

SL/BSE/NSE/17

19th September, 2017

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.
cmlist@nse.co.in	Corp.compliance@bseindia.com
Security ID: SUBROS	Security ID: SUBROS

Dear Sir,

Sub: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

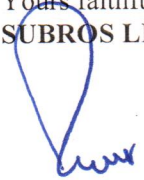
The Annual General Meeting of the Company was held on 18th September, 2017 for which the Company provided remote e-voting facility to its Shareholders.

We enclose herewith the Voting Results (as per the format prescribed) under Regulation 44(3) of the Listing Regulations.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
SUBROS LIMITED


Rakesh Arora
Company Secretary



Subros Limited

CIN :- L74899DL1985PLC020134

Corporate & Regd. Office : LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)
Phone : 011-23414946-49 Fax : 011-23414945 Website : www.subros.com
Noida : B-188 & C-51, Phase-II, Noida - 201304, P.O. NEPZ, Distt. Gautambudh Nagar (U.P.) (India)
Phone : 0120-2562226, 2460135 Fax : 0120-2562783
Works : Plot No. 395/396, Sector - 8, IMT Manesar, Gurgaon - 122051 (Haryana)
Manesar Unit : Phone : 0124 - 2291764 (30 Lines) Fax : 0124 - 2291835
Pune Unit : B 8&9, MIDC-Chakan Industrial Area,(Chakan-Talegaon Road),Chakan,Pune-410501
Phone : 02135 - 663131 Fax : 02135 - 663140

SUBROS LIMITED

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), the voting results of the AGM conducted by the Company are furnished below:

Date of Annual General Meeting	Monday, September 18, 2017
Total number of shareholders on record date	51269
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	5
Public	784
No. of Shareholders attended the meeting through video conferencing	Nil

Resolution No.1	To receive consider and adopt the financial statements of the Company for the year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017, 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 interest in the agenda/resolution	No

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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	2627925	64.95	2627925	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2627925	64.95	2627925	0	100.00	0.00
Public - Non Institution	E-voting	31942487	9883471	30.94	9883471	0	100.00	0.00
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304524	0	100.00	0.00
Total		59988600	44932449	74.90	44932449	0	100.00	0.00



Subros Limited

CIN :- L74899DL1985PLC020134

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New Delhi : B 8&9, MIDC-Chakan Industrial Area,(Chakan-Talegaon Road),Chakan,Pune-410501
Phone : 02135 - 663131 Fax : 02135 - 663140

Resolution No.2					To declare dividend for the financial year ended on March 31, 2017.			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3561776	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3561776	0	100.00	0.00
Public - Non Institution	E-voting	31942487	9883471	30.94	9883471	0	100.00	0.00
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304524	0	100.00	0.00
Total		59988600	45866300	76.46	45866300	0	100.00	0

Resolution No.3					Appointment of Mr. Kenichi Ayukawa who retires by rotation and offers himself for re-appointment.			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3561776	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3561776	0	100.00	0.00
Public - Non Institution	E-voting	31942487	9883471	30.94	9883471	0	100.00	0.00
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304524	0	100.00	0.00
Total		59988600	45866300	76.46	45866300	0	100.00	0.00



Resolution No.4					Appointment of M/s Price Waterhouse Chartered Accountant LLP, Statutory Auditors and to fix their remuneration.			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3561776	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3561776	0	100.00	0.00
Public - Non Institution	E-voting	31942487	9883471	30.94	9883441	30	99.9997	0.0003
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304494	30	99.9998	0.0003
Total		59988600	45866300	76.46	45866270	30	99.9999	0.0001

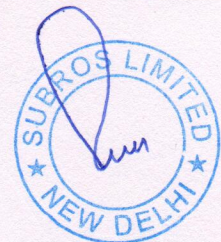
Resolution No.5					To ratify and approve the remuneration of the Cost Auditors for the financial year 2017-18			
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interest in the agenda/resolution					No			
Category	Mode of Voting	No. of shares held	No. of votes 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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3561776	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3561776	0	100.00	0.00
Public - Non Institution	E-voting	31942487	9883471	30.94	9883441	30	99.9997	0.0003
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304494	30	99.9998	0.0003
Total		59988600	45866300	76.46	45866270	30	99.9999	0.0001



Resolution No.6					To approve the material related party contracts/ arrangements/transactions with M/s Global Autotech Limited.			
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interest in the agenda/resolution					Yes			
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	3208000	13.37	3208000	0	100.00	0.00
	Poll		15204960	63.35	15204960	0	100.00	0.00
	Total		18412960	76.72	18412960	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3555098	6678	99.81	0.19
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3555098	6678	99.81	0.19
Public - Non Institution	E-voting	31942487	9875321	30.92	9875321	0	100.0000	0.00
	Poll		8421053	26.36	8421048	5	99.9999	0.0001
	Total		18296374	57.28	18296369	5	100.00	0.00
Total		59988600	40271110	67.13	40264427	6683	99.983	0.017

