

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN	:	L74899DL1985PLC020134
ii) Registration Date	:	February 14, 1985
iii) Name of the Company	:	Subros Limited
iv) Category / Sub-Category of the Company	:	Public Company Limited by shares
v) Address of the Registered office and contact details	:	LGF, World Trade Centre Barakhamba Lane New Delhi-110 001 Tel. No.: 011-23414946-49
vi) Whether listed company	:	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	:	MCS Share Transfer Agent Limited Srivenkatesh Bhavan, F-65, Okhla Industrial Area Phase-I, New Delhi - 110 020 Tel. No.: 011-4140-6148

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1.	Automotive A.C. parts & Accessories of Automotive System	B-13-374.8	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN/Registration No.	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	Thai Subros Ltd No. 240/6 Ayodhya Tower 11th Floor, Soi Ratchadapisek 18, Ratchadapisek Road, Huai Kwang, Huai Kwang, Bangkok.	0-1155-51007-18-8	Subsidiary	100%	2(87)
2.	Denso Subros Thermal Engineering Centre India Private Limited <i>(change in name from Limited to Private Limited w.e.f 16-5-2019)</i> B-1/D-4, Ground Floor Mohan Co-operative Industrial Estate, Mathura Road, New Delhi 110044	U93000DL2011FTC212269	Associate	26%	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF	7206240	--	7206240	12.00	7206240	--	7206240	11.05	-0.95
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	16793760	--	16793760	28.00	16793760	--	16793760	25.74	-2.26
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (1)	24000000	--	24000000	40.00	24000000	--	24000000	36.79	-3.21
2. Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (2)	--	--	--	--	--	--	--	--	--
Total Share-holding of Promoters (A) = (A) (1) + (A) (2)	24000000	--	24000000	40.00	24000000	--	24000000	36.79	-3.21

*Note: The percentage (%) change in equity to total shares has reduced only due to the issue of equity shares on preferential basis to Denso Corporation, Japan.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3972666	--	3972666	6.62	4230947	--	4230947	6.49	-0.13
b) Banks/FI	1547	--	1547	--	45779	--	45779	0.07	0.07
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	256965	2500	259465	0.43	369002	2500	371502	0.57	0.14
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B) (1)	4231178	2500	4233678	7.05	4645728	2500	4648228	7.13	0.08

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i. Indian	2544574	3411610	5956184	9.93	4660478	2400000	7060478	10.82	0.89
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	6444053	736280	7180333	11.98	6368155	606924	6975079	10.70	-1.28
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1662540	768640	2431180	4.06	1000741	--	1000741	1.53	-2.53
c) Others (specify)									
i. NRI	376042	--	376042	0.63	485191	--	485191	0.74	0.11
ii. Foreign Collaborator	7800000	7800000	15600000	26.00	20847150	--	20847150	31.96	5.96
iii. Clearing Members			--	--	--	--	--	--	--
iv. Trust & Foundations	15800	--	15800	0.03	600	--	600	0.00	-0.03
v. IEPF	195383	--	195383	0.33	218283	--	218283	0.33	--
Sub-total (B) (2)	19038392	12716530	31754922	52.95	33580598	3006924	36587522	56.08	3.13
Total Public Shareholding (B) = (B) 1+(B) 2	23269570	12719030	35988600	60.00	38226326	3009424	41235750	63.21	3.21
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	47269570	12719030	59988600	100.00	62226326	3009424	65235750	100.00	--

(ii) Shareholding of Promoters

Name of Shareholders	Share holding at the beginning of the year			Share holding at the end of the year			% Change during the year*
	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares of pledged/ encumbered to total shares	
Deeksha Holding Ltd	10137760	16.90	--	10137760	15.54	--	--
Jyotsna Holding Pvt. Ltd	3448000	5.75	--	3448000	5.29	--	--
RR Holdings Pvt. Ltd	3208000	5.35	--	3208000	4.92	--	--
Dr. Jyotsna Suri	1619200	2.70	--	1619200	2.48	--	--
Ramesh Suri (HUF)**	3040000	5.06	--	--	--	--	**
Mr. Ramesh Suri **	1419040	2.36	--	4459040	6.84	--	**
Ms. Ritu Suri	1128000	1.88	--	1128000	1.73	--	--
Total	24000000	40.00	--	24000000	36.79	--	--

*Note: The percentage (%) change in equity to total shares has reduced only due to the issue of equity shares on preferential basis to Denso Corporation, Japan.

