

SL/NSE/12/

2nd APRIL2012

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
'Exchange Plaza' C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.

Fax.No.022.2659 8237 / 38

Result of Postal Ballot

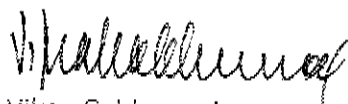
Dear Sir,

Pursuant to the provisions of the Listing Agreement, we wish to inform you that the proposal for the Alteration of Articles of Association of the Company and Appointment of Mr. D.M. Reddy, President & CEO as Executive Director of the Company, has been approved by the members of the Company by requisite majority by way of Postal Ballot. The results in the prescribed format along with the scrutinizer's report are attached herewith as Annexure-A and Annexure-B respectively.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **SUBROS LIMITED**


Vikas Sabharwal
Dy. Company Secretary

End: As above.



Subros Limited

Corporate &

Regd. Office

Noida

Works

Manesar Unit

Pune Unit

: LGE World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)
Phone : 011-23414946-49 Fax : 011-23414945 Website : www.subros.com
: B-188 & C-51, Phase-II, Noida - 201304, P.O. NEPZ, Distt. Gautambudh Nagar (U.P.) (India)
Phone : 0120-2562226, 2460135 Fax : 0120-2562783
: Plot No. 395/396, Sector - 8, IMT Manesar, Gurgaon - 122051 (Haryana)
Phone : 0124 - 2291764 (30 Lines) Fax : 0124 - 2291835
: B 8&9, MIDC-Chakan Industrial Area,(Chakan-Talegaon Road),Chakan,Pune-410501
Phone : 0201352463121

Annexure A

Mode of voting: Postal ballot

Agenda for Postal Ballot : Resolution 1) Alteration of Articles of Association of the Company and
Resolution 2) Appointment of Mr. D.M. Reddy, President & CEO as Executive Director of the Company.

Resolution(s) required: Special Resolution

Result of Postal ballot:-

Promoter/Pu blic	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*10 0	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	24000000	(Resol-1) 24000000 (Resol-2) 24000000	100	24000000	0	100.00	0
Public - Institutional holders	723680	-	-	-	-	-	-
Public-Others	35264920	(Resol-1) 10055426 (Resol-2) 10055426	28.51	10039644	15782	99.84	0.16
			28.51	10033545	21881	99.78	0.22
Total	59988600	34055426	56.77	34039644 (Resol-1) 34033545 (Resol-2)	15782 (Resol-1) 21881 (Resol-2)	99.95 (Resol-1) 99.94 (Resol-2)	0.05 (Resol-1) 0.06 (Resol-2)



R S M & Co.
COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN,
NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info.rsmco@gmail.com

SCRUTINIZER'S REPORT

The Chairman
SUBROS LIMITED
LGF, World Trade Centre,
Barakhamba Lane
New Delhi-110001

Report on Result of Postal Ballot

Dear Sir ,

In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of the resolution by Postal Ballot) Rules, 2011, the Board of Directors of the company at its meeting held on 03rd February, 2012 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process for passing of the proposed resolution(s) 1) Alteration of Articles of Association of the Company and 2) Appointment of Mr. D.M. Reddy, President & CEO as Executive Director of the Company.

I submit my report as under:

1. The company has completed on 18.02.2012 the dispatch of Postal Ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on 03.02.2012.
2. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The ballot boxes were opened on 21.03.2012 in my presence.
5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/ list of beneficiaries as on 03.02.2012.
6. All postal ballot forms received up to the close of working hours on 20.03.2012, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 20.03.2012 were not considered for my scrutiny. We have received 27 envelopes after the last date



fixed for receipt of Postal Ballot forms. These envelopes are not opened and they are separately kept.

8. Envelopes containing postal ballot forms returned undelivered aggregated to 455 (nos) vide serial No. 01 to 455. These envelopes were not opened and they are separately kept.

9. I didn't find any defaced or mutilated ballot paper.

A summary of the postal ballot forms received is given below:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares / Votes	%age of Valid Votes
1	Number of Postal Ballot Forms received:-	882	34062751	-----
2	Less : Invalid Postal Ballot Forms:-	12	7325	
3	Net Valid Postal Ballot Forms:-	870	34055426	100.00
4	Postal Ballot Forms with assent for the:-			
	Resolution no. 1	838	34039644	99.95
	Resolution no. 2	821	34033545	99.94
5	Postal Ballot forms with dissent for the resolution:-			
	Resolution no. 1	32	15782	0.05
	Resolution no. 2	49	21881	0.06

The resolution(s) has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution.

I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Dy. Company Secretary authorized by the Board to supervise the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

(RAVI SHARMA)

SCRUTINIZER

Partner RSM & Co.

FCS NO. 4468, CP No. 3666

Place: Delhi

Dated: 02.04.2012

