

SL/NSE/16-17

10<sup>th</sup> August, 2016

**National Stock Exchange of India Ltd.,  
'Exchange Plaza'  
Announcement Department  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051.**

Sub: 31<sup>st</sup> Annual General Meeting – Voting Results under Regulation 44

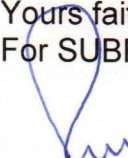
Dear Sirs,

In accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report on the resolutions passed at the Annual General Meeting held on 8<sup>th</sup> August, 2016 for your information and records.

We trust you will find the same in order.

Thanking you,

Yours faithfully,  
For SUBROS LIMITED

  
Rakesh Arora  
Company Secretary

Encls: as above.



**Subros Limited**

CIN :- L74899DL1985PLC020134

**Corporate &  
Regd. Office**  
Noida  
**Works**  
Manesar Unit  
  
**Pune Unit**

: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)  
Phone : 011-23414946-49 Fax : 011-23414945 Website : [www.subros.com](http://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 : 02135-663131 Fax : 02135-663140



# SUBROS LIMITED

## VOTING RESULTS OF 31st ANNUAL GENERAL MEETING

|                                                                              |                |
|------------------------------------------------------------------------------|----------------|
| Date of the AGM                                                              | August 8, 2016 |
| Total number of shareholders on record date                                  | 60852          |
| No. of shareholders present in the meeting either in person or through proxy |                |
| Promoters and Promoter Group                                                 | 7              |
| Public                                                                       | 2154           |
| No. of Shareholders attended the meeting through Video Conferencing          |                |
| Promoters and Promoter Group                                                 | NIL            |
| Public                                                                       | Nil            |

|                                                                         |                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No.1                                                               | To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon. |
| Resolution required (Ordinary/Special)                                  | Ordinary                                                                                                                                                                                                                                                                               |
| Whether promoter/promoter group are interested in the agenda/resolution | Not applicable                                                                                                                                                                                                                                                                         |

| Promoter/Public             | 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                           |                | 1                  | 2                   | $(3) = [(2)/(1)] * 100$                 | 4                        | 5                      | $(6) = [(4)/(2)] * 100$              | $(7) = [(5)/(2)] * 100$            |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2832467             | 8.37                                    | 2832467                  |                        | 100.00                               | 0                                  |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15613809                 | 1                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 18446277            | 54.53                                   | 18446276                 | 1                      | 100.00                               | 0                                  |
| Total                       |                | 59988600           | 44228713            |                                         | 44228712                 | 1                      |                                      | 0                                  |

|                                                                         |                                                                      |
|-------------------------------------------------------------------------|----------------------------------------------------------------------|
| Item No.2                                                               | To declare dividend for the financial year ended on March 31 , 2016. |
| Resolution required (Ordinary/Special)                                  | Ordinary                                                             |
| Whether promoter/promoter group are interested in the agenda/resolution | Not applicable                                                       |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 2                           |                | 1                  | 2                   | $(3) = [(2)/(1)] * 100$                 | 4                        | 5                      | $(6) = [(4)/(2)] * 100$              | $(7) = [(5)/(2)] * 100$            |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |





|                        |               |          |          |       |          |     |        |       |
|------------------------|---------------|----------|----------|-------|----------|-----|--------|-------|
| Public Institutions    | Postal Ballot |          |          |       |          |     |        |       |
|                        | Total         | 2157749  | 1782436  | 82.61 | 1782436  | 0   | 100.00 | 0     |
| Public Non Institution | E-voting      | 33830851 | 2832467  | 8.37  | 2832327  | 140 | 100.00 | 0.005 |
|                        | Poll          |          | 15613810 | 46.15 | 15613809 | 1   | 100.00 | 0     |
|                        | Postal Ballot |          |          |       |          |     |        |       |
|                        | Total         | 33830851 | 18446277 | 54.53 | 18446136 | 141 | 100.00 | 0.005 |
| Total                  |               | 59988600 | 44228713 |       | 44228572 | 141 |        | 0.005 |

|                                                                         |                                                                                                                                                |  |  |                |  |  |  |
|-------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--|--|----------------|--|--|--|
| Item No.3                                                               | To appoint a Director in place of Dr. Jyotsna Suri(Din-0004603),who retires by rotation and being eligible, offers herself for re-appointment. |  |  |                |  |  |  |
| Resolution required (Ordinary/Special)                                  |                                                                                                                                                |  |  | Ordinary       |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution |                                                                                                                                                |  |  | Not applicable |  |  |  |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 3                           |                | 1                  | 2                   | $(3)=[(2)/(1)]*100$                     | 4                        | 5                      | $(6)=[(4)/(2)] *100$                 | $(7)=[(5)/(2)]*100$                |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 24000000           | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2832467             | 8.37                                    | 2831917                  | 550                    | 99.98                                | 0.019                              |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15613807                 | 3                      | 100.00                               | 0.000                              |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 33830851           | 18446277            | 54.53                                   | 18445724                 | 553                    | 100.00                               | 0.019                              |
| Total                       |                | 59988600           | 44228713            |                                         | 44228160                 | 553                    |                                      | 0.019                              |