** Note: Consequent to dissolution of Ramesh Suri (HUF) the equity shares have been vested with Mr. Ramesh Suri.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus/ sweat equity, etc.				
3	At the end of the year				

Kindly refer to Note in above table

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters are holders of GDRs & ADRs)

Shareholding at the Beginning of the Year							Cumulative Shareholding during the year	
S. No.	Name of the Shareholder	No of Shares	% of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason for change*	No. of Shares	% of total shares of the Company
1	Denso Corporation	7800000	13.00	31.03.2018				
				07.12.2018	5247150	Allotment	13047150	20.00
2	Suzuki Motor Corporation	7800000	13.00	31.03.2018	-	-	7800000	11.96
3	DSP Small Cap Fund	2082337	3.19	31.03.2018				
				25.05.2018	23645	Transfer	2105982	3.23
				01.06.2018	621	Transfer	2106603	3.23
				08.06.2018	14556	Transfer	2121159	3.25
				15.06.2018	3878	Transfer	2125037	3.26
				20.07.2018	83616	Transfer	2208653	3.39
				27.07.2018	11926	Transfer	2220579	3.40
				12.10.2018	15624	Transfer	2236203	3.43
				19.10.2018	14556	Transfer	2250759	3.45
				26.10.2018	53298	Transfer	2304057	3.53
				02.11.2018	2950	Transfer	2307007	3.54
				21.12.2018	34095	Transfer	2341102	3.59
				28.12.2018	28684	Transfer	2369786	3.63
4	Responsible Builders Pvt. Ltd	631823	0.97	31.12.2018	2598	Transfer	2372384	3.64
				04.01.2019	6049	Transfer	2378433	3.65
				30.09.2018	584400	Transfer	584400	0.90
				30.09.2018	586000	Transfer	1170400	1.79
				30.09.2018	586000	Transfer	1756400	2.69
5	SHS Transport Pvt. Ltd	631823	0.97	30.09.2018	489750	Transfer	489750	0.75
				30.09.2018	489750	Transfer	979500	1.50
6	Cold Form Engineering Pvt Ltd.	631823	0.97	18.05.2018	75000	Transfer	75000	0.11
				30.09.2018	463150	Transfer	538150	0.82
				30.09.2018	214582	Transfer	752732	1.15
7	UTI Transportation and Logistics Fund	631823	0.97	31.03.2018				
				05.10.2018	8649	Transfer	640472	0.98
				29.03.2019	100000	Transfer	740472	1.14

Shareholding at the Beginning of the Year							Cumulative Shareholding during the year	
S. No.	Name of the Shareholder	No of Shares	% of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason for change*	No. of Shares	% of total shares of the Company
8	Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd	913300	1.40	31.03.2018				
				06.04.2018	5304	Transfer	918604	1.41
				13.04.2018	13580	Transfer	932184	1.43
				20.04.2018	-6159	Transfer	926025	1.42
				27.04.2018	-5551	Transfer	920474	1.41
				04.05.2018	-6773	Transfer	913701	1.40
				18.05.2018	2415	Transfer	916116	1.40
				25.05.2018	-5192	Transfer	910924	1.40
				01.06.2018	2033	Transfer	912957	1.40
				29.06.2018	-6095	Transfer	906862	1.39
				06.07.2018	-9926	Transfer	896936	1.37
				13.07.2018	-15474	Transfer	881462	1.35
				10.08.2018	-3767	Transfer	877695	1.35
				17.08.2018	-683	Transfer	877012	1.34
				24.08.2018	-10987	Transfer	866025	1.33
				07.09.2018	-2549	Transfer	863476	1.32
				14.09.2018	-7235	Transfer	856241	1.31
				21.09.2018	-7927	Transfer	848314	1.30
				29.09.2018	-51932	Transfer	796382	1.22
				12.10.2018	8106	Transfer	804488	1.23
				19.10.2018	-365	Transfer	804123	1.23
				26.10.2018	-11023	Transfer	793100	1.22
				02.11.2018	-8402	Transfer	784698	1.20
				09.11.2018	1630	Transfer	786328	1.21
				16.11.2018	1598	Transfer	787926	1.21
				23.11.2018	-5815	Transfer	782111	1.20
				30.11.2018	31	Transfer	782142	1.20
				07.12.2018	-6696	Transfer	775446	1.19
				14.12.2018	4438	Transfer	779884	1.20
				21.12.2018	-4291	Transfer	775593	1.19
				28.12.2018	2878	Transfer	778471	1.19
				11.01.2019	1169	Transfer	779640	1.20
01.02.2019	1907	Transfer	781547	1.20				
08.02.2019	915	Transfer	782462	1.20				
15.02.2019	-2109	Transfer	780353	1.20				
22.02.2019	4105	Transfer	784458	1.20				
01.03.2019	14589	Transfer	799047	1.22				
08.03.2019	22975	Transfer	822022	1.26				
29.03.2019	-108974	Transfer	713048	1.09				

