

NOTICE OF ANNUAL GENERAL MEETING

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF SUBROS LIMITED will be held at FICCI GOLDEN JUBILEE AUDITORIUM, TANSEN MARG, NEW DELHI 110 001 on Monday, the 27th July, 2015 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (a) the audited financial Statements of the Company for financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial Statements of the Company for financial year ended 31st March, 2015.
2. To declare dividend for the financial year ended 31st March, 2015.
3. To appoint a director in place of Mr. Kenichi Ayukawa (DIN:02262755), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Audit & Auditors) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force), M/s V.K Dhingra & Co., Chartered Accountants (Firm's Registration No. 000250N), be and is hereby re-appointed Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in year 2017 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as shall be fixed by the Board of Directors of the Company "

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MR. DEVIREDDY MADHUSUDHANA REDDY AS EXECUTIVE DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approval, permissions and sanction and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanction as may be necessary. The Company hereby approves the re-appointment of Mr. Devireddy Madhusudhana Reddy as Executive Director (Din-00899127) of the Company for a period of 3 years w.e.f 01st April 2015, not liable to retire by rotation, on the following terms and conditions:

A) SALARY

Basic Salary of Rs.6,61,507/- (Rs Six lacs Sixty one Thousand Five Hundred Seven) per month w.e.f 01/04/2015 for the period of appointment.

Special Allowances:- 50% (Fifty percent) of the basic salary.

Superannuation Allowance : - Rs 90,205/- per month (Fixed)

B) COMMISSION

Commission as may be determined by the Nomination and remuneration committee based on his annual performance review not exceeding 1% of the net annual profit of the company pursuant to the provisions of the section 198 of the Companies Act 2013.

C) PERQUISITES

- a) Company Accommodation or House Rent Allowance:- The value of this perquisite shall be restricted to an amount equivalent to 50% of the basic salary per month.
- b) Medical Reimbursement:- up to a limit of one month basic salary per annum
- c) Leave Travel Concession: - up to a limit of one and half month basic salary per annum.
- d) Provision for use of chauffeur driven Company Car for official duties.
- e) Company Contribution to Provident Fund @ 12% of Basic salary.
- f) Gratuity Payable will not exceed half a month's basic salary for each completed year of service.
- g) Encashment of leave as per Policy.
- h) Perquisites such as club fees, telephones (including at residence), provision of car (personal use) and other benefits, amenities as per company policy in force from time to time.

The aforesaid fixed remuneration (salary & perquisites) shall be payable to Mr Devireddy Madhusudhana Reddy, Executive Director, as the minimum remuneration in the event of loss and /or in-adequacy of profits in any of the financial year during his tenure.

"RESOLVED FURTHER THAT Mr Hemant K Agarwal, Dy. Company secretary (ACS 14823) be and is, hereby authorized to take such steps and actions as may be considered necessary for the purpose of giving effect and implementation of the aforesaid resolution. "

6. TO APPROVE CONTINUATION OF MR. RAMESH SURI AS CHAIRMAN

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

"RESOLVED that the pursuant to sections 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 read with Schedule V Part I(c), approval of the Company be and is hereby accorded for the Continuation of Mr. Ramesh Suri (DIN:00176488), Chairman of the Company as per terms and conditions specified in the resolution to be passed by the members at this 30th Annual General Meeting of the company although he has attained the age of seventy years and shall be entitled to the remuneration as passed in above stated resolution."

"RESOLVED FURTHER THAT Mr Hemant Kumar Agarwal [Membership No. ACS 14823] Dy. Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be considered necessary and expedient in relation thereto and to file necessary form(s)/return(s), if any with the Registrar of Companies and other Statutory authorities."

7 RE-APPOINTMENT OF MR. RAMESH SURI AS CHAIRMAN

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approval, permissions and sanction and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanction as may be necessary, The Company hereby approves the re-appointment of Mr. Ramesh Suri, as Chairman of the Company for a period of 3 years w.e.f 16th September, 2015 on the following terms and conditions:

- i) **Salary** : Rs.2,50,000/- (Rupees Two lacs Fifty Thousands) per month
- ii) **Commission** : 1% (One percent) of the net profits of the Company for each financial year or part thereof computed in the manner laid down under Section 198 of the Companies Act, 2013 not exceeding overall ceiling on remuneration laid down in Section 197 read with Schedule V of the Companies Act, 2013.

iii) Perquisites :

Housing:

- a) The expenditure incurred by the company on hiring accommodation for the Chairman will be subject to 60% of salary.
- b) Where the Company does not provide accommodation for the Chairman, House Rent Allowance may be paid by the company subject to ceiling laid down in Clause (i)(a) above;
- c) Where accommodation in the company owned house is provided, the Chairman shall pay to the company by way of rent @ 10% of salary.

