

SL/BSE/NSE/2021-22/

June 29, 2021

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
'Exchange Plaza' C-1 , Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051.
Security ID: SUBROS

Dy. General Manager,
Department of Corporate Services,
BSE LIMITED,
First Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001.
Security ID: 517168

Dear Sir/Madam,

Sub: Outcome of Board Meeting

Ref: Regulation 30, Regulation 42 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the following:

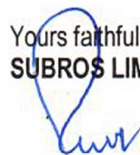
- (1) Audited financial results for the quarter and year ended 31st March, 2021, duly approved by the Board of Directors in the Meeting held on 29th June, 2021 along with unmodified results declaration. **(Annexure-A)**
- (2) Auditors Report for audited financial results for the financial year ended 31st March, 2021. **(Annexure-B)**
- (3) The Board has recommended a dividend of Rs. 0.70 (35 %) per equity share of Rs. 2/- each for the year ended 31st March, 2021. The dividend is subject to approval of shareholders at the ensuing annual general meeting of the Company.
- (4) The register of Members will remain closed from 8th September, 2021 to 14th September, 2021 (both days inclusive).
- (5) The ensuing annual general meeting of the Company is scheduled to be held on Tuesday, the 14th September, 2021 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
- (6) Presentation to be shared with the analysts/institutional investors in respect of the above said audited financial results for the quarter and year ended 31st March, 2021. **(Annexure-C)**

The Board Meeting commenced at 11.30 a.m. and concluded at 02.00 p.m.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
SUBROS LIMITED



Rakesh Arora
Company Secretary

SUBROS LIMITED

Corporate & Registered Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi 110001 (India). **Tel:** 23414946-49 | **Fax:** 01123414945

Noida Office: B - 188, Phase - II, Noida 201304, Distt: Gautam Budh Nagar (U.P.) **Tel:** +91 1202562226, 2460135 | **Fax:** +91 120 2562783

Website: www.subros.com | **CIN:** L74899DL1985PLC020134

SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI-110001
CIN :- L74899DL1985PLC020134; Tel: 011-23414946 Fax: 011-23414945
website:www.subros.com ; email:rakesh.arora@subros.com

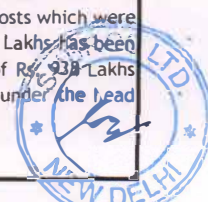
STATEMENT OF UNAUDITED/AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2021

(Rs. in lakhs)

S. No.	Particulars	Quarter ended			Year ended	
		31st March, 2021 (UNAUDITED) (Refer note 8)	31st December, 2020 (UNAUDITED)	31st March, 2020 (UNAUDITED) (Refer note 8)	31st March, 2021 (AUDITED)	31st March, 2020 (AUDITED)
I	Revenue from operations	65,993	60,385	45,847	1,79,565	1,99,280
II	Other Income	206	344	861	1,031	1,999
III	Total Revenue (I + II)	66,199	60,729	46,708	1,80,596	2,01,279
IV	Expenses					
	a) Cost of materials consumed	49,240	43,610	32,354	1,30,355	1,40,882
	b) Changes in inventories of finished goods and work-in progress	(428)	(252)	(287)	(1,340)	(92)
	c) Employee benefits expense	5,188	5,327	4,970	18,752	20,727
	d) Finance costs	261	328	518	1,625	3,634
	e) Depreciation and amortization expense	2,421	2,485	2,277	9,211	9,030
	f) Other expenses	5,607	5,070	4,648	16,421	18,859
	Total expenses (IV)	62,289	56,568	44,480	1,75,024	1,93,040
V	Profit/(Loss) before exceptional items and tax (III - IV)	3,910	4,161	2,228	5,572	8,239
VI	Exceptional Items (Refer Note 4)	-	-	-	-	4,129
VII	Profit/(Loss) before tax (V + VI)	3,910	4,161	2,228	5,572	12,368
VIII	Tax expense					
	(a) Current Tax	167	649	533	816	2,282
	(b) Deferred Tax	1,186	769	86	86	1,629
IX	Profit/(Loss) for the period/year (VII - VIII)	2,557	2,743	1,609	4,670	8,457
X	Other Comprehensive Income					
	<u>Items that will not be reclassified to profit or loss</u>					
	(a) Gain/(Loss) of defined benefit obligations	76	(17)	(154)	143	(333)
	(b) Income tax relating to above	(27)	6	54	(50)	116
	Other Comprehensive Income for the period/year (net of tax) (a+b)	49	(11)	(100)	93	(217)
XI	Total Comprehensive Income for the period/year (IX + X)	2,606	2,732	1,509	4,763	8,240
XII	Paid-up equity share capital	1,305	1,305	1,305	1,305	1,305
XIII	Face value of share (Rs.)	2	2	2	2	2
XIV	Earnings per share (of Rs. 2 each) (not annualized)					
	Basic	3.92	4.20	2.46	7.16	12.96
	Diluted	3.92	4.20	2.46	7.16	12.96

Notes:

- The above financial results were reviewed by the Audit Committee at their meeting held on 28th June, 2021 and subsequently approved by the Board of Directors at their meeting held on 29th June, 2021.
- The financial results of the Company have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards ("IND AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.
- The Company's operations comprise of only one segment i.e. Thermal products. Hence, no further information is required to be given in respect of segment.
- There was a fire accident in one of the plants of the Company situated at Manesar on 29th May, 2016. The fire had severely impacted the building, stocks, plant & machinery. These assets were adequately insured with reinstatement clause and a claim was made with the Insurance Company. Special/urgent actions to restart supplies to the customer post fire incident had resulted into additional costs which were included under the head Exceptional Items in the Statement of Profit and Loss in the earlier years. An amount of Rs. 5,067 Lakhs has been assessed, settled and received during the year ended 31st March, 2020 and accordingly Rs. 4,129 Lakhs, over and above of Rs. 938 Lakhs disclosed as recoverable under the head "Other Financial Assets" as on 31st March, 2019, has been disclosed as an income under the head Exceptional Items for the year ended 31st March, 2020.



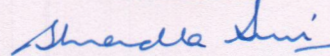
- 5 The outbreak of Covid-19 pandemic has created economic disruption throughout the world including India. The Company's operations have been adversely impacted due to the consequent lockdown announced by the Government of India due to which the operations were suspended for part of the first quarter and gradually resumed with requisite precautions.

The Company has considered the possible effects that may result from COVID-19 in the preparation of these standalone financial results for the quarter and year ended 31st March, 2021. While assessing the carrying value of its assets and liabilities, the Company has considered internal and external information available, and based on such information and assessment, has concluded that no further adjustments are required to be made to these standalone financial results. However, given the evolving scenario and uncertainties with respect to nature and duration, the impact of the pandemic may differ from that estimated as at the date of approval of these standalone financial results. The Company will continue to closely monitor any material changes to future economic conditions.

