

SUBROS LIMITED

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110001
(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 **36th Annual General Meeting** of the Members of SUBROS LIMITED will be held on **Tuesday, the 14th September, 2021 at 11.30 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended on March 31, 2021.
3. 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

4. **To ratify and approve remuneration of the Cost Auditors for the financial year 2021-22.**

To consider and if thought fit, to pass with or without modification(s), 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 approval/ratification of the Members be and is hereby accorded to 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, 2022.

RESOLVED FURTHER THAT the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized 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."

5. **To approve the material related party transactions with Global Autotech Limited.**

To consider and if thought fit, to pass with or without modification(s), 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 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, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Global Autotech Limited ("GAL"), a related party for sale, purchase, transfer or receipt of products, goods, materials, assets or services, etc. for an amount of upto Rs. 350 crores (Rupees Three Hundred and Fifty Crores) for the financial year 2021-22 on such terms and conditions as may be mutually agreed upon between the Company and GAL.

RESOLVED FURTHER THAT the Board of Directors or Chairperson & 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 the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized 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."

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS8193

Place: New Delhi
Dated: June 29, 2021

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. **IN VIEW OF COVID-19 PANDEMIC, PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020; CIRCULAR NO. 17/2020 DATED APRIL 13, 2020; CIRCULAR NO. 20/2020 DATED MAY 05, 2020 AND CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021 AND ALL OTHER RELEVANT CIRCULARS ISSUED FROM TIME TO TIME BY THE MINISTRY OF CORPORATE AFFAIRS, PHYSICAL ATTENDANCE OF THE MEMBERS TO THE ANNUAL GENERAL**

MEETING (“AGM”) VENUE IS NOT REQUIRED AND GENERAL MEETING BE HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM). HENCE, MEMBERS CAN ATTEND AND PARTICIPATE IN THE ENSUING AGM THROUGH VC/OAVM.

3. **AS THE AGM SHALL BE CONDUCTED THROUGH VC / OAVM, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Corporate Members intending to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF / JPG format) of the relevant Board Resolution / Authority Letter etc. authorising its representative so attend the AGM, by email to rakesh.arora@subros.com.

Procedure for dispatch of annual report

5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 13, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
6. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.subros.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsd.com>.
7. Members may also note that the Annual Report for 2020-21 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 e-mail / physical form, upon making a request for the same, by post free of cost.
8. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company or to the Company by providing Folio No. and Name of Shareholder. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
9. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on rakesh.arora@subros.com.

Procedure for attending / joining the AGM through VC / OAVM

10. NSDL will be providing facility for voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM facility and e-Voting during the 36th AGM.
11. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come

- first-served basis.

12. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsd.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
13. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
14. **Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.**
15. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / toll free no. 1800-1020-990 or contact
 - a) Ms. Pallavi Mhatre, Manager, pallavid@nsdl.co.in, Ph: 022-24994545;
 - b) Ms. Soni Singh, Assistant Manager, sonis@nsdl.co.in Ph: 022-24994559; or
 - c) Mr. Narendra Dev, Assistant Manager narendrad@nsdl.co.in Ph: 8376913413.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

Procedure for raising questions / clarifications

17. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at rakesh.arora@subros.com. Questions/queries received by the Company till 5.00 p.m. on, 8th September, 2021 shall only be considered and responded during the AGM.
18. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

Procedure for remote e-voting and e-voting at the AGM

19. (i) All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- (ii) In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Members are provided with the following alternatives by which they may cast their votes by electronic means through the remote e-Voting platform provided by the National Securities Depository Limited (NSDL).
- (iii) **The remote e-Voting period will commence on Saturday, 11th September, 2021 at 9.00 a.m. and will end on Monday, 13th September, 2021 at 5.00**

p.m. The remote e-Voting module will be disabled by NSDL for voting thereafter. Instructions and information relating to e-Voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


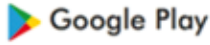


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL),
	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider - NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> <ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID ForexampleifyourBeneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system



How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General information / guidelines

- a) Institutional Shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at contact@csrsm.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Dev Narender at evoting@nsdl.co.in or at 8376913413.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting

for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) by email to rakesh.arora@subros.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to rakesh.arora@subros.com. If you are individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- iii. Alternatively Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for E-voting on the day of the AGM are as under:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General Meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- d) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- e) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e., 7th September, 2021.
- f) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 36th AGM by email and holds shares as on the cut-off date i.e. 7th September, 2021, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. 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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- g) 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 e-voting process in a fair and transparent manner.
- h) The Chairperson shall, at the AGM, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- i) The Scrutinizer shall after the conclusion of voting at the AGM, declare the results not later than two working days of the conclusion of the AGM, along with a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her 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, BSE Ltd. and National Stock Exchange of India Ltd.