Explanation:

The expenditure incurred by the company on Gas, Electricity, water and furniture shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary .

Medical Reimbursement:

All medical expenses incurred by the Chairman for self and his members of family.

Leave Travel Concession:

First class return Air fare with boarding & lodging for self and family once a year where leave may be spent in home country or abroad.

Personal Accident Insurance:

Premium not to exceed Rs.4000/- per annum.

Club Fees:

Fees of clubs, subject to a ceiling of two clubs. This will not include admission and life membership fees.

For the purpose of this part 'Family' means spouse and the dependent children.

Total value of perquisite will be restricted to an amount equal to the annual Salary.

"RESOLVED FURTHER THAT the aforesaid remuneration shall be payable to Mr Ramesh Suri, Chairman, as the minimum remuneration in the event of loss and/or in-adequacy of profits in any of the financial year during the aforesaid period."

"RESOLVED FURTHER THAT Mr Hemant K Agarwal, Dy. Company Secretary (ACS 14823) be and is, hereby authorized to take such steps and actions as may be considered necessary for the purpose of giving effect and implementation of the aforesaid resolution. "

8 TO RATIFY AND APPROVE THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING MARCH 31ST, 2016

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit & Auditors) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the Financial year ending on 31st March, 2016 be paid the remuneration as set out in the statement annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT Mr. Ramesh Suri [Din No.00176488] Chairman of the Company and/or Mr Hemant K. Agarwal [Membership No. ACS 14823] Dy. Company Secretary of the Company be and are hereby severally authorized to do all such acts and things as may be considered necessary and expedient in relation thereto and to file necessary form(s)/return(s), if any with the Registrar of Companies and other Statutory authorities."

9. TO APPROVE THE MATERIAL RELATED CONTRACTS /ARRANGEMENTS/ TRANSACTIONS WITH MARUTI SUZUKI INDIA LIMITED (MSIL).

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

"RESOLVED THAT pursuant to the provisions of revised clause 49-VI of the Listing Agreement (effective from 1st October, 2014) the approval of the Company be and is hereby accorded to enter into Contracts/Arrangements/Transactions with Maruti Suzuki India Limited, a related party as defined under section 2(76) of the Companies Act, 2013 and clause 49-VII(B)(2) of the Listing Agreement related to sale, purchase, transfer or receipt of products, goods, materials or services, for an estimated amount of up to Rs 1500 crores (Rs Fifteen Hundred Crores only) every financial year on such terms and conditions as may be mutually agreed upon between the Company and MSIL."

"RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded for the Transactions entered by the Company with the Maruti Suzuki India Limited(MSIL) during financial year 2014-15 which amount to Rs. 1106.54 Cr."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods materials or services to be transacted with MSIL within the aforesaid limits."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

10. TO APPROVE THE MATERIAL RELATED CONTRACTS/ ARRANGEMENTS/ TRANSACTIONS WITH GLOBAL AUTOTECH LIMITED(GAL),

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

"RESOLVED THAT pursuant to the provisions of revised clause 49-VI of the Listing Agreement (effective from 1st October, 2014) the approval of the Company be and is hereby accorded to enter into Contracts/Arrangements/ Transactions with Global Autotech Limited, a related party as defined under section 2(76) of the Companies Act, 2013 and clause 49-VII(B)(2) of the Listing Agreement related to sale, purchase, transfer or receipt of products, goods, materials or services, for an estimated amount of upto Rs 150 crores (Rs One Hundred Fifty Crores only) on every financial year on such terms and conditions as may be mutually agreed upon between the Company and GAL."