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

Resolution No.7					To Increase the Authorised Share Capital of the Company.			
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interest in the agenda/resolution					No			
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	4336000	18.07	4336000	0	100.00	0.00
	Poll		19664000	81.93	19664000	0	100.00	0.00
	Total		24000000	100.00	24000000	0	100.00	0.00
Public – Institutions	E-voting	4046113	3561776	88.03	3557480	4296	99.88	0.1206
	Poll		0	0.00	0	0	0.00	0.00
	Total		3561776	88.03	3557480	4296	99.88	0.12
Public - Non Institution	E-voting	31942487	9883471	30.94	9883461	10	99.9999	0.0001
	Poll		8421053	26.36	8421053	0	100.00	0.00
	Total		18304524	57.30	18304514	10	99.9999	0.0001
Total		59988600	45866300	76.46	45861994	4306	99.9906	0.0094



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**

32nd Annual General Meeting of the Members of Subros Limited held on Monday, the 18th September, 2017 at 11.00 A. M. at Kamani Auditorium, No. 1 Copernicus Marg, New Delhi-110001.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary (Membership No. F4468 & COP No. 3666) Partner of M/s RSM & Co. Company Secretaries, appointed by the Board of Directors of the Company at the meeting held on 23rd May, 2017 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 e-voting and voting at the 32nd 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 e-voting and also e-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. 11th September 2017 were entitled to cast their votes by e-voting or voting at the AGM venue.
3. Voting through e-voting commenced at 9.00 a.m. on 15th September, 2017 and closed at 5.00 p.m. on 17th September, 2017 when e-voting was blocked by NSDL.
4. In respect of those Members present at the AGM who did not cast their votes by 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 e-voting were unblocked the same day at 3:17 P.M. in the presence of 2 (two) witnesses, Ms. Suman Pandey and Mr. Amit Sharma 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

Adopt the audited financial statements for the year ended on 31st March, 2017, and the reports of the Directors and Auditors thereon and the Consolidated audited Financial Statements for the year ended on 31st March, 2017.

	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	16847396	75	28085053	122	44932449	100
Voted against the resolution	0	0	0	0	0	0	0
Total	47	16847396	75	28085053	122	44932449	100
Invalid Votes		NIL		40			40

Item No. 2-Ordinary Resolution

Declaration of Dividend for the Financial year ended on 31st March, 2017.

	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	48	17781247	75	28085053	123	45866300	100
Voted against the resolution	0	0	0	0	0	0	0
Total	48	17781247	75	28085053	123	45866300	100
Invalid Votes		NIL		40			40

Item No. 3-Ordinary Resolution

Appointment of Mr. Kenichi Ayukawa who retires by rotation and offers himself for re-appointment.

	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	48	17781247	75	28085053	123	45866300	100
Voted against the resolution	0	0	0	0	0	0	0
Total	48	17781247	75	28085053	123	45866300	100
Invalid Votes		NIL		40			40



Item No. 4-Ordinary Resolution

Appointment of M/s Price Waterhouse Chartered Accountant LLP, Statutory Auditors and to fix their remuneration.

	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	17781217	75	28085053	122	45866270	99.9999
Voted against the resolution	1	30	0	0	1	30	0.0001
Total	48	17781247	75	28085053	123	45866300	100
Invalid Votes		NIL		40			40

SPECIAL BUSINESS**Item No. 5- Ordinary Resolution**

To ratify and approve the remuneration of the Cost Auditors for the financial year 2017-18.

	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	17781217	75	28085053	122	45866270	99.9999
Voted against the resolution	1	30	0	0	1	30	0.0001
Total	48	17781247	75	28085053	123	45866300	100
Invalid Votes		NIL		40			40

Item No. 6- Special Resolution

To approve the material related party contracts/arrangements/transactions with M/s Global Autotech Limited.

	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	45	16638419	72	23626008	117	40264427	99.983
Voted against the resolution	1	6678	1	5	2	6683	0.016
Total	46	16645097	73	23626013	119	40271110	100
Invalid Votes		00		40			40

*Votes of related parties are not considered for this resolution



Item No. 7-Special Resolution

To Increase the Authorised Share Capital of the Company.

	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	46	17776941	75	28085053	121	45861994	99.99
Voted against the resolution	2	4306	0	0	2	4306	0.009
Total	48	17781247	75	28085053	123	45866300	100
Invalid Votes		NIL		40			40

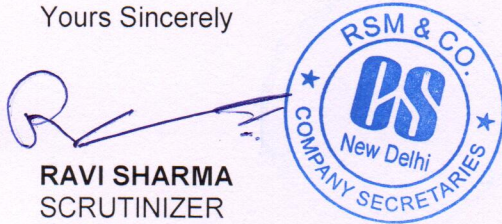
All the Resolutions stand passed under e-voting and poll with the requisite majority.

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 for safe keeping.

Thanking you

Yours Sincerely

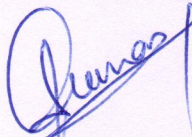


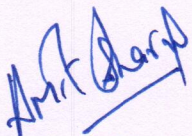
RAVI SHARMA
SCRUTINIZER
C. P. NO. 3666
PARTNER, RSM & CO.,
COMPANY SECRETARIES,
NEW DELHI

Date : 19.09.2017
Place : New Delhi

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Signed by Shri Ramesh Suri
Chairman

We the undersigned have witnessed that the votes cast through e-voting and through Poll at the AGM venue were unblocked in our presence on 18th September, 2017 at 3:17 P.M.


Name: Ms. Suman Pandey
Company Secretary
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055


Name: Amit Sharma
Company Secretary
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055