- 6 In financial year 2019-20, the tax laws were amended, providing an option to pay tax at 22% plus applicable surcharge and cess ("New Rate") effective 1st April, 2019, with a condition that the Company will need to surrender specified deductions / incentives. Based on the assessment of future taxable profits, the Company decided to continue with the rate of 30% plus applicable surcharge and cess until the Minimum Alternate Tax (MAT) credit asset balance is utilised and opt for the New Rate thereafter. The Company re-measured its deferred tax balances accordingly.
- 7 The Board of directors have recommended a final dividend of Rs. 0.70/equity share (35% on face value of equity shares of Rs. 2 each) for the year ended 31st March, 2021. The dividend is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
- 8 Figures for the quarters ended 31st March, 2021 and 2020 represent the difference between the audited figures in respect of full financial years and the published figures for the nine months ended 31st December, 2020 and 2019, respectively which were subject to limited review.

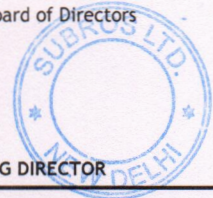
For and on behalf of the Board of Directors

SUBROS LIMITED



SHRADHA SURI

CHAIRPERSON & MANAGING DIRECTOR



Place : New Delhi

Dated : 29th June, 2021

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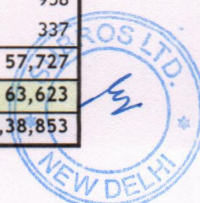
SUBROS LIMITED

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 Tel: 011-23414946 Fax: 011-23414945

STATEMENT OF STANDALONE ASSETS AND LIABILITIES

(Rs. in lakhs)

Particulars	As at 31st March, 2021 (AUDITED)	As at 31st March, 2020 (AUDITED)
ASSETS		
Non-current assets		
Property, plant and equipment	59,517	59,166
Right-of-use assets	2,030	2,194
Capital work-in-progress	1,344	3,970
Intangible assets	12,945	15,184
Intangible assets under development	4,017	2,626
Investment in joint venture	177	177
Financial assets		
i) Investment	300	-
ii) Loans	867	940
iii) Other financial assets	-	23
Non-current tax assets (net)	68	59
Other non-current assets	488	384
Total non-current assets	81,753	84,723
Current assets		
Inventories	28,141	23,423
Financial assets		
i) Trade receivables	20,427	18,929
ii) Cash and cash equivalents	3,276	437
iii) Bank balance other than (ii) above	8,640	8,654
iv) Loans	79	95
v) Other financial assets	267	993
Other current assets	2,312	1,599
Total current assets	63,142	54,130
TOTAL ASSETS	1,44,895	1,38,853
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,305	1,305
Other equity	78,167	73,925
Total equity	79,472	75,230
LIABILITIES		
Non-current liabilities		
Financial liabilities		
- Borrowings	2,497	2,276
- Lease liabilities	792	877
Deferred tax liabilities (net)	1,774	1,638
Provisions	1,109	1,105
Total non-current liabilities	6,172	5,896
Current liabilities		
Financial liabilities		
i) Borrowings	-	8,982
ii) Lease liabilities	129	135
iii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	170	114
- Total outstanding dues of creditors other than micro enterprises and small enterprises	51,301	38,402
iv) Other financial liabilities	4,435	7,114
Contract liabilities	532	557
Other current liabilities	2,010	1,128
Provisions	674	958
Current tax liabilities	-	337
Total current liabilities	59,251	57,727
TOTAL LIABILITIES	65,423	63,623
TOTAL EQUITY AND LIABILITIES	1,44,895	1,38,853



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STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2021

(Rs. In Lakhs)

Particulars	Year Ended	
	31st March, 2021 (AUDITED)	31st March, 2020 (AUDITED)
Cash flow from operating activities		
Profit before tax	5,572	12,368
Adjustments for:		
Depreciation and amortization expense	9,211	9,030
Net (profit)/ loss on disposal of property, plant and equipment	34	(2)
Interest income on financial assets at amortized cost and others	(526)	(683)
Profit on liquidation of subsidiary	-	-
Finance costs	1,625	3,634
Provision for inventory obsolescence made / (written back)	(6)	354
Unrealized foreign currency loss / (gain) (net)	(843)	284
Loss allowance	189	-
Fair value changes on derivatives	938	(1,045)
Operating profit before working capital changes	16,194	23,940
Adjustments for Changes in working capital:		
(Increase)/ Decrease in loans (non-current)	73	22
(Increase)/ Decrease in other financial assets (non-current)	22	32
(Increase)/ Decrease in inventories	(4,712)	1,144
(Increase)/ Decrease in trade receivables	(1,687)	(2,197)
(Increase)/ Decrease in loans (current)	15	13
(Increase)/ Decrease in bank balances other than cash and cash equivalents	11	(317)
(Increase)/ Decrease in other financial assets (current)	-	2,492
(Increase)/ Decrease in other current assets	(713)	645
Increase/ (Decrease) in non-current provisions	148	135
Increase/ (Decrease) in trade payables	13,696	(755)
Increase/ (Decrease) in contract liabilities	(25)	(46)
Increase/ (Decrease) in other financial liabilities (current)	(1,627)	1,195
Increase/ (Decrease) in other current liabilities	882	(409)
Increase/ (Decrease) in current provisions	(284)	184
Cash generated from operations	21,993	26,078
Income tax paid (net)	(1,161)	(2,200)
Net cash inflow from operating activities	20,832	23,878
Cash flow from investing activities		
Payments for property, plant and equipment, capital work-in-progress, intangible assets and intangible assets under development	(6,352)	(9,812)
Payment for purchase of investment	(300)	-
Proceeds from liquidation of investment in subsidiary	-	52
Proceeds from sale of property, plant and equipment	128	28
Interest received	687	456
Net cash (outflow) from investing activities	(5,837)	(9,276)
Cash flow from financing activities		
Proceeds from long term borrowings	1,500	-
Repayment of long term borrowings	(2,643)	(5,958)
Principal element of lease payment	(92)	(82)
Proceeds / (repayment) of short term borrowings	(8,982)	(4,049)
Interest paid	(1,417)	(3,707)
Dividend paid	(522)	(848)
Dividend distribution tax	-	(174)
Net cash (outflow) from financing activities	(12,156)	(14,818)
Net increase / (decrease) in cash and cash equivalents	2,839	(216)
Cash and cash equivalents at the beginning of the financial year	437	653
Cash and cash equivalents at the end of the financial year	3,276	437
Cash and cash equivalents as per above comprise of the following:		
Cash on hand	4	11
Balance with banks	3,272	426
	3,276	437

* Below rounding off norms.

Note:

a) The above statement of cash flows has been prepared under the "indirect Method" as set out in the Indian Accounting Standard 7 "Statement of cash flows".

b) Figures in brackets indicate cash outflow.