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

By Order of the Board

Hemant Kumar Agarwal
Dy. Company Secretary
M.No. ACS14823

Place: New Delhi

Dated: 14th May,2015

Registered office:

Lower Ground Floor, World Trade Centre

Barakhamba Lane, New Delhi 110 001, India.

CIN-L74899DL1985PLC020134

E-mail: hemant.agarwal@subros.com

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 18th July, 2015 to Monday, 27th July, 2015 (both days inclusive) for Annual closing and determining the entitlement of the shareholders to the dividend for 2014-15.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
 - (i) **Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**
 - (ii) **In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.**
4. Information required under Clause 49 of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
5. Final dividend of Rs 0.70 per share has been recommended by the Board of Directors for the year ended 31st March, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 30th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Annual Report for 2014-15 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

13. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- A. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- B. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- C. The remote e-voting period commences on 24th July, 2015 (09:00 am) and ends on 26th July, 2015 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

1. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. “SUBROS-remote E-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select “EVEN” of “Subros Limited”.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@csrsm.com with a copy marked to evoting@nsdl.co.in.
 2. **In case of Members receiving Physical copy of Notice of 30th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided at the bottom of the Attendance Slip for the 30th AGM
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - E. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - G. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th July, 2015.
 - H. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MCS Share Transfer Agent Limited.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
 - I. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - J. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- K. Shri. Ravi Sharma, Practicing Company Secretary (Membership No. FCS-4468 & CP No. 3666), Partner, M/s. RSM & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- L. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- M. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.subros.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
15. Shareholders of the Company are informed that pursuant to the provisions of Section 205A(5) and 205 C of the Companies Act, 1956 (Corresponding Section 124(5) of the Companies Act, 2013, yet to be notified) the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s) for the years from 2007-08 to 2013-14 are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund. Dividend for the year 2006-07 has been transferred to the IEPF.
- A. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.03.2008 onwards, are requested to claim the amount forthwith from the Company.
16. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
17. As a part of “Green initiative in the Corporate Governance”, The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in Demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
18. Non-Resident Indian Members are requested to inform MCS share transfer agent limited, immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. For security reasons, brief cases, transistors, bag, tiffin, boxes, cameras, eatables etc, will not be allowed to be taken inside the meeting hall.

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

Item No. 5

Mr. Devireddy Madhusudhana Reddy was appointed as Executive Director of the company with effect from 01st April, 2012 for a period of 3 years. During his tenure as Executive Director, the company has made significant progress in building up a strong Technical base with establishment of facilities like R&D Centre, Tool Room, In-house manufacturing Infrastructure for cost optimization / Import substitution, and strengthening its Manufacturing, IT and Business Management areas including planning, process and operations.

The present term of Mr. Devireddy Madhusudhana Reddy as Executive Directors expires on 31st March, 2015. The Board of Directors in its meeting held on 24th, March, 2015 re-appointed Mr. Devireddy Madhusudhana Reddy as Executive Director of the Company for a period of 3 years w.e.f 01st April, 2015 on the terms and conditions and payment of remuneration as recommended by Nomination and Remuneration Committee as set out in the resolution which is in accordance with Schedule V of the Companies Act, 2013 as amended by the Central Government from time to time.

Mr. Devireddy Madhusudhana Reddy holds Directorship in the following companies:

01	Prima Telecom Limited	Director
02	Sudha Infrastructure Private Limited	Director
03	Fibcom India Limited	Director
04	Thinkwell Management Consulting Private Limited	Director
05	Prima Infratech Private Limited	Director

Your Directors recommend his appointment for a further period of 3 years as Executive Director.

The Information as required in term of Companies Act, 2013 is appended herein below:-

I) Nature of the Industry: The Company is a part of Indian Auto Ancillary Components Manufacturing Industry and is engaged in the business of manufacturing Automotive Airconditioning systems for its various customers viz. Maruti Suzuki India Limited, Tata Motors Limited, Mahindra & Mahindra Ltd & Force Motors Ltd etc. at its plants located in Noida, Manesar, Pune, Sanand & Chennai. The Auto Ancillary Industry is a high technology industry with continuous advancement of technology.

The Company has Technological advantage over its competitors due to Technical Collaborations with Denso Corporation, Japan, the world leader in Automotive Airconditioning systems.

Date of Commercial Production: The Company commenced its commercial production on 1st October, 1985.

