

SL/BSE/NSE/2020-21/

September 16, 2020

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 the Annual General Meeting

Ref: 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 15th September, 2020 for which the Company provided remote e-voting and 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

X



Rakesh Arora
Company Secretary

SUBROS LIMITED

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the voting results of the AGM conducted by the Company are furnished below:

Date of Annual General Meeting		September 15, 2020						
Total number of shareholders on record date		27,019						
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 :		4						
Public :		131						
Resolution No.1		Adoption of Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2020 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
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	6754420	3593715	53.2054	3593715	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3593715	53.2054	3593715	0	100.00	0.00
Public - Non Institution	E-voting	34481330	27648630	80.1843	27647698	932	99.9966	0.0034
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27648630	80.1843	27647698	932	99.9966	0.0034
Total		65235750	55242345	84.6811	55241413	932	99.9983	0.0017

Resolution No.2					To declare dividend on equity shares for the financial year ended on March 31, 2020.			
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
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	6754420	3593715	53.2054	3593715	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3593715	53.2054	3593715	0	100.00	0.00
Public - Non Institution	E-voting	34481330	27648630	80.1843	27647698	932	99.9966	0.0034
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27648630	80.1843	27647698	932	99.9966	0.0034
Total		65235750	55242345	84.6811	55241413	932	99.9983	0.0017

Resolution No.3					To appoint a Director in place of Mr. Kenichi Ayukawa, who retires by rotation.			
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
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	6754420	3593715	53.2054	3482146	111569	96.8954	3.1046
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3593715	53.2054	3482146	111569	96.8954	3.1046

Public - Non Institution	E-voting	34481330	27648630	80.1843	27647408	1222	99.9956	0.0044
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27648630	80.1843	27647408	1222	99.9956	0.0044
Total		65235750	55242345	84.6811	55129554	112791	99.7958	0.2042

Resolution No.4					To ratify and approve the remuneration of the Cost Auditors 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
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	6754420	3593715	53.2054	3593715	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3593715	53.2054	3593715	0	100.00	0.00
Public - Non Institution	E-voting	34481330	27648630	80.1843	27647698	932	99.9966	0.0034
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27648630	80.1843	27647698	932	99.9966	0.0034
Total		65235750	55242345	84.6811	55241413	932	99.9983	0.0017

Resolution No.5					To approve the material related party transactions with 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
	E-voting		19540960	81.4207	19540960	0	100.00	0.00

Promoter and Promoter Group	Poll	24000000	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		19540960	81.4207	19540960	0	100.00	0.00
Public – Institutions	E-voting		3244550	48.0360	3111350	133200	95.8947	4.1053
	Poll	6754420	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3244550	48.0360	3111350	133200	95.8947	4.1053
Public - Non Institution	E-voting		27648630	80.1843	27647648	982	99.9964	0.00
	Poll	34481330	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27648630	80.1843	27647648	982	99.9964	0.0036
Total		65235750	50434140	77.3106	50299958	134182	99.7339	0.2661

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

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 Chairman,
Subros Limited

Name of the Company	SUBROS LIMITED
Meeting	35 th Annual General Meeting
Day, Date and Time	Tuesday, 15 th September, 2020 at 11.30 a.m.
Mode	Video Conferencing (VC) / Other Audio-Visual Means (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 35th Annual General Meeting of the **SUBROS LIMITED** (the Company) held on 15th September, 2020 at 11.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (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 the 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 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 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 18, 2020 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 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 21, 2020.



- 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 21, 2020, 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 8, 2020, 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 from 9.00 a.m. (IST) on September 12, 2020 till 5.00 p.m. (IST) on September 14, 2020. 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.

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.

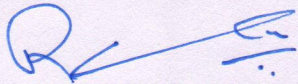


R S M & Co.
COMPANY SECRETARIES

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

7.2 Based on the aforesaid results, we report that five Ordinary Resolutions as set out in the item Nos. 1 to 5 of the Notice of 35th AGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries

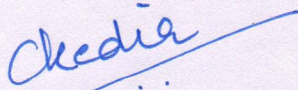


CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN F004468B000713506

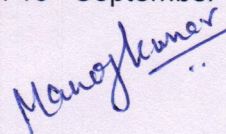


Date : September 16, 2020
Place : Delhi

We the undersigned have witnessed that the votes cast through remote e-voting and e-voting at the AGM were unblocked in our presence on 15th September 2020.



Ms. Charu Kedia
Address: 2E/207, Caxton House,
Jhandewalan Extension, New Delhi 110055



Manoj Kumar
Address: 2E/207, Caxton House
Jhandewalan Extension, New Delhi

Ramesh
Suri

Digitally signed by Ramesh Suri
DN: c=IN, o=Personal, title=6108,
pseudonym=1f2ad7ac7b3327a4e6e3
9834c19f4272b0767c590df30e37ebc
529278ea5f087, postalCode=110017,
st=Delhi,
serialNumber=eb8863c871bf9f41675
2007079d7b15977f177cf689081fc59
15f0ac20498ccc, cn=Ramesh Suri
Date: 2020.09.16 14:27:38 +05'30'

Signed by Shri Ramesh Suri
Chairman of the Meeting

CONSOLIDATED RESULTS

Subros Limited

35th Annual General Meeting held on 15th September 2020

ANNEXURE 1

Item No. 1-Ordinary Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 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	268	552,38,333	19	3,080	287	552,41,413	99.9983
Voted against the resolution	5	932	-	-	5	932	0.0017
Total	273	552,39,265	19	3,080	292	552,42,345	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 2019-20.

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	268	552,38,333	19	3,080	287	552,41,413	99.9983
Voted against the resolution	5	932	-	-	5	932	0.0017
Total	273	552,39,265	19	3,080	292	552,42,345	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 MR. KENICHI AYUKAWA (DIN: 02262755), WHO RETIRES BY ROTAION

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	265	551,26,474	19	3,080	284	551,29,554	99.7958
Voted against the resolution	8	1,12,791	-	-	8	1,12,791	0.2042
Total	273	552,39,265	19	3,080	292	552,42,345	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 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	268	552,38,333	19	3,080	287	552,41,413	99.9983
Voted against the resolution	5	932	-	-	5	932	0.0017
Total	273	552,39,265	19	3,080	292	552,42,345	100.0000
Invalid Votes	-	-	-	-	-	-	-

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

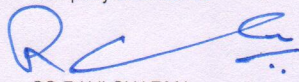
Item No. 5- Ordinary Resolution**TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH GLOBAL AUTOTECH LIMITED.**

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*	263	502,96,878	19	3,080	282	502,99,958	99.7339
Voted against the resolution	7	1,34,182	-	-	7	1,34,182	0.2661
Total	270	504,31,060	19	3,080	289	504,34,140	100.0000
Invalid Votes	-	-	-	-	-	-	-

* Voting of related parties not considered

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

For RSM & Co.
Company Secretaries



CS RAVI SHARMA

Partner

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