

SUBROS LIMITED

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001

(CIN:- L74899DL1985PLC020134)

Phone: 011-23414946-49 Fax: 011-23414945 E-mail: rakesh.arora@subros.com Website: www.subros.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of SUBROS LIMITED will be held on Thursday, the 9th August, 2018 at 11.00 a.m. at Kamani Auditorium, No.1 Copernicus Marg, New Delhi – 110001 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and the Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended on March 31, 2018.
- To appoint a Director in place of Dr. Jyotsna Suri (DIN: 00004603), who retires by rotation and being eligible, offers herself for re- appointment.

SPECIAL BUSINESS:

- To ratify and approve the remuneration of the Cost Auditors for the financial year 2018-19.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members are hereby accorded to ratify the remuneration as set out in the statement annexed to this Notice and payable to the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488), Chairman or Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

- To approve the material related party transactions with Global Autotech Limited

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Global Autotech Limited ("GAL") for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to Rs. 350 crores (Rupees Three Hundred and Fifty Crores) for the financial year 2018-19 on such terms and conditions as may be mutually agreed upon between the Company and GAL.

RESOLVED FURTHER THAT the Board of Directors or Managing Director be and is hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with GAL within the aforesaid limits.

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488), Chairman or Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

- To approve re-appointment of Mr. Ramesh Suri (DIN: 00176488) as Chairman of the Company

To consider and if, thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and the rules made thereunder and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ('the Act'), the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Ramesh Suri as a Chairman of the Company (not liable to retire by rotation) for a period of 3 years w.e.f. 16th September, 2018 as well as to continue to hold such position having attained the age of 70 years, on the remuneration and terms and conditions as detailed hereunder:

Terms and Conditions of Appointment:

Term of Appointment: 3 years from 16th September, 2018 to 15th September, 2021.

- Salary: Rs. 250,000/- (Rupees Two Lacs Fifty Thousand) per month.
- Commission: 1% (one percent) of the net profits of the Company for each financial year or part thereof computed in the manner laid down under Section 198 of the Companies Act, 2013, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013.
- Perquisites and Allowances:
 - Housing:
 - The expenditure incurred by the Company on hiring accommodation for the Chairman will be subject to 60% of Salary.
 - Where the Company does not provide accommodation for the Chairman, House Rent Allowance may be paid by the Company subject to ceiling laid down in Clause 3(a)(i) above;
 - Where accommodation in the Company owned house is provided, the Chairman shall pay to the Company by way of rent @ 10% of Salary.

Explanation:

The expenditure incurred by the Company on gas, electricity, water and furniture shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the Salary.

- Medical Reimbursement: All medical expenses incurred by the Chairman for self and family.
- Leave Travel Concession: First class return air fare with boarding and lodging for self and family once a year where leave may be spent in home country or abroad.
- Personal Accident Insurance: For self and family members as per rules of the Company
- Club fees: Fees of clubs, subject to a ceiling of two clubs. This will not include admission and life membership fees.
- Conveyance: As per rules of the Company. Also provision for use of chauffeur driven Company car for official duties.
- Free Telephone facility (Including at the residence) as per rules of the Company.
- Contribution to applicable Superannuation Fund and Gratuity Fund shall be as per rules of the Company.
- Leave: As per rules of the Company.
- Other perquisites, allowances, benefits, reimbursements and amenities as per the service rules of the Company, as applicable from time to time.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable as minimum remuneration in the event of loss and / or inadequacy of profits in any of the financial year during the aforesaid period.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the remuneration and terms and conditions of said appointment to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be

and are hereby authorised to do all acts, deeds and things, necessary and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to take such steps and actions as may be considered appropriate for the purpose of giving effect to the aforesaid resolution."

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS 8193

Place: New Delhi
Dated: May 28, 2018

IMPORTANT NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of not exceeding fifty Members and holding in aggregate not more than ten percent of the total share capital of the Company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from July 30, 2018 to August 9, 2018 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2018 and the Annual General Meeting.
4. Final dividend of Rs.1.10 per equity share as recommended by the Board of Directors for the year ended March 31, 2018 is subject to the approval by the Members at the ensuing Annual General Meeting.
5. The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 18, 2017.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to register their bank particulars or changing bank particulars already registered against their respective folios for payment of dividend and are requested to inform the Company / Transfer Agent.
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested submit their PAN / bank details to the Company / Transfer Agent. **Also SEBI has informed that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise equity shares held by them in physical form at the earliest.**
9. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director(s) seeking appointment/re-appointment at the

Annual General Meeting is annexed hereto and forms integral part of the Notice. The Director has also furnished the requisite declarations for their appointment/re-appointment.