Financial Performance: The financial performance of the company (audited) during last five years is as under:

(Rs in Crores)

Financial Parameters	Year ended 31 st March, 2010	Year ended 31 st March, 2011	Year ended 31 st March, 2012	Year ended 31 st March, 2013	Year ended 31 st March, 2014
Gross Turnover	983.83	1203.11	1234.79	1434.99	1313.68
Net Profit after Tax as per P&L Account	28.09	28.54	48.40	20.56	20.26
Amount of Dividend paid (Excluding Tax)	4.19	4.79	6.60	4.19	4.19
Rate of Dividend paid	70 Paisa (35%)	80 Paisa (40%)	110 Paisa (55%)	70 Paisa (35%)	70 Paisa (35%)

Financial performance based on given indicators:

The Company sales are showing increasing trend except the Financial Year 2013-14 due to decline in auto industry by 5%, overall poor economic outlook, currency volatility. However, the company is able to sustain its margins through cost reduction in material cost by import substitution and cost optimization initiative.

Export performance and net foreign exchange:

The exports done by the company, during the previous five (5) years, are as under:

Rs in Lacs

I) For the year ended 31.3.2010	325.29
II) For the year ended 31.3.2011	752.45
III) For the year ended 31.3.2012	371.56
IV) For the year ended 31.3.2013	406.23
V) For the year ended 31.3.2014	102.95

Foreign investment or collaboration if any:

The company has entered into a Joint Venture Agreement with Denso Corporation, Japan, and Suzuki Motor Corporation, Japan, for the manufacture of Automotive Airconditioning Systems in the year 1985, the company had allotted 13% stake to Denso Corporation Japan & 13% stake to Suzuki Motor Corporation Japan, in the Equity Share Capital of the Company.

During the period company set up new plant at Chennai to cater the business of south based customers.

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details:

The appointee is a Bachelor in Technology (Mechanical Engineering) from Indian Institute of Technology, Madras and Post Graduate Diploma in Industrial Engineering (equivalent to M.Tech) from NITIE, Mumbai. He has experience of over three decades in Air-conditioning, Consumer durables and Automotive Components Industries in areas of Management of Technology, Manufacturing resource development, Projects, R&D, IT, Plant Operations, Supply Chain, Quality Assurance, HR, Finance and Marketing.

- (2) **Past Remuneration:** Mr. Devireddy Madhusudhana Reddy has drawn the following remuneration before proposed resolution in the remuneration from Subros Limited as:-
- | | |
|-----------------------|----------------|
| (a) Basic Salary: | Rs.6,01,370/- |
| (b) Accommodation/HRA | Rs.,3,00,685/- |
| (c) Special Allowance | Rs. 3,00,685/- |
- (d) Perquisites:
- Medical reimbursement upto limit of One month basic salary per annum.
 - Leave travel concession family holiday at actual for two week in a year or upto a limit of one and half month basic salary per month
 - Chauffeur driven company car for use on company's business.
 - Company's contribution to Provident Fund and Superannuation Fund.
 - Gratuity not exceeding half a month's salary for such completed year of service.
 - Encashment of leave as per company's policy.
- (e) Commission:- 0.75% of the net profit of the company calculated pursuant to the provisions of the Companies Act 1956.
- (3) **Job profile and his suitability:** The appointee will be Executive Director of the company and is responsible for the management of the whole of affairs of the company as assigned to him from time to time. Keeping in view of this experience, knowledge and tenure with the company, he is best suited for the position.
- (4) **Remuneration proposed:** The details of the remuneration proposed is mentioned in the resolution
- (5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**
The appointee is a B.Tech (Mechanical Engineering) from IIT, Madras and PGDIE from NITIE, Mumbai. He has experience of over three decades in leadership roles the Air-conditioning, Automotive Components and Consumer durables Industry covering all Techno-commercial and Business areas. The present job responsibilities of the appointee are to manage the affairs of the company and achieve long term business goals thro' Technology Management and Business excellence. Accordingly, keeping in view the present scenario of high pay package being offered by MNC / Class 'A' Indian Corporate(s) the proposed remuneration package of the appointee matches with the company of the same size in the concerned industry.
- (6) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**
Except to the extent of his employment with the Company Mr. Devireddy Madhusudhana Reddy does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel.