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Price Waterhouse Chartered Accountants LLP

Independent auditor's report

To the Members of Subros Limited

Report on the audit of the Standalone financial statements

Opinion

1. We have audited the accompanying standalone financial statements of Subros Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

4. We draw your attention to Note 39 to the standalone financial statements, which describes the management's assessment of the impact of outbreak of Coronavirus (Covid-19) on the business operations of the Company. The management believes that no adjustments, other than those already considered, are required in the standalone financial statements, however, in view of the highly uncertain economic environment, a definitive assessment of the impact on subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Key audit matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



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Price Waterhouse (a Partnership Firm) Converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPINAAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Key audit matter	How our audit addressed the key audit matter
<p>Appropriateness of capitalisation of internal development costs</p> <p>[Refer note 2 (significant accounting policies) and note 4 (intangible assets under development) to the standalone financial statements]</p> <p>During the year ended March 31, 2021, the Company has capitalized significant costs incurred on internal development of Intangible Assets amounting to Rs. 2,731.80 lakhs under the head 'Intangible assets under development'. These intangible assets are predominantly in relation to the projects awarded by original equipment manufacturers. The costs mainly comprise employees' payroll and other costs.</p> <p>The capitalization of internal development costs was a key audit matter due to the amount of the internal development costs capitalized and judgement involved in assessing whether the criteria for capitalisation set out in the Indian Accounting Standard (Ind AS) 38 "Intangible Assets" had been met.</p> <p>Significant judgement was made by the management in the determination of –</p> <p>i) whether the costs incurred is towards development of product or in the nature of research,</p> <p>ii) the costs, including payroll costs, were directly attributable to relevant projects, and</p> <p>iii) key assumptions such as future revenue, margins and the discount rate used to assess the future cash flows from the expected use of such assets once developed and capitalised.</p>	<p>We performed the following procedures, amongst others</p> <ul style="list-style-type: none"> - Understood and evaluated the financial controls for the capitalisation of internal development costs and tested such controls. - Assessed the appropriateness of capitalization of product development costs with the criteria to capitalize product development costs and held discussion with the management to understand their assessment to support the product's commercial viability. - Tested the accuracy and allocation of capitalized payroll and other costs and assessed whether these are directly attributable to the development as against research. - Assessed appropriateness of the assumptions underlying cash flow forecasts including the future revenue, expected margins to be achieved with reference to historical data and management approved margins in the AOP (Annual Operating Plan), inputs used by the Management to calculate the discount rate applied by comparing this to the cost of capital for the Company. We also involved auditor's expert to evaluate the reasonability of cost of capital of the Company used to discount the future cash flows expected from the asset once developed and capitalised. - Performed a sensitivity analysis over the key assumptions which included assessing the impact of change in those assumptions that would be required for future economic benefits falling short of the carrying value of capitalized internal development costs. <p>As a result of the above procedures, the capitalisation of internal development costs by the Company was considered to be appropriate.</p>

Other Information

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report, but does not include the standalone financial statements and our auditor's report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the standalone financial statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone financial statements

9. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
15. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

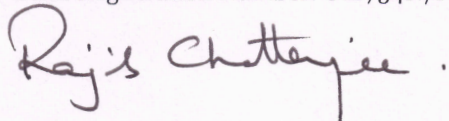


INDEPENDENT AUDITOR'S REPORT

To the Members of Subros Limited
Report on audit of the Standalone Financial Statements
Page 5 of 5

- (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 26.
 - ii. The Company has long-term contracts as at March 31, 2021 for which there were no material foreseeable losses. The Company does not have long-term derivative contracts as at March 31, 2021.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2021.
16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Rajib Chatterjee
Partner
Membership Number 057134

UDIN: 21057134AAAAAI3723

Place of the Signature: Gurugram
Date: June 29, 2021

SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI-110001

CIN :- L74899DL1985PLC020134; Tel: 011-23414946 Fax: 011-23414945

website:www.subros.com ; email:rakesh.arora@subros.com



STATEMENT OF UNAUDITED/AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2021

(Rs. in lakhs)

S. No.	Particulars	Quarter ended			Year ended	
		31st March, 2021 (UNAUDITED) (Refer note 9)	31st December, 2020 (UNAUDITED)	31st March, 2020 (UNAUDITED) (Refer note 9)	31st March, 2021 (AUDITED)	31st March, 2020 (AUDITED)
I	Revenue from operations	65,993	60,385	45,847	1,79,565	1,99,280
II	Other Income	206	344	861	1,031	2,035
III	Total Revenue (I + II)	66,199	60,729	46,708	1,80,596	2,01,315
IV	Expenses					
	a) Cost of materials consumed	49,240	43,610	32,354	1,30,355	1,40,882
	b) Changes in inventories of finished goods and work-in progress	(428)	(252)	(287)	(1,340)	(92)
	c) Employee benefits expense	5,188	5,327	4,970	18,752	20,727
	d) Finance costs	261	328	518	1,625	3,634
	e) Depreciation and amortization expense	2,421	2,485	2,277	9,211	9,030
	f) Other expenses	5,607	5,070	4,648	16,421	18,859
	Total expenses (IV)	62,289	56,568	44,480	1,75,024	1,93,040
V	Share of profits/(losses) of Joint Venture accounted for using equity method	67	-	56	68	(8)
VI	Profit/(Loss) before exceptional items and tax (III - IV + V)	3,977	4,161	2,284	5,640	8,267
VII	Exceptional Items (Refer Note 4)	-	-	-	-	4,129
VIII	Profit/(Loss) before tax (VI + VII)	3,977	4,161	2,284	5,640	12,396
IX	Tax expense					
	(a) Current Tax	167	649	533	816	2,282
	(b) Deferred Tax	1,186	769	86	86	1,629
X	Profit/(Loss) for the period/year (VIII - IX)	2,624	2,743	1,665	4,738	8,485
XI	Other Comprehensive Income					
	<u>Items that will be reclassified to profit or loss</u>					
	(a) Exchange differences on translation of foreign operations	-	-	1	-	-
	(b) Income tax relating to above item	-	-	-	-	-
	<u>Items that will not be reclassified to profit or loss</u>					
	(c) Loss on remeasurements of post employment benefit obligations	76	(17)	(154)	143	(333)
	(d) Share of other comprehensive income of Joint Venture accounted for using equity method	1	-	(3)	1	(3)
	(e) Income tax relating to above	(27)	6	55	(50)	117
	Other Comprehensive Income for the period/year (net of tax) (a+b+c+d+e)	50	(11)	(101)	94	(219)
XII	Total Comprehensive Income for the period/year (X + XI)	2,674	2,732	1,564	4,832	8,266
XIII	Paid-up equity share capital	1,305	1,305	1,305	1,305	1,305
XIV	Face value of share (Rs.)	2	2	2	2	2
XV	Earnings per share (of Rs. 2 each) (not annualized)					
	Basic	4.02	4.20	2.55	7.26	13.00
	Diluted	4.02	4.20	2.55	7.26	13.00

Below rounding off norms.

Notes:

- The above financial results were reviewed by the Audit Committee at their meeting held on 28th June, 2021 and subsequently approved by the Board of Directors at their meeting held on 29th June, 2021.
- The consolidated financial results of the Company and its joint venture have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards ("IND AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.



