	100.00	0.00
Public - Non Institution	E-voting	33438581	25137102	75.1739	25137100	2	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		25137102	75.1739	25137100	2	100.00	0.00
Total		65235750	56620338	86.7934	56620336	2	100.00	0.00

Resolution No.3					To appoint a Director in place of Dr. Jyotsna Suri (DIN: 00004603), who retires by rotation.			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					Yes			
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	100.00	24000000	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Total		24000000	100.00	24000000	0	100.0000	0.0000
Public – Institutions	E-voting	7797169	7448366	95.5265	7290240	158126	97.8770	2.1230
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		7448366	95.5265	7290240	158126	97.8770	2.1230
Public - Non Institution	E-voting	33438581	25025265	74.8395	25019415	5850	99.9766	0.0234
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		25025265	74.8395	25019415	5850	99.9766	0.0234
Total		65235750	56473631	86.5685	56309655	163976	99.7096	0.2904



Resolution No.4					To ratify and approve the remuneration of the Cost Auditors for the financial year 2021-22			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	100.00	24000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	7797169	7483236	95.9738	7483236	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		7483236	95.9738	7483236	0	100.00	0.00
Public - Non Institution	E-voting	33438581	25137052	75.1738	25137044	8	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Total		25137052	75.1738	25137044	8	100.00	0.00
Total		65235750	56620288	86.7933	56620280	8	100.00	0.00

Resolution No.5					To approve the material related party transactions with M/s Global Autotech Limited.			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					Yes			
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	16793760	69.9740	16793760	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16793760	69.9740	16793760	0	100.0000	0.0000
Public – Institutions	E-voting	7797169	7483236	95.9738	7483236	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		7483236	95.9738	7483236	0	100.0000	0.0000
Public - Non Institution	E-voting	33438581	25137052	75.1738	25136964	88	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		25137052	75.1738	25136964	88	99.9996	0.0004
Total		65235750	49414048	75.7469	49413960	88	99.9998	0.0002

Note: Votes for related parties are not considered for this resolution



Resolution No.6		To appoint Mr. Parmod K. Duggal (DIN: 02382912) as Whole-time Director, designated as Chief Executive Officer						
Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interest in the agenda/resolution		No						
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	100.00	24000000	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Total		24000000	100.00	24000000	0	100.0000	0.0000
Public – Institutions	E-voting	7797169	7448366	95.5265	7301319	147047	98.0258	1.9742
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		7448366	95.5265	7301319	147047	98.0258	1.9742
Public - Non Institution	E-voting	33438581	25025216	74.8393	25019368	5848	99.9766	0.0234
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		25025216	74.8393	25019368	5848	99.9766	0.0234
Total		65235750	56473582	86.5685	56320687	152895	99.7293	0.2707