III. OTHER INFORMATION

- (1) **Reasons of loss or inadequate profits:** Company had made a huge investment in building up the capacity in anticipation of growth in industry by 10% CAGR since 2011 but industry had not grown in such proportion in last three years. It has resulted in higher depreciation and Finance cost impacting the profits of the company. The business gestation period is also very long 3-5years from start of investment to start of business. Hence, the business arising from these past investments from the Financial Year 2015-16 and hence should lead to better results from FY: 2015-16 onwards.
- (2) **Steps taken or proposed to be taken for improvement** – Realisation of business from investments already made. Diversification of the customer base for improving revenues and cost optimization projects.
- (3) **Expected increase in productivity and profits in measurable terms:** – The company expects to increase turn over and profits in line with investments already made.

The Board recommends the resolution set forth in item No.5 for the approval of the members.

None of the Directors / Key Managerial personnel (KMP) of the Company is directly or indirectly concerned or interested in the resolution except Mr. Devireddy Madhusudhana Reddy.

Item No. 6

Mr. Ramesh Suri, (DIN: 00176488) Chairman of the Company has attained the age of 70 years. As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013, your directors in their meeting held on 14.05.2015 have approved his continuation as Chairman and recommended the above resolution for approval of the Shareholders as a Special Resolution.

Mr. Ramesh Suri possesses high business acumen. The Company has achieved a phenomenal growth under his leadership. It is strongly believed that his continuation as Chairman will immensely benefit the company considering future plans to move to next level. He had vast experience of 50 years in automotive sector and mentor to the company.

The Board recommends the resolution set forth in item No.6 for the approval of the members.

None of the Directors or Key Managerial personnel (KMP) except Mr Ramesh Suri, Chairman himself, Ms. Shradha Suri, Managing Director of the company, being relative are concerned or interested in the resolution

Item No.7

The present term of Mr. Ramesh Suri as Chairman of the Company expires on 15th September, 2015. The Board of Directors in its meeting held on 14th May, 2015 reappointed Mr. Ramesh Suri as Chairman of the Company for a further period of 3 years w.e.f. 16th September, 2015 on the same terms and conditions and remuneration set out in the resolution which are in accordance with Schedule V of the Companies Act, 2013 as amended by the Central Government.

He holds Directorship in the following companies including Public or private Companies.

1. Bharat Hotels Limited	Director
2. Sona Koyo Steering Systems Limited.	Director
3. Rohan Motors Limited	Director
4. Prima Telecom Limited	Director
5. Apollo Zipper India Limited	Director
7. Global Autotech Limited	Director
8. Deeksha Holding Limited.	Director
9. Mercantile capitals and Financial Services Private Limited	Director
10. Hemkunt Service station Private Limited	Director
11. Tempo Automobiles Pvt. Limited	Director
12. Jyotsna Holdings Private Limited	Director
13. Chelmsford Club Limited.	Director
14. Tempo Finance (North) Private Limited	Director
15. SHS Transport Private Limited	Director
16. RR Holding Private Limited	Director
17. Anbros Motors Private Limited	Director

Mr. Ramesh Suri possesses high business acumen. Company is extremely fortunate to have Mr. Ramesh Suri as its Chairman. Under his able stewardship, Company has achieved remarkable growth over the years. He is a great perfectionist & enthusiastic entrepreneur and managed to pass his zeal, enthusiasm and positive attitude to his senior management team which in turn results long term sustainability for the Company in the years ahead.

The Information as required in term of Companies Act, 2013 is appended herein below:-

I) Nature of the Industry: The Company is a part of Indian Auto Ancillary Components Manufacturing Industry and is engaged in the business of manufacturing Automotive Airconditioning systems for its various customers viz. Maruti Suzuki India Limited, Tata Motors Limited, Mahindra & Mahindra Ltd & Force Motors Ltd etc. at its plants located in Noida, Manesar, Pune, Sanand & Chennai. The Auto Ancillary Industry is a high technology industry with continuous advancement of technology.

The Company has Technological advantage over its competitors due to Technical Collaborations with Denso Corporation, Japan, the world leader in Automotive Airconditioning systems.

Date of Commercial Production: The Company commenced its commercial production on 1st October, 1985.