|                                                                         |                                                                             |  |  |                |  |  |  |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------------|--|--|----------------|--|--|--|
| Item No.4                                                               | To ratify the appointment of Statutory Auditors and fix their remuneration. |  |  |                |  |  |  |
| Resolution required (Ordinary/Special)                                  |                                                                             |  |  | Ordinary       |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution |                                                                             |  |  | Not applicable |  |  |  |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 4                           |                | 1                  | 2                   | $(3)=[(2)/(1)]*100$                     | 4                        | 5                      | $(6)=[(4)/(2)] *100$                 | $(7)=[(5)/(2)]*100$                |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 24000000           | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2832467             | 8.37                                    | 2832417                  | 50                     | 100.00                               | 0.0018                             |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15613809                 | 1                      | 100.00                               | 0.0000                             |





|       |               |          |          |       |          |    |        |        |
|-------|---------------|----------|----------|-------|----------|----|--------|--------|
|       | Postal Ballot |          |          |       |          |    |        |        |
|       | Total         | 33830851 | 18446277 | 54.53 | 18446226 | 51 | 100.00 | 0.0018 |
| Total |               | 59988600 | 44228713 |       | 44228662 | 51 |        | 0.0018 |

Item No.5 Re-appointment of Ms. Shradha Suri as Managing Director.

|                                                                         |         |
|-------------------------------------------------------------------------|---------|
| Resolution required (Ordinary/Special)                                  | Special |
| Whether promoter/promoter group are interested in the agenda/resolution | Yes     |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 5                           |                | 1                  | 2                   | $(3)=[(2)/(1)]*100$                     | 4                        | 5                      | $(6)=[(4)/(2)] *100$                 | $(7)=[(5)/(2)]*100$                |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 18412960            | 76.72                                   | 18412960                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 18412960            | 76.72                                   | 18412960                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2824317             | 8.35                                    | 2824067                  | 250                    | 99.99                                | 0.009                              |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15613809                 | 1                      | 100.00                               | 0.000                              |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 18438127            | 54.50                                   | 18437876                 | 251                    | 100.00                               | 0.009                              |
| Total                       |                | 59988600           | 38633523            |                                         | 38633272                 | 251                    |                                      | 0.009                              |

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

Item No.6 To ratify and approve the remuneration of the Cost Auditors for the Financial year 2016-17.

|                                                                         |                |
|-------------------------------------------------------------------------|----------------|
| Resolution required (Ordinary/Special)                                  | Ordinary       |
| Whether promoter/promoter group are interested in the agenda/resolution | Not applicable |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 6                           |                | 1                  | 2                   | $(3)=[(2)/(1)]*100$                     | 4                        | 5                      | $(6)=[(4)/(2)] *100$                 | $(7)=[(5)/(2)]*100$                |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 24000000            | 100                                     | 24000000                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2832467             | 8.37                                    | 2832467                  |                        | 100.00                               | 0                                  |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15613809                 | 1                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          |                    | 18446277            | 54.53                                   | 18446276                 | 1                      | 100.00                               | 0                                  |
| Total                       |                |                    |                     |                                         |                          |                        |                                      |                                    |





|  |          |          |          |   |   |
|--|----------|----------|----------|---|---|
|  | 59988600 | 44228713 | 44228712 | 1 | 0 |
|--|----------|----------|----------|---|---|

|           |                                                                                                           |  |         |  |  |
|-----------|-----------------------------------------------------------------------------------------------------------|--|---------|--|--|
| Item No.7 | To approve the material related party contract/arrangement/transactions with M/s Global Autotech Limited. |  |         |  |  |
|           | Resolution required (Ordinary/Special)                                                                    |  | Special |  |  |
|           | Whether promoter/promoter group are interested in the agenda/resolution                                   |  | Yes     |  |  |

| Promoter/Public             | 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 |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 7                           |                | 1                  | 2                   | $(3)=[(2)/(1)]*100$                     | 4                        | 5                      | $(6)=[(4)/(2)]*100$                  | $(7)=[(5)/(2)]*100$                |
| Promoter and Promoter Group | E-voting       | 24000000           |                     |                                         |                          |                        |                                      |                                    |
|                             | Poll           |                    | 18412960            | 76.72066667                             | 18412960                 | 0                      | 100.00                               | 0                                  |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 24000000           | 18412960            | 76.72066667                             | 18412960                 | 0                      | 100.00                               | 0                                  |
| Public –Institutions        | E-voting       | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
|                             | Poll           |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 2157749            | 1782436             | 82.61                                   | 1782436                  | 0                      | 100.00                               | 0                                  |
| Public Non Institution      | E-voting       | 33830851           | 2824317             | 8.35                                    | 2823667                  | 650                    | 99.98                                | 0.023                              |
|                             | Poll           |                    | 15613810            | 46.15                                   | 15605659                 | 1                      | 99.95                                | 0.000                              |
|                             | Postal Ballot  |                    |                     |                                         |                          |                        |                                      |                                    |
|                             | Total          | 33830851           | 18438127            | 54.50                                   | 18429326                 | 651                    | 99.95                                | 0.023                              |
| Total                       |                | 59988600           | 38633523            |                                         | 38624722                 | 651                    |                                      | 0.023                              |

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