- j) Documents open for inspection: All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on rakesh.arora@subros.com for inspection of said documents; and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the AGM, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Dividend related information

20. **The Register of Members and the Share Transfer Books of the Company will remain closed from September 8, 2021 to September 14, 2021 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2021 and the Annual General Meeting.**
21. Dividend of Rs. 0.70 per equity share as recommended by the Board of Directors for the year ended March 31, 2021 is subject to the approval by the Members at the ensuing Annual General Meeting.
22. 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/ RTA.
23. 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.
24. 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 / Registrar & Transfer Agent. Also SEBI has informed that securities of listed companies can be transferred only in dematerialised form. 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.

25. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020 and amendments thereof.

Members are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2020-21 provided PAN is provided by the shareholder. **If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.** However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2021-22 does not exceed Rs.5,000. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that incase their PAN is not registered, the tax will be deducted at a higher rate of 20%.

In order to provide exemption from withholding of tax, the following organizations must provide a self-declaration as listed below:

- **Insurance Companies:** A declaration that they are beneficial owners of shares held.
- **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the Act along with copy of registration documents (self-attested).

Other categories may provide requisite documents in accordance with the Income-Tax Act, 1961.

For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/Foreign Institutional Investors, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per Section 90 read with Section 195 of the Income-Tax Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2020-21;
- b) Self declaration in Form 10F;
- c) Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d) Self-declaration, certifying that the (i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2021-22; (ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; (iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; (iv) Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2021-22. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise; (v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and (vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder. Members may submit the aforementioned documents to the Company on or before September

7, 2021 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction may be entertained post September 7, 2021.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

The Company may arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.

26. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2012-13, 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 the 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 2020-21, 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. 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.

27. 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.

28. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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.

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 re-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, 2022 as per the following details:

Name of the Auditor	Industry	Audit Fees (Rs.)
M/s. Chandra Wadhwa & Co.	Automotive	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 / approved 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, 2022.

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 of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

Item no. 5

Global Autotech Limited ("GAL") is a 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 and 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 etc. with M/s Global Autotech Ltd. are material related party transactions as the same are likely to exceed ten percent of the annual consolidated 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 approval of the Members of the Company by way of an 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 KMP who is related and relationship: Relative of Dr. Jyotsna Suri, Director and Ms. Shradha Suri, Chairperson & Managing Director is Director in Global Autotech Ltd.

Material terms of the Contracts/Arrangements/ Transactions: The transactions are on a continuous basis (on arm's length basis and in ordinary course of business) during the financial year 2021-22.

Monetary Value: The value of transactions/proposed transactions are expected to be 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 or Key Managerial Personnel of the Company except Dr. Jyotsna Suri and Ms. Shradha Suri, Directors are interested, financial or otherwise, in the proposed resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS8193

Place: New Delhi
Dated: June 29, 2021

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 Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2.	
Particulars	Dr. Jyotsna Suri
Age (years)	68
Qualification	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
Experience and expertise	<p>She has experience of more than 40 years in hospitality Sector.</p> <p>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.</p> <p>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) / Entrepreneur(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.</p> <p>In addition to above, in the year 2019 she was awarded with following awards:</p> <ol style="list-style-type: none"> 1. Order of the Rising Sun, Gold & Silver star by the Government of Japan 2. Most influential Woman of India by Business World
Terms & Conditions of appointment / Reappointment	Liable to retire by rotation.
Details of Remuneration sought to be paid	None. Only sitting fees for attending the board meeting(s) shall be paid.
Remuneration last drawn	None. Only sitting fees for attending the board meeting(s) are paid. For details, please refer to the Corporate Governance Report.
Date of first appointment on the Board	30.10.2006
Shareholding in the Company (including shareholding as a beneficial owner)	16,19,200 (2.48%)
Relationship with other Directors, Manager and Key Managerial Personnel	Ms. Shradha Suri, Chairperson & Managing Director
Number of board meeting(s) attended during the year	5 (Five)
Other directorships	<p>Public Companies:</p> <ol style="list-style-type: none"> 1. Deeksha Holding Limited 2. Rohan Motors Limited 3. Bharat Hotels Limited 4. Jyoti Limited 5. Lalit Great Eastern Kolkata Hotel Limited <p>Private Companies:</p> <ol style="list-style-type: none"> 1. Responsible Holding Private Limited 2. Prima Realtors Private Limited 3. Prima Hospitality Private Limited 4. Jyotsna Holding Private Limited 5. Special Protection Services Private Limited 6. Bharat Hotels Aviations Private Limited
Memberships / Chairpersonship of Committees	<p>Bharat Hotels Limited:</p> <p>Chairperson – CSR Committee</p> <p>Member – Stakeholders Relationship Committee</p>