- 3 The Company and its joint venture's operations comprise of only one segment i.e. Thermal products. Hence, no further information is required to be given in respect of segment.
- 4 There was a fire accident in one of the plants of the Company situated at Manesar on 29th May, 2016. The fire had severely impacted the building, stocks, plant & machinery. These assets were adequately insured with reinstatement clause and a claim was made with the Insurance Company. Special/urgent actions to restart supplies to the customer post fire incident had resulted into additional costs which were included under the head Exceptional Items in the Statement of Profit and Loss in the earlier years. An amount of Rs. 5,067 Lakhs has been assessed, settled and received during the year ended 31st March, 2020 and accordingly Rs. 4,129 Lakhs, over and above of Rs. 938 Lakhs disclosed as recoverable under the head "Other Financial Assets" as on 31st March, 2019, has been disclosed as an income under the head Exceptional Items for the year ended 31st March, 2020.
- 5 The consolidated financial results include the results of the following entities namely, Thai Subros Limited (Subsidiary) for the period upto 1st August, 2019 (date of liquidation) and Denso Subros Thermal Engineering Centre India Private Limited (Joint Venture).
- 6 The outbreak of Covid-19 pandemic has created economic disruption throughout the world including India. The Company and its joint venture's operations have been adversely impacted due to the consequent lockdown announced by the Government of India due to which the operations were suspended for part of the first quarter and gradually resumed with requisite precautions.
- The Company and its joint venture have considered the possible effects that may result from COVID-19 in the preparation of these consolidated financial results for the quarter and year ended 31st March, 2021. While assessing the carrying value of its assets and liabilities, the Company and its joint venture have considered internal and external information available, and based on such information and assessment, have concluded that no further adjustments are required to be made to these consolidated financial results. However, given the evolving scenario and uncertainties with respect to nature and duration, the impact of the pandemic may differ from that estimated as at the date of approval of these consolidated financial results. The Company and its joint venture will continue to closely monitor any material changes to future economic conditions.
- 7 In financial year 2019-20, the tax laws were amended, providing an option to pay tax at 22% plus applicable surcharge and cess ("New Rate") effective 1st April, 2019, with a condition that the Company will need to surrender specified deductions / incentives. Based on the assessment of future taxable profits, the Company decided to continue with the rate of 30% plus applicable surcharge and cess until the Minimum Alternate Tax (MAT) credit asset balance is utilised and opt for the New Rate thereafter. The Company re-measured its deferred tax balances accordingly.
- 8 The Board of directors have recommended a final dividend of Rs. 0.70/equity share (35% on face value of equity shares of Rs. 2 each) for the year ended 31st March, 2021. The dividend is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
- 9 Figures for the quarters ended 31st March, 2021 and 2020 represent the difference between the audited figures in respect of full financial years and the published figures for the nine months ended 31st December, 2020 and 2019, respectively which were subject to limited review.

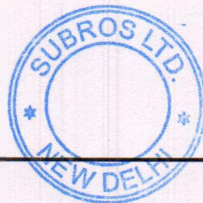
For and on behalf of the Board of Directors

SUBROS LIMITED



SHRADHA SURI

CHAIRPERSON & MANAGING DIRECTOR



Place : New Delhi

Dated : 29th June, 2021

SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBHA LANE, NEW DELHI-110001
 CIN :- L74899DL1985PLC020134; Website:www.subros.com ; Email:rakesh.arora@subros.com
 Tel: 011-23414946 Fax: 011-23414945

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In lakhs)

Particulars	As at 31st March, 2021 (AUDITED)	As at 31st March, 2020 (AUDITED)
ASSETS		
Non-current assets		
Property, plant and equipment	59,517	59,166
Right of use assets	2,030	2,194
Capital work-in-progress	1,344	3,970
Intangible assets	12,945	15,184
Intangible assets under development	4,017	2,626
Investment accounted for using the equity method	214	146
Financial assets		
i) Investment	300	-
ii) Loans	867	940
iii) Other financial assets	-	23
Non-current tax assets (net)	68	59
Other non-current assets	488	384
Total non-current assets	81,790	84,692
Current assets		
Inventories	28,141	23,423
Financial assets		
i) Trade receivables	20,427	18,929
ii) Cash and cash equivalents	3,276	437
iii) Bank balance other than (ii) above	8,640	8,654
iv) Loans	79	95
v) Other financial assets	267	993
Other current assets	2,312	1,599
Total current assets	63,142	54,130
TOTAL ASSETS	1,44,932	1,38,822
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,305	1,305
Other equity	78,207	73,896
Total equity	79,512	75,201
LIABILITIES		
Non-current liabilities		
Financial liabilities		
- Borrowings	2,497	2,276
- Lease liabilities	792	877
Deferred tax liabilities (net)	1,771	1,636
Provisions	1,109	1,105
Total non-current liabilities	6,169	5,894
Current liabilities		
Financial liabilities		
i) Borrowings	-	8,982
ii) Lease liabilities	129	135
iii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	170	114
- Total outstanding dues of creditors other than micro enterprises and small enterprises	51,301	38,402
iv) Other financial liabilities	4,435	7,114
Contract liabilities	532	557
Other current liabilities	2,010	1,128
Provisions	674	958
Current tax liabilities	-	337
Total current liabilities	59,251	57,727
TOTAL LIABILITIES	65,420	63,621
TOTAL EQUITY AND LIABILITIES	1,44,932	1,38,822



SUBROS LIMITED

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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st March, 2021

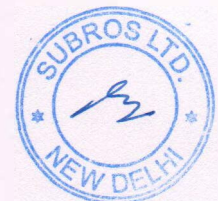
(Rs. In Lakhs)