10. Electronic copy of the Annual Report for 2017-18 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report for 2017-18 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s). For Members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Annual Report for 2017-18 will also be available on the Company's website for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Listing Regulations, the Company is pleased to provide Members a facility to exercise their right to vote at the 33rd Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

 - A. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - B. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - C. The remote e-voting period commences on August 6, 2018 (9:00 am) and ends on August 8, 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The procedure and instructions for Members for remote e-voting are as under:

 - I. In case of Members receiving e-mail from NSDL (For those Members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file viz."SUBROS-remote e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- g. Select "EVEN" of "Subros Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to contact@csrsm.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 33rd Annual General Meeting (for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided at the bottom of the Attendance Slip for the 33rd Annual General Meeting.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- E. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- G. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 3, 2018.
- H. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. August 3, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MCS Share Transfer Agent Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
- I. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- J. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- K. Shri Ravi Sharma, Practicing Company Secretary (Membership No. FCS-4468 & CP No. 3666), Partner, M/s. RSM & Co., Company Secretaries have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- L. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- M. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.subros.com and on the website of NSDL after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Ltd. and NSE Ltd.

14. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
15. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 18, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: www.subros.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: www.subros.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the Registrar & Transfer Agent for lodging claim for refund of shares and / or dividend from the IEPF Authority.

16. In terms of Section 72 of the Companies Act, 2013, the Members of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Members desirous of availing this facility may submit nomination in form SH-13.
17. Non-Resident Indian Members are requested to inform the Registrar & Transfer Agent, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. For security reasons, brief cases, transistors, bag, boxes, cameras, eatables etc., will not be allowed to be taken inside the meeting hall.
19. A route map showing directions to reach the venue of the annual general meeting is given along with this Notice.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019 as per the following details:

Name of the Auditor	Industry	Audit Fees
M/s. Chandra Wadhwa & Co.	Automotive	Rs. 3.50 Lacs

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution as set out at Item 4 of the Notice for approval by the Members.

Item no. 5

Global Autotech Limited ("GAL") is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services with M/s Global Autotech Ltd. are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s Global Autotech Ltd require the approval of the Members of the Company by way of a ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s Global Autotech Limited.

Name of the director or Key managerial personnel who is related and relationship: Mr. Ramesh Suri, Chairman and Ms. Shradha Suri, Managing Director of the Company. Ms. Shradha Suri is the daughter of Mr. Ramesh Suri, Chairman of the Company.

Material Terms of the Contracts/ Arrangements/Transactions: Sale, purchase, transfer or receipt of products, goods, materials, assets or services on arm's length basis

Monetary Value: The value of transactions is likely up to an amount of Rs.350 crores.

Other information: M/s. Global Autotech Limited is a vendor and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with GAL have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Ramesh Suri, Chairman and Ms. Shradha Suri, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution as set out in Item 5 of the Notice for the approval by the Members.

Item no. 6

Mr. Ramesh Suri was appointed Chairman by the Members to hold office upto September 15, 2018. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on May 28, 2018 approving re-appointment of Mr. Ramesh Suri as its Chairman of the Company for a further period of three years with effect from September 16, 2018 to September 15, 2021. Further, as Mr. Ramesh Suri has attained the age of 70 years and therefore, in terms of Section 196(3) and Part 1 of Schedule V of the Companies Act, 2013, the continuation of his employment as Chairman requires the approval of Members by way of a Special Resolution. The Board have also approved his continuation as Chairman and recommended the resolution for approval of the Members by way of a Special Resolution.

Mr. Ramesh Suri possesses high business acumen and the Company is extremely fortunate to have Mr. Ramesh Suri as its Chairman. Under his able stewardship, Company has achieved remarkable growth over the years. He is a great perfectionist & enthusiastic entrepreneur and managed to pass his zeal, enthusiasm and positive attitude to his senior management team which in turn results long term sustainability for the Company in the years ahead. Mr. Ramesh Suri has guided the Company since inception and the Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights. He holds Directorship in the following companies including Public Companies:

1)	Bharat Hotels Limited	Director
2)	JTEKT India Limited	Independent Director
3)	Rohan Motors Limited	Director
4)	Prima Telecom Limited	Director
5)	Apollo Zipper India Limited	Director
6)	Fibcom India Limited	Director
7)	Global Autotech Limited	Director
8)	Deeksha Holding Limited	Director

Keeping in view that Mr. Ramesh Suri has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to re-appoint Mr. Ramesh Suri as Chairman. The details of remuneration payable to Mr. Ramesh Suri and the terms and conditions of the re-appointment are provided in the resolution.