SUBROS LIMITED

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi- 110001
(CIN:-L74899DL1985PLC020134)

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

ADDENDUM TO NOTICE OF 36TH ANNUAL GENERAL MEETING

Dear Members,

**Addendum to the NOTICE of 36th Annual General Meeting of the Members of SUBROS LIMITED
to be held on Tuesday, the 14th September, 2021 at 11.30 a.m. IST
through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”)**

The Board of Directors in their meeting held on 4th August, 2021, subject to approval of the Members of Subros Limited, have appointed Mr. Parmod K. Duggal as the Additional Director and Whole-time Director, designated as Chief Executive Officer (“CEO”) of the Company. Accordingly, approval of the Members is also sought for the special business described in item number 6 along with explanatory statement.

This addendum shall be deemed to be a part of the original Notice dated 29th June, 2021 and the notes provided therein. All other details specified in the Notice dated 29th June, 2021 remain same and unchanged.

SPECIAL BUSINESS:**Item No.6**

To appoint Mr. Parmod K. Duggal (DIN: 02382912) as Whole-time Director, designated as Chief Executive Officer (“CEO”)

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Parmod K. Duggal (DIN: 02382912), who was appointed as an Additional Director of the Company with effect from 5th August, 2021 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Parmod K. Duggal (DIN: 02382912) as the Whole-time Director, designated as

Chief Executive Officer (“CEO”) of the Company, for a period of 3 (three) years with effect from 5th August, 2021 up to 4th August, 2024 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits, as set out in the Explanatory Statement annexed to the Addendum to the Notice convening this Meeting, with liberty to the Board of Directors or Chairperson & Managing Director (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be deemed fit in accordance with the relevant provisions of the Act and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or Chairperson & Managing Director be and are hereby authorised to revise the remuneration of Mr. Parmod K. Duggal from time to time to the extent the Board of Directors or Chairperson & Managing Director may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Chairperson & Managing Director or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS8193

Place: New Delhi
Dated: August 4, 2021

IMPORTANT NOTES:

- 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.
- The Addendum to the Notice can also be accessed from the website(s) of the Company www.subros.com, Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- c) Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard(s) in respect of the Director(s) seeking appointment/re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Addendum Notice.
- d) The relevant documents referred to in this Addendum to the Notice of AGM are open for inspection by the Members at the Registered Office of the Company on all working days during normal business hours up to the date of AGM.
- e) All the information, details, notes and instructions relating to e-voting set out in the Notice for the ensuring AGM shall mutatis mutandis apply to the e-voting for the resolutions proposed to this Addendum to the Notice of AGM.

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

Item no. 6

The Members may note that Mr. Parmod K. Duggal was appointed as Chief Executive Officer & KMP of the Company with effect from April 1, 2021 by the Board of Directors pursuant to Section 203 of the Companies Act, 2013 (the "Act").

The Board of Directors on the recommendation of Nomination and Remuneration Committee have appointed Mr. Parmod K. Duggal (DIN: 02382912) as an Additional Director and Whole-time Director, designated as Chief Executive Officer (CEO) of the Company under Section 161(1) of the Act and the Articles of Association, with effect from 5th August, 2021. In terms of Section 161(1) of the Act, Mr. Parmod K. Duggal holds office only up to the date of the forthcoming AGM and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Duggal's appointment as a Director.

The Board has also appointed Mr. Parmod K. Duggal as the Whole-time Director, designated as Chief Executive Officer (CEO) of the Company for a period of three years from 5th August, 2021 up to 4th August, 2024, upon the terms & conditions hereinafter indicated, subject to approval of the Members.