Particulars	Year Ended	Year Ended
	31st March, 2021 (AUDITED)	31st March, 2020 (AUDITED)
Cash flow from operating activities		
Profit before tax	5,640	12,396
Adjustments for:		
Depreciation and amortization expense	9,211	9,030
Net (profit)/loss on disposal of property, plant and equipment	34	(2)
Interest income on financial assets at amortized cost and others	(526)	(683)
Finance costs	1,625	3,634
Provision for inventory obsolescence made / (written back)	(6)	354
Unrealized foreign currency loss (net)	(843)	284
Reclassification of foreign currency translation reserve on liquidation of subsidiary	-	(36)
Loss allowance	189	-
Fair value changes on derivatives	938	(1,045)
Share of net (profit) / loss of joint venture accounted for using equity method	(68)	8
Operating profit before working capital changes	16,194	23,940
Adjustments for Changes in working capital:		
(Increase)/ Decrease in loans (non-current)	73	22
(Increase)/ Decrease in other financial assets (non-current)	22	32
(Increase)/ Decrease in inventories	(4,712)	1,144
(Increase)/ Decrease in trade receivables	(1,687)	(2,197)
(Increase)/ Decrease in loans (current)	15	13
(Increase)/ Decrease in bank balances other than cash and cash equivalents	11	(317)
(Increase)/ Decrease in other financial assets (current)	-	2,492
(Increase)/ Decrease in other current assets	(713)	645
Increase/ (Decrease) in non-current provisions	148	135
Increase/ (Decrease) in trade payables	13,696	(756)
Increase/ (Decrease) in contract liabilities	(25)	(46)
Increase/ (Decrease) in other financial liabilities (current)	(1,627)	1,195
Increase/ (Decrease) in other current liabilities	882	(409)
Increase/ (Decrease) in current provisions	(284)	184
Cash generated from operations	21,993	26,077
Income tax paid (net)	(1,161)	(2,200)
Net cash inflow from operating activities	20,832	23,877
Cash flow from investing activities		
Payments for property, plant and equipment, capital work-in-progress, intangible assets and intangible assets under development	(6,352)	(9,812)
Payment for purchase of investment	(300)	-
Proceeds from sale of property, plant and equipment	128	28
Interest received	687	456
Net cash (outflow) from investing activities	(5,837)	(9,328)
Cash flow from financing activities		
Proceeds from long term borrowings	1,500	-
Repayment of long term borrowings	(2,643)	(5,958)
Principal element of lease payment	(92)	(82)
Proceeds / (repayment) of short term borrowings	(8,982)	(4,049)
Interest paid	(1,417)	(3,707)
Dividend paid	(522)	(848)
Dividend distribution tax	-	(174)
Net cash (outflow) from financing activities	(12,156)	(14,818)
Net increase / (decrease) in cash and cash equivalents	2,839	(269)
Cash and cash equivalents at the beginning of the financial year	437	706
Cash and cash equivalents at the end of the financial year	3,276	437
Cash and cash equivalents as per above comprise of the following:		
Cash on hand	4	11
Balance with banks	3,272	426
	3,276	437

Note:

a) The above statement of cash flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 "Statement of cash flows".

b) Figures in brackets indicate cash outflow.



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Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Members of Subros Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Subros Limited (hereinafter referred to as the "Company") and its joint venture (refer Note 35 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its joint venture as at March 31, 2021, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 15 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

4. We draw your attention to Note 40 to the consolidated financial statements, which describes the management's assessment of the impact of outbreak of Coronavirus (Covid-19) on the business operations of the Company and its joint venture. The management believes that no adjustments, other than those already considered, are required in the consolidated financial statements, however, in view of the highly uncertain economic environment, a definitive assessment of the impact on subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.



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Price Waterhouse (a Partnership Firm) Converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPINAAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Appropriateness of capitalisation of internal development costs</p> <p>[Refer note 2 (significant accounting policies) and note 4 (intangible assets under development) to the consolidated financial statements]</p> <p>During the year ended March 31, 2021, the Company has capitalized significant costs incurred on internal development of Intangible Assets amounting to Rs. 2,731.80 lakhs under the head 'Intangible assets under development'. These intangible assets are predominantly in relation to the projects awarded by original equipment manufacturers. The costs mainly comprise employees' payroll and other costs.</p> <p>The capitalization of internal development costs was a key audit matter due to the amount of the internal development costs capitalized and judgement involved in assessing whether the criteria for capitalisation set out in the Indian Accounting Standard (Ind AS) 38 "Intangible Assets" had been met.</p> <p>Significant judgement was made by the management in the determination of –</p> <p>i) whether the costs incurred is towards development of product or in the nature of research,</p> <p>ii) the costs, including payroll costs, were directly attributable to relevant projects, and</p> <p>iii) key assumptions such as future revenue, margins and the discount rate used to assess the future cash flows from the expected use of such assets once developed and capitalised.</p>	<p>We performed the following procedures, amongst others</p> <ul style="list-style-type: none"> - Understood and evaluated the financial controls for the capitalisation of internal development costs and tested such controls. - Assessed the appropriateness of capitalization of product development costs with the criteria to capitalize product development costs and held discussion with the management to understand their assessment to support the product's commercial viability. - Tested the accuracy and allocation of capitalized payroll and other costs and assessed whether these are directly attributable to the development as against research. - Assessed appropriateness of the assumptions underlying cash flow forecasts including the future revenue, expected margins to be achieved with reference to historical data and management approved margins in the AOP (Annual Operating Plan), inputs used by the Management to calculate the discount rate applied by comparing this to the cost of capital for the Company. We also involved auditor's expert to evaluate the reasonability of cost of capital of the Company used to discount the future cash flows expected from the asset once developed and capitalised. - Performed a sensitivity analysis over the key assumptions which included assessing the impact of change in those assumptions that would be required for future economic benefits falling short of the carrying value of capitalized internal development costs. <p>As a result of the above procedures, the capitalisation of internal development costs by the Company was considered to be appropriate.</p>



Other Information

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 15 below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Company including its joint venture in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Company and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the Company and of its joint venture are responsible for assessing the ability of the Company and of its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the Company and of its joint venture are responsible for overseeing the financial reporting process of the Company and of its joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be



expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its joint venture to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when,



in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

15. The consolidated financial statements include the Company's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 68.54 Lakhs for the year ended March 31, 2021 as considered in the consolidated financial statements, in respect of a joint venture whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of the joint venture and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid joint venture, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2021 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its joint venture incorporated in India, none of the directors of the Company and its joint venture incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Company and its joint venture and the operating effectiveness of such controls, refer to our separate report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

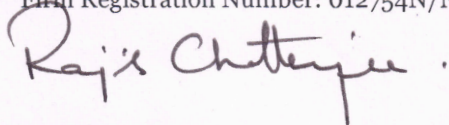


INDEPENDENT AUDITOR'S REPORT

To the Members of Subros Limited
Report on the Consolidated Financial Statements
Page 6 of 6

- i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Company and its joint venture— Refer Note 26 to the consolidated financial statements.
 - ii. The Company and its joint venture had long-term contracts as at March 31, 2021 for which there were no material foreseeable losses. The Company and its joint venture does not have long-term derivative contracts as at March 31, 2021.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the joint venture incorporated in India during the year March 31, 2021.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company and its joint venture for the year ended March 31, 2021.
17. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Further, the joint venture is a private limited company and accordingly, reporting under section 197(16) of the Act is not applicable to the joint venture.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Rajib Chatterjee
Partner
Membership Number 057134

UDIN: 21057134AAAAAJ2237

Place of the Signature: Gurugram
Date: June 29, 2021



SL/BSE/NSE/2021-22

June 29, 2021

To,
BSE Limited, and
National Stock Exchange of India Ltd.,

Sub: Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Declaration for Audit Report with Unmodified Opinion for the financial year ended on 31st March, 2021 (Standalone and Consolidated)

Dear Sir,

Pursuant to Regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, this is to confirm and declare that the auditors of the Company M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants have issued the Audit Report with unmodified opinion in respect of the Financial Statements/Financial Results for the financial year ended 31st March, 2021 (Standalone & Consolidated)

We request you to kindly take this declaration on your record.

Yours faithfully,
For SUBROS LIMITED

Hemant K. Agarwal

Hemant K. Agarwal
CFO & AVP (Finance)

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Financial Results
Quarter 4, FY 2020-21

**Investor
Presentation**

Subros



Cooling the Planet

This presentation might contain forward looking statements which involve a number of risks, uncertainties and other factors that could cause the actual results to differ materially from those in the forward looking statements. The Company undertakes no obligation to update these to reflect the events or circumstances thereof. Secondly, these statements should be understood in conjunction with the risks the company faces.