Financial Performance: The financial performance of the company (audited) during last five years is as under:

(Rs in Crores)

Financial Parameters	Year ended 31 st March, 2010	Year ended 31 st March, 2011	Year ended 31 st March, 2012	Year ended 31 st March, 2013	Year ended 31 st March, 2014
Gross Turnover	983.83	1203.11	1234.79	1434.99	1313.68
Net Profit after Tax as per P&L Account	28.09	28.54	48.40	20.56	20.26
Amount of Dividend paid (Excluding Tax)	4.19	4.79	6.60	4.19	4.19
Rate of Dividend paid	70 Paise (35%)	80 Paise (40%)	110 Paise (55%)	70 Paise (35%)	70 Paise (35%)

Financial performance based on given indicators:

The Company sales are showing increasing trend except the Financial Year 2013-14 due to decline in auto industry by 5%, overall poor economic outlook, currency volatility. However, the company is able to sustain its margins through cost reduction in material cost by import substitution and cost optimization initiative.

Export performance and net foreign exchange:

The exports done by the company, during the previous five (5) years, are as under:

Rs in Lacs

I) For the year ended 31.3.2010	325.29
II) For the year ended 31.3.2011	752.45
III) For the year ended 31.3.2012	371.56
IV) For the year ended 31.3.2013	406.23
V) For the year ended 31.3.2014	102.95

Foreign investment or collaboration if any:

The company has entered into a Joint Venture Agreement with Denso Corporation, Japan, and Suzuki Motor Corporation, Japan, for the manufacture of Automotive Airconditioning Systems in the year 1985, the company had allotted 13% stake to Denso Corporation Japan & 13% stake to Suzuki Motor Corporation Japan, in the Equity Share Capital of the Company.

During the period company set up new plant at Chennai to cater the business of south based customers.

II. INFORMATION ABOUT THE APPOINTEE

- (1) **Background Details:** The appointee is a Bachelor of Science from Punjab University. He has vast experience of 50 years in automotive Industry & mentor of the Company. Mr. Ramesh Suri is an eminent industrialist, widely respected for his business acumen, forward thinking and sound corporate Governance. He is also well known for his philanthropic and educational initiatives. He has been recognised by member of Congress USA for his outstanding and invaluable service to the Community and they also awarded a Certificate of Congressional Recognition to him.
- (2) **Past Remuneration:** Mr. Ramesh Suri, has drawn the following remuneration before proposed resolution in the remuneration from Subros Limited as:-
- i) **Salary** : Rs.2,50,000/- (Rupees Two lacs Fifty Thousands) per month
 - ii) **Commission** : 1% (One percent) of the net profits of the Company for each financial year or part thereof computed in the manner laid down under Section 349 of the Companies Act, 1956 not to exceed overall ceiling on remuneration laid down in Section 198 and 309 read with Schedule XIII of the Companies Act, 1956.
 - iii) **Perquisites** : Classified into three categories A,B and C restricted to an amount equal to the annual salary.

CATEGORY A

Housing:

- a) The expenditure incurred by the company on hiring accommodation for the Chairman will be subject to 60% of salary, over and above 10% payable by the appointee;
- b) Where the Company does not provide accommodation for the Chairman, House Rent Allowance may be paid by the company subject to ceiling laid down in Clause (i)(a) above;
- c) Where accommodation in the company owned house is provided, the Chairman shall pay to the company by way of rent @ 10% of salary.

Explanation:

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

Medical Reimbursement:

All medical expenses incurred by the Chairman for self and his members of family.

Leave Travel Concession:

First class return Air fare with boarding & lodging for self and family once a year where leave may be spent in home country or abroad.

Personal Accident Insurance:

Premium not to exceed Rs.4000/- per annum.

Club Fees:

Fees of clubs, subject to a ceiling of two clubs. This will not include admission and life membership fees.

For the purpose of this part 'Family' means spouse and the dependent children.

CATEGORY B

Contribution to provident fund, Superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent, these either singly or put together are not taxable under the Income Tax Act.

CATEGORY C

Provision of car with a Driver for use on company's business and telephone at residence at the cost of the Company. These will not be considered as perquisites.