Mr. Parmod K. Duggal, aged 51 years, is a Chartered Accountant, Company Secretary and a Cost Accountant. Mr. Duggal is associated with the Company for over 18 years and has over 29 years of rich experience in the areas of Marketing, Corporate & Strategic Planning, Cost Management & Joint Venture Management and has also worked in heavy engineering sector.

The principal terms and conditions of appointment of Mr. Parmod K. Duggal as the Whole-time Director, designated as Chief Executive Officer (CEO) are as follows:

1. **Period of Appointment:** Three years commencing from 5th August, 2021.

2. **Remuneration:** In consideration of the performance of his duties, the Company shall pay to Mr. Parmod K. Duggal the following remuneration with such increments as may be approved by the Chairperson & Managing Director ("CMD") from time to time. The gross remuneration shall be categorized as follows:-

- a) **Basic Salary:** In the range of Rs 1,63,350/- per month to Rs. 2,75,000/- per month. The increment as and when approved by the Board or CMD shall be merit based and will take into account the performance as CEO as well as that of the Company.
- b) **House Rent Allowance (HRA):** 50% of the Basic Salary.
- c) **Perquisites & Allowances:** Other allowances & perquisites like Transportation Allowance, Uniform Allowance, Superannuation Allowance, Special Allowance(s), Leave Travel Concession (LTC), Medical Reimbursement, Contribution to Provident Fund, Gratuity, Leave and Leave Encashment etc. and other allowances for such amount as per the rules and policies of the Company.
- d) **Performance Incentive:** As per the rules and policies of the Company.
- e) **Amenities:** Conveyance facilities, Telephone, Internet and other communication facilities as per the rules and policies of the Company.

3. The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

4. **Overall Remuneration:** The aggregate of Basic Salary, HRA, Perquisites & Allowances, Performance Incentive, Amenities in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

5. **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the CEO, the payment of Basic Salary, HRA, Perquisites & Allowances, Performance Incentive, Amenities shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

6. Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

7. CEO shall carry-out such functions, exercise such powers and perform such duties as the Board of Directors of the Company or the CMD shall from time to time in its absolute discretion determine and entrust to him.

The terms & conditions of appointment and the payment of remuneration to CEO may be varied, altered, increased, enhanced or widened from time to time by the Board or the CMD as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard, the Articles of Association of the Company and within the overall approval given by the Shareholders.

8. The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Parmod K. Duggal under Section 190 of the Act.
9. The Nomination & Remuneration Committee and the Board of Directors are of the opinion that Mr. Parmod K. Duggal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.6 of this Addendum to the Notice relating to his appointment as Whole-time Director, designated as CEO of the Company for a period of three years w.e.f. 5th August, 2021 upto 4th August, 2024 as an Ordinary Resolution for your approval.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Except, Mr. Parmod K. Duggal, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 6 of the Addendum to the Notice. Mr. Duggal is not related to any other Director or KMP of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of the Addendum to the Notice for the approval by the Members.

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS8193

Place: New Delhi
Dated: August 4, 2021

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 Director recommended for appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2	
Particulars	Mr. Parmod K. Duggal (DIN: 02382912)
Age (years)	51
Qualification	Chartered Accountant, Company Secretary & Cost Accountant
Experience and expertise	<p>Mr. Parmod K. Duggal has around 29 years of rich experience in areas of Marketing, Finance, Corporate & Strategic Planning, Cost Management and Joint Venture Management.</p> <p>Mr. Duggal has been associated with Subros Limited for past 18 years and instrumental in its growth by bringing the New business opportunities to the Company. He is also a member of the Strategic Executive Committee (SEC) for formulation of long term strategy for the Company.</p>
Terms & Conditions of appointment	As detailed in the resolution and explanatory statement
Details of Remuneration sought to be paid	As detailed in the resolution and explanatory statement
Remuneration last drawn	As per existing terms and conditions
Date of first appointment on the Board	August 5, 2021
Shareholding in the Company (including shareholding as a beneficial owner)	None
Relationship with other Directors, Manager and Key Managerial Personnel	None
Number of Board Meeting(s) attended during the year	None
Other Directorships (Including listed companies)	<ol style="list-style-type: none"> 1. Denso Subros Thermal Engineering Centre India Private Limited 2. GlobalYDK Electric Private Limited
Memberships / Chairpersonship of Committees	None
Name of listed entities from where the person has resigned in the past three years	None