Financial Results & Highlights for the Quarter

Results Analysis - FY 2020-21 v/s FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q4 FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q3 FY 2020-21

Way Forward

- **Overall Revenue growth by 44% in Quarter 4 FY 2020-21 from Quarter 4 FY 2019-20. EBIDTA has improved by 31% and PBT has improved by 76% over corresponding quarter.**
- *The Company's operations and financial results for the year have been adversely impacted by the outbreak of COVID-19 pandemic and lockdown announced by the government due to which operations were suspended for the quarter 1. Therefore, results for the of this financial year are not comparable with the previous financial year.*

Financial Highlights for Q4 FY 2020-21

Indicator	Amount (Rs. in Crs)	Growth*
Revenues	659.93	44% ↑
EBIDTA	65.94	31% ↑
PBT (before exceptional)	39.10	76% ↑
PBT (after exceptional)	39.10	76% ↑
PAT	25.57	59% ↑

Financial Highlights for FY 2020-21

Indicator	Amount (Rs. in Crs)	Growth*
Revenues	1795.65	-10% ↓
EBIDTA	164.09	-22% ↓
PBT (before exceptional)	55.72	-32% ↓
PBT (after exceptional)	55.72	-55% ↓
PAT	46.70	-45% ↓

* The comparison is with the corresponding Quarter 4 FY 2019-20 and corresponding period FY 2019-20, respectively

PARTICULARS	Quarter Ended			Year Ended	
	31.03.2021	31.12.2020	31.03.2020	31.03.2021	31.03.2020
Net Sales	65,866	60,322	45,798	1,79,333	1,99,122
Other Operating Income	127	63	49	232	158
Revenue from Operation	65,993	60,385	45,847	1,79,565	1,99,280
Other Income	207	344	861	1,031	1,999
Total Income	66,200	60,729	46,708	1,80,596	2,01,279
Raw Material Consumed	48,812	43,358	32,067	1,29,015	1,40,789
Total Material cost % to Net Sales	74.11%	71.88%	70.02%	71.94%	70.71%
Staff Cost	5,188	5,327	4,970	18,752	20,727
Staff cost % to Net Sales	7.88%	8.83%	10.85%	10.46%	10.41%
Other Exp.	5,606	5,070	4,648	16,421	18,859
Other Exps. % to Net Sales	8.51%	8.41%	10.15%	9.16%	9.47%
EBIDTA	6,594	6,974	5,023	16,409	20,903
% to Net Sales	10.01%	11.56%	10.97%	9.15%	10.50%
Depreciation and Amortisation exp	2,420	2,485	2,277	9,211	9,030
Depreciation % to Net Sales	3.67%	4.12%	4.97%	5.14%	4.54%
Interest	261	328	518	1,625	3,634
Interest cost % to Net Sales	0.40%	0.54%	1.13%	0.91%	1.82%
Net Profit/(Loss)	3,912	4,161	2,228	5,572	8,239
% to Net Sales	5.94%	6.90%	4.86%	3.11%	4.14%
Exceptional Items	-	-	-	-	4,129
Profit from Ordinary Activities	3,912	4,161	2,228	5,572	12,368
% to Net Sales	5.94%	6.90%	4.86%	3.11%	6.21%
(a) Current Tax	167	649	533	816	2,282
(b) Deferred Tax	1,186	769	86	86	1,629
Total Tax	1,353	1,417	619	902	3,912
Tax as % to PBT	34.59%	34.06%	27.80%	16.19%	31.63%
Net Profit after Tax/(Loss)	2,559	2,743	1,609	4,670	8,457
% to Net Sales	3.88%	4.55%	3.51%	2.60%	4.25%
Other Comprehensive Income (net of tax)	50	(11)	(100)	93	(217)
Total Comprehensive Income	2,608	2,732	1,509	4,763	8,241
% to Net Sales	3.96%	4.53%	3.29%	2.66%	4.14%
EPS	3.92	4.20	2.47	7.16	12.96

Financial Results & Highlights for the Quarter

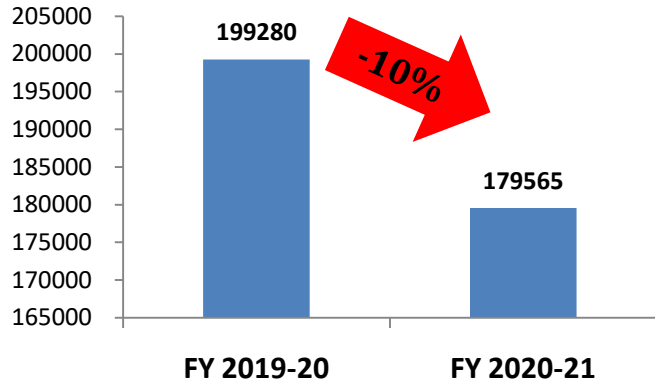
Results Analysis - FY 2020-21 v/s FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q4 FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q3 FY 2020-21

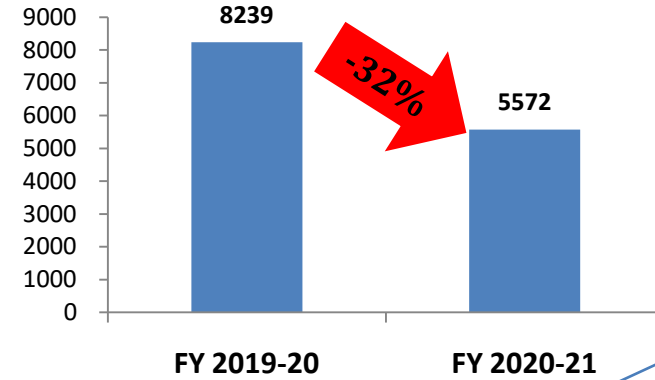
Way Forward

Revenue



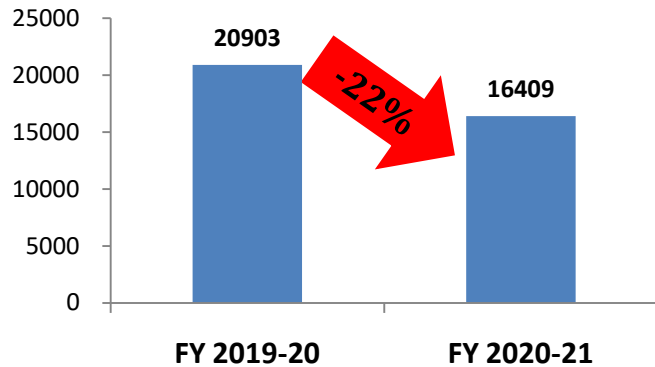
Recorded revenue de-growth of 10% in FY 2020-21

