

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: Voting Results of Postal Ballot along with Scrutinizer's Report**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith result of remote e-voting along with Scrutinizer's report for the resolution proposed for approval of the Shareholders through Postal Ballot.

The resolution has been passed by the Shareholders with requisite majority. The result of the remote e-voting and Scrutinizer's Report are also being 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 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 (Postal Ballot)
Total number of shareholders on record date (cut off date i.e November 18, 2022)	24221
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	Not applicable
Public	Not applicable

Resolution No.1	Approval for appointment of Mr. Hisashi Takeuchi (DIN: 07806180) as Nominee 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	8916211	8769412	98.354	8597542	171870	98.040	1.960
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		8769412	98.354	8597542	171870	98.040	1.960
Public - Non Institution	E-voting	32319539	25282046	78.225	25280362	1684	99.993	0.007
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		25282046	78.225	25280362	1684	99.993	0.007
<b>Total</b>		<b>65235750</b>	<b>58051458</b>	<b>88.987</b>	<b>57877904</b>	<b>173554</b>	<b>99.701</b>	<b>0.299</b>

**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 11.11.2022.**

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 November 11, 2022 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 Companies (Management and Administration) Rules, 2014 as amended by 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 out as per 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, November 18, 2022 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated November 11, 2022, through e-voting only.



3. The remote e- voting period commenced from Friday, November 25, 2022 (9.00 AM) IST till Saturday, December 24, 2022 (5.00 PM) 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, November 18, 2022 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 November 11, 2022, 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 Thursday, November 24, 2022, public notices were published by the Company in Business Standard (English) and in 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 26<sup>th</sup> December 2022 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 :-

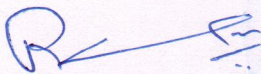
**SPECIAL RESOLUTION:**

**APPROVAL FOR APPOINTMENT OF MR. HISASHI TAKEUCHI (DIN: 07806180) AS NOMINEE 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	280	57877904	99.70
Voted against the resolution	18	173554	0.30
Total	298	58051458	100

10. Based on the above remote e-voting, I confirm that the resolution 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

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ICSI UDIN: F004468D002803044



Date : 26.12.2022

Place : Delhi

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Person Authorized by Chairperson