- (3) **Job profile and his suitability:** The appointee will be re-appointed as Chairman of the company and is responsible for the matters entrusted to him by the Board of Directors from time to time. Keeping in view of this experience, knowledge and long association with the company, he is best suited for the position.
- (4) **Remuneration proposed:** The details of the remuneration proposed is mentioned in the resolution
- (5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**
The proposed remuneration package of the appointee matches with the company of the same size in the concerned industry.
- (6) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**
Except to the extent of his employment with the Company and being relative of Ms. Shradha Suri, Managing Director of the Company, Mr. Ramesh Suri does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel.

III. OTHER INFORMATION

- (1) **Reasons of loss or inadequate profits:** Company had made a huge investment in building up the capacity in anticipation of growth in industry by 10% CAGR since 2011 but industry had not grown in such proportion in last three years. It has resulted in higher depreciation and Finance cost impacting the profits of the company. The business gestation period is also very long 3-5years from start of investment to start of business. Hence, the business arising from these past investments from the Financial Year 2015-16 and hence should lead to better results from FY: 2015-16.
- (2) **Steps taken or proposed to be taken for improvement:** Realization of business from investments already made. Diversification of the customer base for improving revenues and cost optimization projects.
- (3) **Expected increase in productivity and profits in measurable terms:** The company expects to increase turn over and profits in line with investments already made.

Therefore your director recommend his re-appointment for a further period of 3 years.

The Board recommends the resolution set forth in item No.7 for the approval of the members.

None of the Directors or Key Managerial personnel (KMP) except Mr Ramesh Suri, Chairman himself, Ms. Shradha Suri, Managing Director of the company, being relative are concerned or interested in the resolution.

Item No. 8

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31 2016 as per the following details:

Sr.No.	Name of the Auditor	Industry	Audit Fees (Rs.in Lacs)
1.	M/s. Chandra Wadhwa & Co.	Automotive	3.50

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board recommends the resolution set forth in item No.8 for the approval of the members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed

Item No. 9

Maruti Suzuki India Limited (MSIL) is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and clause 49-VII(B)(2) of the Listing Agreement effective from October 1st, 2014.

In terms of the proviso to Clause 49-VII (C) of the Listing Agreement, the Contracts/ Arrangements/ Transactions relating to transfer or receipt of products goods, materials or services with MSIL are material in nature as these transactions are likely to exceed 10% of the Turnover of the Company. Therefore, in terms of clause 49-VII(E), the Contracts/ Arrangements/ Transactions with MSIL requires the approval of unrelated shareholders of the Company by a Special Resolution.

The particulars of the Contracts/ Arrangements/ Transactions are as under:

Name of Related party: Maruti Suzuki India limited (MSIL)

Name of director or Key Management personnel who is related: Mr. K. Ayukawa, Director of the Company is common Director

Material Terms of the Contract/ Arrangements/Transactions: Sale, purchase, transfer or receipt of products, goods, materials or services on Arms length basis

Monetary Value: Current Value of annual Transactions is Rs.1106.54 crs and likely to grow upto amount of Rs 1500/-crs per year in future based on Company's business plans.

Any other information relevant or important for the Members to make decision on proposed Transaction :

Company have long term association with Maruti Suzuki India Limited since inception of the company. Company earns more than 70% business with them. The Company supplies parts and accessories of automotive air conditioning system viz. HVAC, Compressor, Hose & Tubes , Condensers and Thermal engineering products. The company is engaged with Maruti Suzuki India Limited for development of new products for their forthcoming programs for which MSIL has awarded business to Subros.

The Contracts/Arrangements/Transactions with MSIL have been approved by the Audit Committee at its meeting held on 13th May,2015 and considered by the Board of Directors at their meeting held on 14th May, 2015 for recommending the same to unrelated shareholders of the company for their approval.

The Board recommends the resolution set forth in item No.9 for the approval of the members

None of the director except Mr. K. Ayukawa, Director of the company is interested in the resolution.

Item No. 10

Global Autotech Limited (GAL) is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and clause 49-VII(B)(2) of the Listing Agreement effective from October 1, 2014.

In terms of the proviso to Clause 49-VII(C) of the Listing Agreement, the Contracts/ Arrangements/ Transactions relating to transfer or receipt of products goods, materials or services with GAL are material in nature as these transactions are likely to exceed 10% of the Turnover of the Company. Therefore, in terms of clause 49-VII(E), the Contracts/ Arrangements/ Transactions with GAL requires the approval of unrelated shareholders of the Company by a special resolution.