None of the Directors or Key Managerial personnel except Mr Ramesh Suri, Chairman himself, Ms. Shradha Suri, Managing Director of the Company and Dr. Jyotsna Suri being relative is concerned or interested in the resolution.

Mr. Ramesh Suri holds 14,19,040 equity shares of the Company, being 2.36% of the total shareholding.

The Board recommends the special resolution as set out in Item 6 of the Notice for the approval by the Members.

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS 8193

Place: New Delhi

Dated: May 28, 2018

Registered Office:

Lower Ground Floor, World Trade Centre, Barakhamba Lane,
New Delhi 110 001

(CIN: L74899DL1985PLC020134)

Email: rakesh.arora@subros.com

Website: www.subros.com

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Jyotsna Suri holds a bachelor's degree in English from Miranda House College, Delhi University and has been conferred a honorary degree of Doctor of Laws from the University of Warwick, U.K. She was the President of the Federation of Indian Chambers of Commerce and Industry ("FICCI") in 2015 and has been the Chairperson of the FICCI Tourism Committee since 2013.

Dr. Jyotsna Suri was appointed as Chairperson & Managing Director of the Bharat Hotels Limited in the year 2006. On November 19, 2008 she chartered a path breaking and highly successful brand change and, today, under The Lalit Suri Hospitality Group, all its luxury hotels are operated under 'THE LALIT'. She was awarded the 'Outstanding Business Woman Award' at the PHD Annual Awards for Excellence 2016 and was the winner of the In WENA trophy for 'Women Entrepreneur(s)/Intrapreneur(s) of the Decade' at the In WENA Awards 2016. She was also awarded the 'BEST CEO Hospitality Sector' at the Global Women Achievers Awards in 2015.

Dr. Jyotsna Suri is related to Mr. Ramesh Suri, Chairman of the Company and Ms. Shradha Suri, Managing Director of the Company. She also holds directorships and memberships of various committees of the Board of Directors of public Companies in addition to directorship in private companies.