PBT



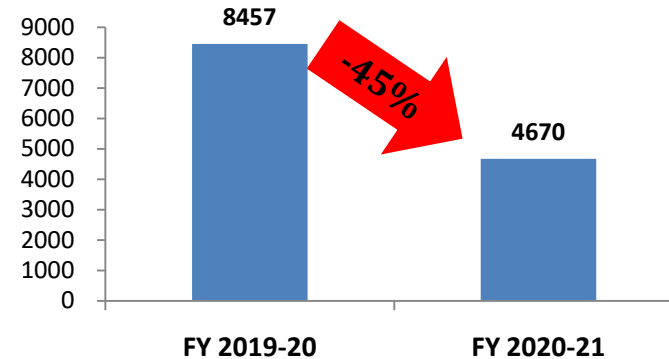
PBT (before exceptional) stands at 3.11% agst. 4.14%

EBIDTA



EBIDTA realization @ 9.15% against 10.50%

PAT



PAT Levels at 2.60% of sales as against 4.25%

Financial results for the year have been adversely impacted by the outbreak of COVID-19 pandemic and lockdown announced by the government due to which operations were suspended for the quarter 1 of FY 2020-21. Therefore, results for the year ended are not comparable with the previous year.

Indicators	FY 2019-20	FY 2020-21	Change	Status
Net Sales	1991.22	1793.33	-197.89	●
Other Income	19.99	10.31	-9.68	●
Material Cost	70.71%	71.94%	1.24	●
Employee Cost	10.41%	10.46%	0.05	●
Other Expenses	9.47%	9.16%	-0.31	●
Op. EBIDTA	10.50%	9.15%	-1.35	●
Finance Cost	1.82%	0.91%	-0.92	●
Depreciation	4.54%	5.14%	0.60	●
PBT (before exceptional)	4.14%	3.11%	-1.03	●
PBT (after exceptional)	6.21%	3.11%	-3.10	●
PAT	4.25%	2.60%	-1.65	●

●	<i>Positive</i>	●	<i>Moderate - variation upto 5%</i>	●	<i>Negative - variation exceeding 5%</i>
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Key Aspects:

- Sales de-growth is because of outbreak of COVID-19 pandemic and subsequent lockdown announced by the Government of India for the major period of Q1.
- Operations were suspended during the lockdown period.
- Manufacturing operations were resumed in a phase manner in accordance with the directives of the Government of India.
- Other income is reduced due to settlement/reinstatement of Foreign liabilities
- MSR is higher due to increase in Commodity prices, Import logistic cost and Product Mix.
- Finance cost is lower due to lower debts during the period and declining trend of interest
- Employee cost is higher due to low sales volume but in absolute terms lower due to lower direct cost being closure in Q1 and cost optimization initiatives.
- Depreciation is higher due to Lower sales in percentage terms and increased slightly due to projects completed during the period

• *The results for FY 2021 are not comparable with the previous year due to reasons mentioned above.*

Financial Results & Highlights for the Quarter

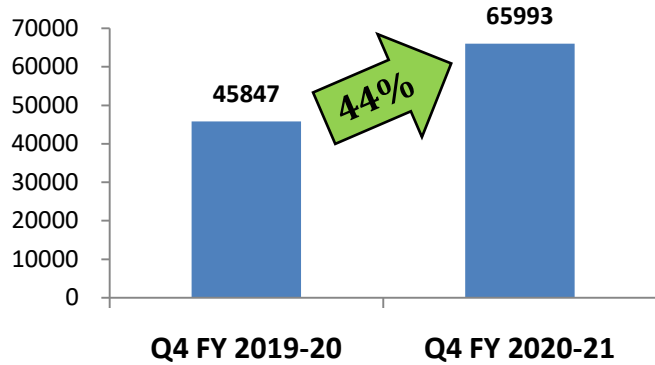
Results Analysis - FY 2020-21 v/s FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q4 FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q3 FY 2020-21

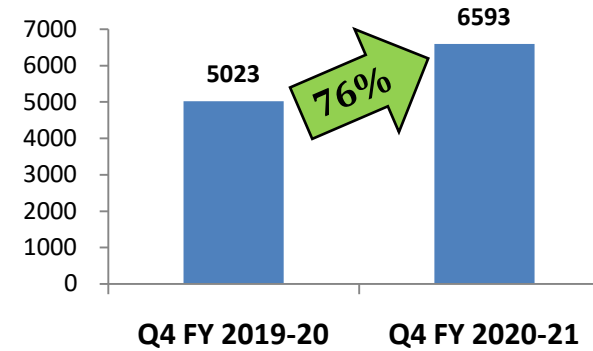
Way Forward

Revenue



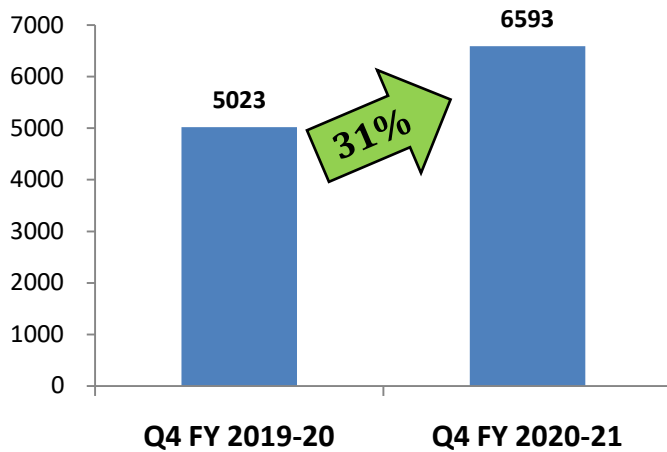
Recorded revenue growth of 44% with corresponding Qtr

EBIDTA



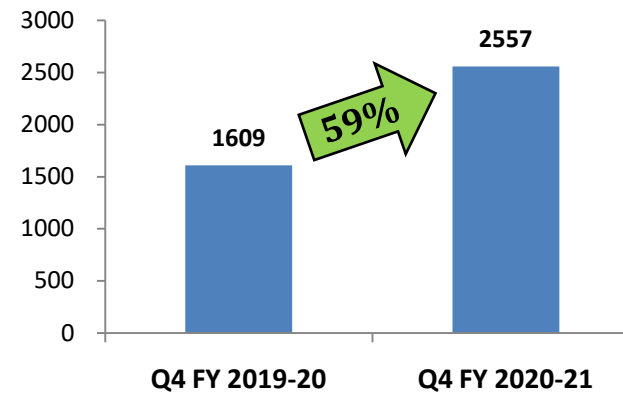
PBT (before exceptional) realization at 5.94% as against 4.86%

EBIDTA



EBIDTA realization at 10.01% as against 10.97%

PAT



PAT realization at 3.88% as against 3.51%

Indicators	Q4 FY 2019-20	Q4 FY 2020-21	Change	Status
Net Sales	457.98	658.66	200.68	●
Other Income	8.61	2.06	-6.55	●
Material Cost	70.02%	74.11%	4.09	●
Employee Cost	10.85%	7.88%	-2.97	●
Other Expenses	10.15%	8.51%	-1.64	●
Op. EBIDTA	10.97%	10.01%	-0.96	●
Finance Cost	1.13%	0.40%	-0.73	●
Depreciation	4.97%	3.68%	-1.29	●
PBT (before exceptional)	4.86%	5.94%	1.07	●
PBT (after exceptional)	4.86%	5.94%	1.07	●
PAT	3.51%	3.88%	0.37	●