Shareholding at the Beginning of the Year							Cumulative Shareholding during the year	
S. No.	Name of the Shareholder	No of Shares	% of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason for change*	No. of Shares	% of total shares of the Company
9	Barclays Wealth Trustees India Private Limited	--	--	31.03.2018				
				30.11.2018	700000	Transfer	700000	1.07
				08.02.2019	-19000	Transfer	681000	1.04
				15.02.2019	-13450	Transfer	667550	1.02
				01.03.2019	-19069	Transfer	648481	0.99
				08.03.2019	-15291	Transfer	633190	0.97
				29.03.2019	-50233	Transfer	582957	0.89
10	Godawri Capital Pvt. Ltd	155850	0.26	31.03.2018				
				18.05.2018	391250	Transfer	547100	0.84

*Transfer includes consolidation

v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	14,19,040	2.36	14,19,040	2.18
2.	Date wise Increase / Decrease in Promoters Share holding during the year (Consequent to dissolution of Ramesh Suri (HUF) on 28 March 2019), the equity shares have been vested with Mr. Ramesh Suri.	-	-	30,40,000	4.66
3.	At the End of the year	14,19,040	2.36	44,59,040	6.84

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	16,19,200	2.70	16,19,200	2.48
2.	Date wise Increase / Decrease in Promoters Share holding during the year	--	--	--	--
3.	At the End of the year	16,19,200	2.70	16,19,200	2.48

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	24,883.40	13,627.83	--	38,511.23
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	124.41	19.80	--	144.21
Total (i+ii+iii)	25,007.81	13,647.63	-	38,655.44

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	--	--	--	--
• Reduction	3,441.58	10,694.57	--	14,136.15
Net Change	-3,441.58	-10,694.57	--	-14,136.15
Indebtedness at the end of the financial year				
i) Principal Amount	21,458.79	2,953.06	--	24411.85
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	107.44	--	--	107.44
Total (i+ii+iii)	21,566.23	2,953.06	--	24,519.29

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S. No.	Particulars of Remuneration	Name of MD/WTD/Manger		Total Amount (in Rs.)
		Mr. Ramesh Suri (Chairman)	Ms. Shradha Suri (Managing Director)	
		(in Rs.)	(in Rs.)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income -Tax Act, 1961	48,00,000	2,14,81,956	2,62,81,956
	(b) Value of perquisite s u/s 17(2) Income-Tax Act, 1961	79,200	79,200	1,58,400
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	-As % of profit	119,44,687	40,31,693	159,76,380
	-Others, specify	--	--	--
5	Others, please specify			
	(Gratuity)	--	24,006	24,006
	(Provident Fund)	--	10,96,950	10,96,950
	TOTAL (A)	1,68,23,887	2,67,13,805	4,35,37,692
	Ceiling as per the Act (Rs. In Lakhs)*		1194.47	

*Being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

B. Remuneration to other Directors Independent Directors

S. No	Particulars of Remuneration	Name of Directors						Total Amount (in Rs.)
		Mr. G.N. Mehra	Mr. K.R. Ramamoorthy	Mr. Shailendra Swarup	Mrs. Meena Sethi	Mr. M.A. Pathan	Mr. Arvind Kapur	
1	Fee for attending Board/ Committee Meetings	11,40,000	5,00,000	4,90,000	9,60,000	5,40,000	1,50,000	37,80,000
	Commission	--	--	--	--	--	--	--
	Others (Sitting Fees for other Meetings)	20,000	--	--	--	20,000	--	40,000
	TOTAL (1)	11,60,000	5,00,000	4,90,000	9,60,000	5,60,000	1,50,000	38,20,000

Other Non-Executive Directors

S. No.	Particulars of Remuneration	Name of Directors	Total Amount (in Rs.)
2.	Fee for attending Board/Committee Meetings	Dr. Jyotsna Suri	2,00,000
	Commission	2,00,000	
	Others, please specify	--	
	TOTAL (2)	2,00,000	2,00,000
	TOTAL (B) = 1+2		***40,20,000
	Total Managerial Remuneration		*475,57,692
	Overall Ceiling as per the Act	Rs. 1313.92 Lakhs**	

* Total remuneration to Managing Director, Whole-Time Director and other Directors (being the total of A and B).

** Being 11% of the Net profits of the Company calculated as per section 198 of the Companies Act, 2013.

***The total amount of Rs.40, 20,000 paid sitting fee for Board and Committee/other meetings which is not the part of 1% ceiling as per the Act.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (in Rs.)
		Mr. Manoj K. Sethi (CFO)	Mr. Rakesh Arora (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	84,09,175	41,60,952	125,70,127
	(b) Value of perquisites u/s 17(2) Income - Tax Act, 1961	28,800	--	28,800
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission As % of profit Others, specify	--	--	--
5	Others, please specify (Gratuity)	79,330	64,504	1,43,834
	(Provident Fund)	290,822	137,376	4,28,198
	TOTAL	88,08,127	43,62,832	131,70,959

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					