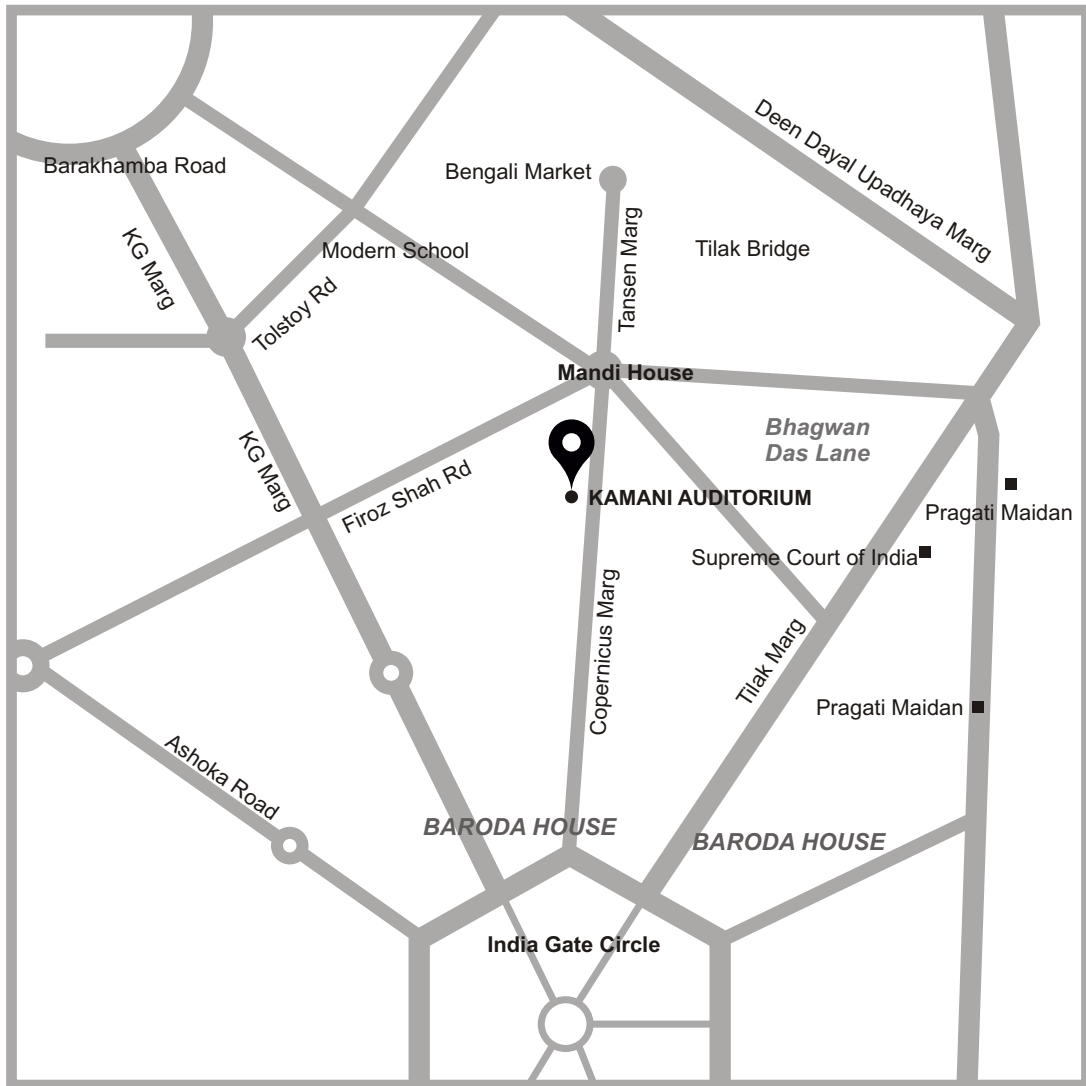
Dr. Jyotsna Suri holds 16,19,200 equity shares in the Company, being 2.70% of the total shareholding.

With respect to the additional information for re-appointment of Mr. Ramesh Suri, please refer to the details provided in Item no. 6 of the explanatory statement.

Route Map for Venue:

KAMANI AUDITORIUM

No. 1 Copernicus Marg, New Delhi - 110 001



SUBROS LIMITED

(CIN:- L74899DL1985PLC020134)

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001

Phone: 011-23414946-49 Fax: 011-23414945 e-mail: rakesh.arora@subros.com website: www.subros.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / Client ID No. : DP ID No.

I / We, being the Member(s) of Shares of above named company, hereby appoint:

1. Name: E-mail Id:

Address:

..... Signature: or failing him

2. Name: E-mail Id:

Address:

..... Signature: or failing him

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Thursday, 9th August, 2018 at 11.00 a.m. at Kamani Auditorium, No. 1 Copernicus Marg, New Delhi - 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements for the financial year ended on 31st March, 2018.
2. To declare Dividend on equity share for the financial year ended on 31st March, 2018.
3. Re-appointment of Dr. Jyotsna Suri, Director, who retires by rotation.
4. Ratification of remuneration of the Cost Auditors.
5. Approve the Material Related Party Transactions with M/s Global Autotech Limited.
6. Re-appointment of Mr. Ramesh Suri as Chairman of the Company.

Affix
Revenue
Stamp

Signed this day of 2018
Signature of Shareholder..... Signature of Proxy holder(s).....

Note: This proxy must be deposited at the Registered Office of the Company at LGF, World Trade Centre, Barakhamba Lane, Connaught Place, New Delhi-110 001 not less than forty eight hours before the time of the meeting.

SUBROS LIMITED

(CIN:- L74899DL1985PLC020134)

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING ON 9th AUGUST, 2018

Folio No. _____ DPID No.*: _____ Client ID*: _____ No. of Shares _____

I certify that I am registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 33rd Annual General Meeting of the Company at Kamani Auditorium, No.1, Copernicus Marg, New Delhi-110001 on Thursday, 9th August, 2018 at 11.00 A.M.

Name of Member _____ Signature _____

Name of Proxy holder _____ Signature _____

Note: Please fill in this attendance slip and hand it over at the Registration Counter. Members who hold shares in Dematerialised form are requested to bring their Client ID and DP ID Number for easier identification of attendance at the Annual General Meeting.

*Applicable for Members holding shares in Dematerialised form.