The particulars of the Contracts/ Arrangements/ Transactions are as under:

Name of Related party : Global Auto Tech Limited(GAL)

Name of director or Key Management personal who is related : Mr. Ramesh Suri, Chairman and Shradha Suri, Managing Director of the company

Material Terms of the Contract/ Arrangements/Transactions : Sale, purchase, transfer or receipt of products, goods, materials or services on Arms length basis

Monetary Value : Current Value of annual Transaction is approx. Rs.102 crs and likely to grow up to amount of Rs 150/-crs. per year in future.

Any other information relevant or important for the Members to make decision on proposed Transaction: Global Autotech limited is tier -2 Supplier for child parts for Hose and Pipe, Compressor, Evaporator and Heaters. All prices are agreed with the supplier based on market competitiveness.

The contracts/arrangements/Transactions with GAL have been approved by the Audit Committee at its meeting held on 13th May,2015 and considered by the Board of Directors at their meeting held on 14th May,2015 for recommending the same to unrelated shareholders of the company for their approval.

The Board recommends the resolution set forth in item No.10 for the approval of the members.

None of the Directors except Mr. Ramesh Suri, Chairman and Shradha Suri, Managing Director of the company is interested in the resolution.

By Order of the Board

Hemant Kumar Agarwal
Dy. Company Secretary
M.No. ACS14823

Place: New Delhi

Dated: 14th May, 2015

Registered office:

Lower Ground Floor, World Trade Centre
Barakhamba Lane, New Delhi 110 001, India.
CIN-L74899DL1985PLC020134
E-mail: hemant.agarwal@subros.com

Subros Limited

(CIN:- L74899DL1985PLC020134)

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

(Pursuant to section 105(6) of the Companies Act.2013 and rule 19(3)of the companies

(Management and Administration) Rules,2014)

DPID/CLIENT ID*: No. of Shares: Regd. Folio No. _____
I/We _____ of

being a member of above named company hereby appoint _____

_____ of _____
or failing him _____ of _____ as my/our proxy toattend and vote for me/us, and on my/our behalf at the 30th ANNUAL GENERAL MEETING of the Company to
be held at FICCI GOLDEN JUBILEE AUDITORIUM, TANSEN MARG, NEW DELHI 110 001 on 27th July, 2015
at 11.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2015

*Applicable for Members holding shares in Dematerialised form.

Affix a
RS. 1/-
Revenue
Stamp

Signature: _____

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

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Subros Limited

(CIN:- L74899DL1985PLC020134)

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

30th ANNUAL GENERAL MEETING — 27th JULY, 2015

DPID/CLIENT ID*: No. of Shares:

Regd. Folio No. _____

I certify that I am registered shareholder/Proxy for the registered shareholder of the Company. I hereby record
my presence at the 30th Annual General Meeting of the Company to be held at FICCI GOLDEN JUBILEE
AUDITORIUM, TANSEN MARG, NEW DELHI 110 001 on 27th July, 2015 at 11.00 A.M.

Member's/Proxy name in Block Letters _____ Member's/Proxy signature _____

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

*Applicable for Members holding shares in Dematerialised form.

I / We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 30th Annual General Meeting (AGM) of the Company to be held on July 27, 2015, by marking my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

S.No.	Resolution	No. of shares	(FOR)	(AGAINST)
			I / We assent to the Resolution	I/We dissent the Resolution
1.	Adoption of Financial Statements for the year ended 31st March, 2015			
2	Declaration of Dividend for the financial year ended 31st March, 2015			
3	Re- appointment of Mr. Kenichi Ayukawa as Director			
4	Appointment of Auditors and fix their Remuneration			
5	Re-appointment of Mr. D.M. Ready as Executive Director			
6	To approve Continuation of Mr. Ramesh Suri as Chairman			
7	Re-appointment of Mr. Ramesh Suri as Chairman			
8	To ratify and Approve the Remuneration of Cost Auditors			
9	To approve the Material Related Contracts / Arrangements / Transactions with Maruti Suzuki India Limited			
10	To approve the Material Related Contracts / Arrangements / Transactions with Global Autotech Limited			