

SL/BSE/NSE/19/

10th August, 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.	Dy. General Manager, Department of Corporate Services, BSE Limited, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001.
Security ID: SUBROS	Security ID: SUBROS

Dear Sir/Madam,

Sub: Submission of Scrutinizer's Report for the 34th Annual General Meeting in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A copy of the Scrutinizer's Report for the 34th Annual General Meeting of the Company held on 9th August, 2019 is annexed.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
SUBROS LIMITED



Rakesh Arora
Company Secretary

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the
Companies (Management and Administration) Amendment Rules, 2015]

The Chairman
Subros Limited

34th Annual General Meeting of the Members of Subros Limited held on Friday, the
09th August, 2019 at 11.00 A. M. at Kamani Auditorium, No.1 Copernicus Marg, New
Delhi –110001

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 1st August, 2019, to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 34th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 2nd August, 2019, were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 06th August, 2019 and closed at 5.00 p.m. on 08th August, 2019 when remote e-voting was blocked by NSDL.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on 09th August, 2019 at 1:15 p.m. in the presence of 2 (two) witnesses, Ms. Suman Pandey and Mr. Mahesh Rustagi neither of whom are in the employment of the Company.
6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	56	3,25,48,562	133	2,16,67,670	189	5,42,16,232	100
Voted against the resolution	1	50	-	-	1	50	-
Total	57	3,25,48,612	133	2,16,67,670	190	5,42,16,282	100
Invalid Votes	-	-	16	-	16	-	-

Item No. 2-Ordinary Resolution

To declare Dividend on equity shares for the financial year ended on 31st March, 2019.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	56	3,25,48,562	133	2,16,67,670	189	5,42,16,232	100
Voted against the resolution	1	50	-	-	1	50	0
Total	57	3,25,48,612	133	2,16,67,670	190	5,42,16,282	100
Invalid Votes	-	-	16	-	16	-	-



Item No. 3-Ordinary Resolution**Re-appointment of Mr. Yasuhiro Iida, Director who retires by rotation.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	53	3,22,07,141	133	2,16,67,670	186	5,38,74,811	99.37
Voted against the resolution	4	3,41,471	-	-	4	3,41,471	0.63
Total	57	3,25,48,612	133	2,16,67,670	190	5,42,16,282	100.00
Invalid Votes	-	-	16	-	16	-	-

SPECIAL BUSINESS**Item No. 4- Ordinary Resolution****Ratification of remuneration of the Cost Auditors.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	55	3,25,48,512	133	2,16,67,670	188	5,42,16,182	100
Voted against the resolution	2	100	-	-	2	100	0
Total	57	3,25,48,612	133	2,16,67,670	190	5,42,16,282	100
Invalid Votes	-	-	16	-	16	-	-



Item No. 5- Ordinary Resolution

Approve the Material Related Party Transactions with M/s. Global Autotech Limited.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	47	2,98,93,607	131	1,55,89,430	178	4,54,83,037	100
Voted against the resolution	3	225	-	-	3	225	-
Total	50	2,98,93,832	131	1,72,08,630	181	4,54,83,262	100.00
Invalid Votes	-	-	16	-	16	-	-

*Related party not considered

Item No. 6- Special Resolution

Re-appointment of Ms. Shradha Suri as Managing Director of the Company.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	55	3,14,20,562	132	1,72,08,630	187	4,86,29,192	100
Voted against the resolution	1	50	-	-	1	50	-
Total	56	3,14,20,612	132	1,72,08,630	188	4,86,29,242	100
Invalid Votes	-	-	16	-	16	-	-

*Related party not considered



All the Resolutions stand passed under e-voting and poll 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 poll by the shareholders of the Company.

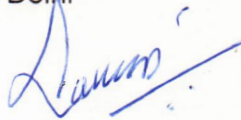
The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely



RAVI SHARMA
SCRUTINIZER C. P. NO. 3666
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 9th August, 2019
Place : New Delhi

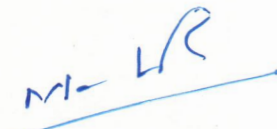


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Signed by Shri Ramesh Suri,
Chairman of the Meeting

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 09TH AUGUST, 2019 At 1:15 P.M.



Name: Ms. Suman Pandey
Address: 2E/207, Caxton House,
Jhandewalan Extension, New Delhi 110055



Name: Mr. Mahesh Rustagi
Address: 2E/207, Caxton House,
Jhandewalan Extension, New Delhi 110055