

SL/BSE/NSE/19/12

March 25, 2019

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: SUBROS
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Dear Sir/Madam

Sub: Submission of Consolidated Report of Scrutinizer for Postal ballot in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly note that all the resolutions as per Postal Ballot Notice dated 6.2.2019 have been passed by requisite majority. A copy of the Consolidated Scrutinizer Report on e-voting and postal ballots is enclosed.

This is for your information and record please

Thanking you,

Yours faithfully,
For **SUBROS LIMITED**



Rakesh Arora
Company Secretary

SCRUTINIZER REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force))

To,

**The Chairman,
Subros Limited
(CIN: L74899DL1985PLC020134)
LOWER GROUND FLOOR,
WORLD TRADE CENTRE,
BARAKHAMBA LANE,
NEW DELHI 110001**

Subject : Passing of resolutions through Electronic Voting / Postal Ballot pursuant to section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Consolidated Report on e-Voting and Postal Ballots received manually.

Dear Sir,

1. I have been appointed as a Scrutinizer for the e-voting process and postal ballots received manually as mentioned under Rule 20(4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 ("the Rules") pursuant to the resolution passed by the Board of Directors ("The Board") of Subros Limited ("The Company") at their meeting held on 6th February, 2019.
2. The Company engaged National Depository Services Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the six items mentioned in the notice dated 6th February, 2019 sought to be transacted through postal ballot. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
3. As on the cut-off date there were 24,652 Shareholders of the Company. The Postal Ballot Notice was sent through email to 15,311 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 9,341 shareholders.



4. The Postal Ballot Notices sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 15.02.2019. The e-voting facility was kept open from 22nd February, 2019 (9.00 a.m.) to 23rd March, 2019 (5.00 p.m).
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on 22.02.2019 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. At the end of the voting period on March 23, 2019 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On March 25, 2019 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms. Sarita Singh who acted as the witnesses, as prescribed in sub rule 4 (xi) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. All the postal ballot forms received up to the close of working hours on 23.03.2019, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
9. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

Responsibility of the Management

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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice dated 6th February, 2019.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process and for the postal ballot forms (in lieu of e-voting), is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Postal Ballot Notice base on the reports generated from the e-voting system provide by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company for providing e-voting facilities and of the Postal Ballot Forms received till the time fixed for closing of the voting process.



As a scrutinizer the report of the e-voting carried by the shareholders was duly complied. Consolidated report of the e- voting together with that of the postal ballot forms received manually is as under:-

RESOLUTION NO. 1 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. GIRISH NARAIN MEHRA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs. 2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	138	36243522	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	234	53468332	100
Total Number of Votes against the resolution	10	642218	1.201
Total Number of Votes in favour of Resolution	224	52826114	98.799

RESOLUTION NO. 2 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KUTTALAM RAJAGOPALAN RAMAMOORTHY AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	138	36243522	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	234	53468332	100
Total Number of Votes against the resolution	11	1831	0.003
Total Number of Votes in favour of Resolution	223	53466501	99.997

RESOLUTION NO. 3 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. MOHAMMED ASAD PATHAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	138	36243522	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0



Total Number of Valid Votes	234	53468332	100
Total Number of Votes against the resolution	13	2119	0.004
Total Number of Votes in favour of Resolution	221	53466213	99.996

RESOLUTION NO. 4 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. SHAILENDRA SWARUPAS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	137	36243222	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	233	53468032	100
Total Number of Votes against the resolution	9	1746	0.003
Total Number of Votes in favour of Resolution	224	53466286	99.997

RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MRS. MEENA SETHI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	137	36243514	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	233	53468324	100
Total Number of Votes against the resolution	15	185481	0.347
Total Number of Votes in favour of Resolution	218	53282843	99.653



RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTEMENT OF MR. ARVIND KAPUR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	137	36243422	67.785
Total Votes received through physical ballot mode	96	17224810	32.215
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	233	53468232	100
Total Number of Votes against the resolution	11	2446	0.005
Total Number of Votes in favour of Resolution	222	53465786	99.995

All the resolutions stand passed based on combined results (Remote e-voting and Postal Ballot) with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and Postal ballots received from the shareholders of the Company. I have completed the formalities of e- voting and postal ballot. You may declare the results accordingly. I have handed over all the relevant records to the Company Secretary of the Company for safe keeping.

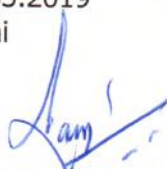
Thanking you
Yours Sincerely



CS RAVI SHARMA
RSM & CO.
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3666

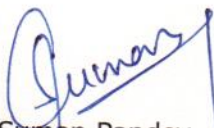


Date : 25.03.2019
Place : Delhi



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Signed by Shri Ramesh Suri
(Chairman)

Witness:



Name: CS Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055



Name: CS Sarita Singh
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055