●	Positive	●	Moderate - variation upto 5%	●	Negative - variation exceeding 5%
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Key Aspects:

- Sales is higher due to growth in Passenger car industry and Home AC sale during this Quarter.
- Other income is reduced due to settlement/reinstatement of Foreign liabilities
- MSR is higher due to increase in Commodity prices, Import logistic cost and Product Mix.
- Employee cost is lower due to higher sales achieved but absolute terms, it is almost at same level due to higher productivity and rationalization of Manpower.
- Finance cost is lower due to decreased Debt levels/ downward trend in interest cost and higher sales volume

Financial Results & Highlights for the Quarter

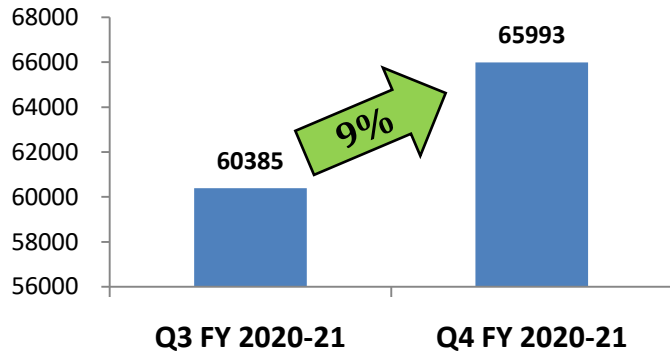
Results Analysis - FY 2020-21 v/s FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q4 FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q3 FY 2020-21

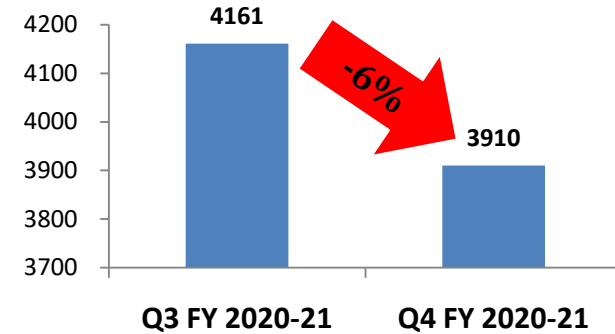
Way Forward

Revenue



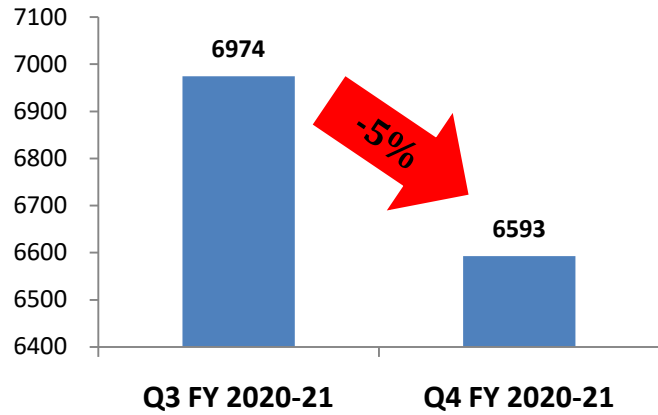
Recorded revenue growth of 9% with previous Qtr

PBT



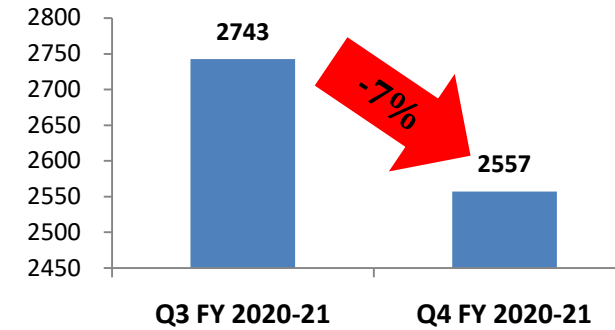
PBT (before exceptional) realization at 5.94% against 6.90%

EBIDTA



EBIDTA levels at 10.01% against 11.56% in previous Qtr

PAT



PAT realization at 3.88% as against - 4.55%

Indicators	Q3 FY 2020-21	Q4 FY 2020-21	Change	Status
Net Sales	603.22	658.66	55.44	●
Other Income	3.44	2.06	-1.38	●
Material Cost	71.88%	74.11%	2.23	●
Employee Cost	8.83%	7.88%	-0.95	●
Other Expenses	8.41%	8.51%	0.11	●
Op. EBIDTA	11.56%	10.01%	-1.55	●
Finance Cost	0.54%	0.40%	-0.15	●
Depreciation	4.12%	3.68%	-0.44	●
PBT (before exceptional)	6.90%	5.94%	-0.96	●
PBT (after exceptional)	6.90%	5.94%	-0.96	●
PAT	4.55%	3.88%	-0.66	●
● <i>Positive</i>	● <i>Moderate - variation upto 5%</i>	● <i>Negative - variation exceeding 5%</i>		

Key Aspects:

- Sales is higher due to growth in Passenger car industry and Home AC sale during this Quarter.
- Other income is reduced due to settlement/reinstatement of Foreign liabilities.
- MSR is higher due to increase in Commodity prices, Import logistic cost and Product Mix.
- Manpower cost is lower due to higher productivity and rationalization of Manpower.
- Finance cost is lower due to decreased Debt levels/ downward trend in interest cost.

Financial Results & Highlights for the Quarter

Results Analysis - FY 2020-21 v/s FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q4 FY 2019-20

Results Analysis - Q4 FY 2020-21 v/s Q3 FY 2020-21

Way Forward

Market and Revenue Potential

Growth in Line with Indian Automobile Industry



Business Expansion in Bus, Railways, Truck AC and Refrigeration Trucks



Preparation to meet all regulatory changes including BSVI, CAFÉ and EV



Operational Aspects

Mitigating Impact of Foreign Exchange Fluctuations (Consistent Hedging Policy)



Material Cost Down thru VA/VE, Alternate sourcing (Focus on Localisation for De-risking FE Impact)



Cost Optimization by Consolidation of Plants/Shift Optimization/Working days (Improvement in EBIDTA & ROCE)



Control over Capital Expenditure



Due to the spread of COVID-19, a global pandemic, the operations of the Company were impacted and all manufacturing plants and offices were shutdown following a nationwide lockdown imposed by the Government of India. The Company has resumed manufacturing operations in a phased manner in accordance with the directives of the Government of India.

The Company has evaluated adverse impact of this pandemic on its business operations and financial positions. There was major revenue loss due to COVID-19 & operations were suspended during initial period of quarter 1.

However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results.

The Company will continue to monitor any material changes in the future economic conditions.

Thank You



Cooling the Planet

www.subros.com