

SL/BSE/NSE/2025-26/

May 13, 2025

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: Submission of e-Voting Results on resolution(s) passed through Postal Ballot

Ref: Postal Ballot Notice dated March 28, 2025

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') we submit as below:

- 1) Results of remote e-voting
- 2) Scrutinizer's report on Postal Ballot conducted through remote e-voting
- 3) The said resolution(s) have been passed by the Shareholders with requisite majority
- 4) The results of the remote e-voting and report of the Scrutinizer's is also hosted on the website of the Company i.e. www.subros.com/investors/report-of-scrutinizer

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For **SUBROS LIMITED**

Kamal
Samtani

Digitally signed
by Kamal
Samtani
Date: 2025.05.13
16:45:38 +05'30'

Kamal Samtani
Company Secretary

VOTING RESULTS

Sr. No	Particulars	Details
1	Date of the Postal Ballot	March 28, 2025
2	Cutt- off Date	April 4, 2025
3	Mode of Voting	Remote e-voting
4	Remote e-voting start day, date & time	Friday, 11th April, 2025 at 9.00 a.m (IST)
5	Remote e-voting end day, date & time	Saturday, 10th May, 2025 at 5.00 p.m (IST).
6	Total number of shareholders on cut-off date	49453
7	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
8	No. of Shareholders present in the meeting through video conferencing: Promoters and Promoter Group Public	Not Applicable


 13/5/2025

Resolution (1)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Appointment of Mr. Yusuke Hara (DIN: 10940818) as a Nominee Director									
Description of resolution considered									
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	100.0000	24000000	0	100.0000	0.0000	
	Poll	24000000	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000	
Public- Institutions	E-Voting		7531880	96.0204	7421412	110468	98.5333	1.4667	
	Poll	7844040							
	Postal Ballot (if applicable)								
	Total	7844040	7531880	96.0204	7421412	110468	98.5333	1.4667	
Public- Non Institutions	E-Voting		25089332	75.1364	25078588	10744	99.9572	0.0428	
	Poll	33391710							
	Postal Ballot (if applicable)								
	Total	33391710	25089332	75.1364	25078588	10744	99.9572	0.0428	
Total		65235750	56621212	86.7948	56500000	121212	99.7859	0.2141	
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					Yes				
					Add Notes				

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



13/5/2025

Resolution (2)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Appointment of Dr. Yasuhiro Iida (DIN: 07144682) as an Alternate Director									
Description of resolution considered									
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	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting	24000000	24000000	100.0000	24000000	0	100.0000	0.0000	
	Poll								
	Postal Ballot (if applicable)								
Public- Institutions	Total	24000000	24000000	100.0000	24000000	0	100.0000	0.0000	
	E-Voting	7844040	7531880	96.0204	1111070	6420810	14.7516	85.2484	
	Poll								
	Postal Ballot (if applicable)								
Public- Non Institutions	Total	7844040	7531880	96.0204	1111070	6420810	14.7516	85.2484	
	E-Voting	33391710	25088803	75.1348	25078055	10748	99.9572	0.0428	
	Poll								
	Postal Ballot (if applicable)								
Total	33391710	25088803	75.1348	25078055	10748	99.9572	88.6410	0.0428	
	65235750	56620683	86.7939	50189125	6431558	88.6410	11.3590		
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Add Notes									

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



13/5/2025

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairperson

SUBROS LIMITED

LGF, World Trade Centre,

Barakhamba Lane, New Delhi-110001

Sub: Scrutinizer's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated March 28, 2025

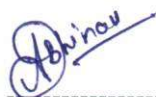
Dear Madam,

I, Ravi Sharma, Practicing Company Secretary, Managing Partner of RSM & Co., Company Secretaries, have been appointed by the Board of Directors of Subros Limited (hereinafter referred to as "the Company") to act as Scrutinizer in terms of Section 108 & 110 of the Companies Act, 2013 (the "Act") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of scrutinizing the voting by means of postal ballot only by remote e-voting process ("e-voting") in a fair and transparent manner and ascertaining the requisite majority on the resolution contained in the Postal Ballot Notice dated March 28, 2025.

1. Pursuant to the provisions of the Act and Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Company has sent the Postal Ballot Notice to its members whose name(s) appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on the **Cut-Off Date i.e. Friday, April 04, 2025** and whose e-mail IDs were available with the Company/Depositories, through electronic means only and has not dispatched physical copies of the Notice to any member. Further the Company vide the Postal Ballot Notice dated March 28, 2025, has also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Act and the Rules made thereunder including MCA circulars; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot and voting by electronic means.
3. In compliance with the MCA Circulars, a newspaper advertisement was published on **April 09 2025**, in "**Financial Express**" (English language newspaper) and in "**Jansatta**" (Hindi language newspaper) specifying the details of dispatch of Notice and instructions for e-voting.



4. The Company has appointed National Securities Depository Limited (“NSDL”), as the agency to provide to its members facility to exercise their right to vote through e-voting on the resolution contained in the Notice. NSDL has provided a system for recording the votes of the shareholders electronically.
5. Pursuant to the MCA Circulars the members of the Company holding equity shares, as on i.e. “**Cut-Off Date**” i.e. **Friday, April 04, 2025**, were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated March 28, 2025, through e-voting only.
6. The remote e-voting period commenced from **Friday, April 11, 2025 (09:00 A.M. IST)** till **Saturday, May 10, 2025 (05:00 P.M. IST)** at e-voting platform on the designated website of “NSDL”. The e-voting facility was blocked forthwith thereafter.
7. The votes were unblocked on **Monday, May 12, 2025**, forthwith after the conclusion of e-voting period in the presence of two witnesses who are not in the employment of the Company and/or NSDL. They have signed below in the confirmation of the same.



ABHINAV BHARADWAJ



NAMRATA PAINULI

Thereafter, the details, containing, *inter-alia*, the list of equity shareholders, who voted “For” or “Against” on the resolution put to vote, were generated from the e-voting website of “NSDL”.

8. Our responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer’s Report of the votes cast “For” or “Against” the resolution contained in the Notice, based on the reports generated from the e-voting system provided by “NSDL”.
9. Consolidated Results with respect to each item of the Notice of Postal Ballot are submitted hereby as follows: -

ORDINARY RESOLUTIONS: -

ITEM NO. 1- APPOINTMENT OF MR. YUSUKE HARA (DIN: 10940818) AS A NOMINEE DIRECTOR

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 favor of the resolution	271	56500000	99.79
Voted against the resolution	24	121212	0.21
Total	295	56621212	100.00
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Postal Ballot Scrutinizer’s Report – SUBROS LIMITED



ITEM NO. 2- APPOINTMENT OF DR. YASUHIRO IIDA (DIN: 07144682) AS AN ALTERNATE DIRECTOR

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 favor of the resolution	248	50189125	88.64
Voted against the resolution	46	6431558	11.36
Total	294	56620683	100.00
Abstain Votes	-	-	-
Invalid Votes	-	-	-

Therefore, the Resolution(s) has been passed through Ordinary Resolution with the requisite majority.

10. Based on the above-mentioned results, I confirm that the resolutions have been carried out 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
FCS: 4468 | COP No.: 3666
UDIN: F004468G000317044
Peer Review No 978/2020



Date : 12.05.2025
Place : New Delhi



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Countersigned by
Chairperson/Person Authorised by Chairperson

