

SL/BSE/NSE/17

April 12, 2017

The Manager, Listing Department, National Stock Exchange of India Ltd., 'Exchange Plaza' C-1 , Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051.	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001.
cmllist@nse.co.in	Corp.compliance@bseindia.com
Security ID: SUBROS	Security ID: SUBROS

Dear Sir/Madam

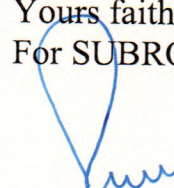
Sub: Postal Ballot Notice and Postal Ballot Form

With reference to our letter dated March 29, 2017 and in Compliance of Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of the Postal Ballot along with postal ballot form.

This is for your information and record please

Thanking you,

Yours faithfully,
For SUBROS LIMITED


Rakesh Arora
Company Secretary



Subros Limited

CIN :- L74899DL1985PLC020134

Corporate & Regd. Office : LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)
Phone : 011-23414946-49 Fax : 011-23414945 Website : www.subros.com
Noida : B-188 & C-51, Phase-II, Noida - 201304, P.O. NEPZ, Distt. Gautambudh Nagar (U.P.) (India)
Works : Phone : 0120-2562226, 2460135 Fax : 0120-2562783
Manesar Unit : Plot No. 395/396, Sector - 8, IMT Manesar, Gurgaon - 122051 (Haryana)
Phone : 0124 - 2291764 (30 Lines) Fax : 0124 - 2291835
Pune Unit : B 8&9, MIDC-Chakan Industrial Area,(Chakan-Talegaon Road),Chakan,Pune-410501
Phone : 02135 - 663131 Fax : 02135 - 663140

**NOTICE OF POSTAL BALLOT
(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 ("the Act") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) that the resolution as set out in this notice is proposed to be passed by Members through postal ballot.

The Board of Directors ("the Board") of the Company have appointed Mr. Ravi Sharma, (Membership No. FCS 4468 & Certificate of Practice No. 3666), Partner, M/s RSM & Co., Practicing Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members who desire to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid business reply envelope.

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commence on Wednesday, April 12th, 2017 (9.00 a.m.) and ends on Thursday, May 11, 2017 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

The Scrutinizer shall submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results of postal ballot shall be declared at the registered office of the Company at 5:00 P.M. (IST) on Saturday, 13th May, 2017 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.subros.com & on NSDL's website at www.evotingindia.com.

The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Thursday, 11th May, 2017.

Special Business:**1. ISSUE OF SECURED/UNSECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 26, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, provisions and notification issued by the Foreign Exchange Management Act & RBI Guidelines, the provisions of Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad, the approval of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution) of the Company, to raise funds by making offer(s), invitation to subscribe, issue and allot Secured/Unsecured, Redeemable, Rated/Unrated, Non-Convertible Debentures on private placement basis ("NCDs"), to be listed/unlisted, for an aggregate amount not exceeding Rs. 150 crores (Rupees One Hundred Fifty Crores) to any eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are Members of the Company), either in Indian Rupees or an equivalent amount in any foreign currency, in one or more tranches, during the period of one year from the date of passing of this resolution by the Shareholders on such terms and conditions as the Board may from time to time determine proper and beneficial.

FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment of NCDs on private placement basis, the Board be and is hereby authorised on behalf of the Company to finalise with investors and trustees, the documents for creating mortgages, charges etc. and to negotiate, finalise and sign the documents and to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manner as the Board may in its absolute discretion deem fit."

The Company is, therefore, seeking your consent (through postal ballot) by way of Special Resolution in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, of the Act or any other statutory enactments. The Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said resolution setting out the material facts and reasons thereof is annexed to the Notice for consideration by the Members(s).

Registered Office:
LGF, World Trade Centre,
Barakhamba Lane, New Delhi – 110 001

By Order of the Board of Directors
For SUBROS LIMITED
Sd/-
RAKESH ARORA
Company Secretary
M. No: A-8193

Dated: 29th March, 2017
Place: New Delhi

Notes :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 7th April, 2017.
3. Notice of Postal Ballot is sent electronically on the registered email addresses of the Members and physical copy alongwith Postal Ballot form with self-addressed postage prepaid business reply envelope is dispatched to those shareholders who have not registered their email addresses.
4. All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection at the Registered Office of the Company on all working days during the working hours, except Saturday/Sunday & other holidays, between 11.00 a.m. till 2.00 p.m. upto the date of declaration of results of the Postal Ballot.
5. Members have option to vote either through e-voting or physical mode and the voting period commences from Wednesday, April 12, 2017, (9.00 a.m.). If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
6. **Voting through physical ballot forms:**
 - (a) Members are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Thursday, May 11, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
 - (b) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only.
 - (c) Members who have not received the Postal Ballot Form may apply to the Registrar/Company and obtain a duplicate thereof.
 - (d) A postal ballot form shall be considered invalid if:

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- (i) A form other than one issued by the company has been used;
- (ii) It has not been signed by or on behalf of the Member;
- (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company
- (iv) It is not possible to determine without any doubt the assent or dissent of the Member;
- (v) Neither assent nor dissent is mentioned;
- (vi) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (vii) The envelope containing the postal ballot form is received after the last date prescribed;
- (viii) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (ix) It is received from a Member who is in arrears of payment of calls;
- (x) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (xi) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

7. E-Voting:

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz.: "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles. vii. Select "EVEN" of "SUBROS Limited".
 - (vii) Now you are ready for e-voting as Cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@csrm.com with a copy marked to evoting@nsdl.co.in
- B. **In case a Member receives physical copy of the Notice of Postal Ballot [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
 - (i) Initial password is provided at the Postal Ballot Form: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.
 - (iii) In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at www.evoting.nsdl.com or contact at toll free no. 1800-222-990.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 8. The e-voting period commences on Wednesday, April 12, 2017 and ends on Thursday, May 11, 2017. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, April 7, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 9. In case, the Members do not want to avail the e-voting facility organised through NSDL, such Members may send a request to the Registrar at admin@mcsregistrars.com or write to the Company Secretary at the registered office for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Members to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.
- 10. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 11. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 12. The Result will be displayed at the Company's website www.subros.com, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's Registered office.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

As per Sections 26, 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 (as amended), a company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the members by way of the special resolution. For NCDs, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for such NCDs during the year. Thus such approval by way of special resolution shall be valid for a year for all offers and invitations for such NCDs to be made during the year. Accordingly, it is proposed to raise funds through Secured/Unsecured, Redeemable, Rated/Unrated, Non-Convertible Debentures on private placement basis ("NCDs") in one or more tranches, during a year starting from the date of approval of special resolution by the Members of the Company. Such NCDs shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Members / Board, may think fit and proper.

The Board has at their meeting held on 29th March, 2017 recommended to the Members to give their approval/consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs on private placement basis, up to an amount of Rs. 150 crores (Rupees One Hundred Fifty Crores) in accordance with sections 42 and 71 read with section 179 of the Companies Act, 2013. Such issue shall be subject to as approved by Members and will be issued in terms of the provisions of the Companies Act, 2013, Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the "SEBI Regulations") and other applicable laws.

The purpose of issuance of NCDs is exploring the possibility of swapping the existing borrowings with NCDs, flexibility of refinancing the existing bank debt, structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions and general corporate purpose. Accordingly, it is proposed to borrow and raise by issue of Secured/Unsecured, Redeemable, Rated/Unrated Non-Convertible Debentures / Bonds ("NCDs") on private placement basis, as may be appropriate and as specified in the approvals, from both Indian and International markets.

The resolution contained in item no. 1 of the accompanying Notice, accordingly, seeks Members approval for raising funds through NCDs in one or more tranches during a year starting from the date of approval of special resolution by the Members of the Company and authorizing the Board of Directors (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) of the Company to complete all the formalities in connection with the issue of NCDs.

None of the Directors, key managerial personnel's of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out in this Notice.

The Board recommends the resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

Registered Office:
LGF, World Trade Centre,
Barakhamba Lane, New Delhi – 110 001

Dated: 29th March, 2017
Place: New Delhi

By Order of the Board of Directors
For SUBROS LIMITED
Sd/-
RAKESH ARORA
Company Secretary
M. No: A-8193



SUBROS LIMITED

CIN : L74899DL1985PLC020134

Regd. Office : LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001

Phone : 011-23414946-49, Fax : 011-23414945

Website : www.subros.com Email : rakesh.arora@subros.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name & registered address of the Sole/ First named Member
2. Name(s) of the Joint holder(s), if any
3. Folio No./ DP & Client ID No.
4. No. of Share(s) held
5. I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business as stated in the Notice of Postal Ballot dated 29th March, 2017 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark in the appropriate box below:

S. No.	Description	No. of equity shares held by me	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Approval/Consent for issuance of Secured/Unsecured, Redeemable, Non-Convertible Debentures on private placement basis, in one or more tranches, for an aggregate amount not exceeding Rs. 150 crores.			

Place :

Date :

Signature of the Member/Authorised Representative

For those opting to vote through electronic means instead of voting by Postal Ballot, the e-voting facility is available at the weblink www.evotingindia.com. The particulars of e-voting are as under :

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

NOTE : Kindly read the instructions printed overleaf before exercising your vote
Last date for receipt of Postal Ballot Forms by Scrutinizer is May 11, 2017.

P.T.O.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A Member desiring to exercise his/her vote by Postal Ballot, may send duly completed form in the enclosed self addressed Business Reply Envelope. The envelope bears the name of Scrutinizer appointed as the scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at LGF, World Trade Centre Barakhamba Lane, New Delhi-110001 or at the Scrutinizer's address at D-63, JFF Complex, Jhandewalan, New Delhi-110055.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours on Thursday, the 11th day of May, 2017. A Postal Ballot Form received after this date and time will be treated as if the reply from the Member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolution(s) may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory(ies).
9. An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 7th April, 2017.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
12. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
13. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Resolution(s), if assented by requisite majority, shall be considered as passed on Thursday, the 11th day of May, 2017.
15. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
16. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form.