

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L74899DL1985PLC020134"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AABCS3910P"/>							
(ii) (a) Name of the company	<input type="text" value="SUBROS LIMITED"/>							
(b) Registered office address	<input type="text" value="LOWER GROUND FLOORWORD TRADE CENTRE
BARAKHAMBA LANE
NEW DELHI
Delhi
110001"/>							
(c) *e-mail ID of the company	<input type="text" value="shivram.singh@subros.com"/>							
(d) *Telephone number with STD code	<input type="text" value="01123414946"/>							
(e) Website	<input type="text" value="www.subros.com"/>							
(iii) Date of Incorporation	<input type="text" value="14/02/1985"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	Bombay Stock Exchange, Delhi Stock Exchange	3
	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DENSO SUBROS THERMAL ENC	U93000DL2011FTC212269	Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,000,000	65,241,450	65,235,750	65,235,750
Total amount of equity shares (in Rupees)	250,000,000	130,482,900	130,471,500	130,471,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity share				
Number of equity shares	125,000,000	65,241,450	65,235,750	65,235,750
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	250,000,000	130,482,900	130,471,500	130,471,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,808,006	62,427,744	65235750	130,471,500	130,471,500	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	2,808,006	62,427,744	65235750	130,471,500	130,471,500	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

22,386,429,872

(ii) Net worth of the Company

8,234,557,535

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,206,240	11.05	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	16,793,760	25.74	0	
10.	Others	0	0	0	
	Total	24,000,000	36.79	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,823,079	8.93	0	
	(ii) Non-resident Indian (NRI)	396,129	0.61	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	459,328	0.7	0	
7.	Mutual funds	8,083,770	12.39	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,362,820	8.22	0	
10.	Others Foreign Collaborators,Trust	21,110,624	32.36	0	
	Total	41,235,750	63.21	0	0

Total number of shareholders (other than promoters)

25,482

**Total number of shareholders (Promoters+Public/
Other than promoters)**

25,487

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN STANLEY AS	44/1 KALICHARAN MEHRA ESTATE			2,500	
THE EMERGING MARK	FIFC- 9TH FLOOR, G BLOCK, PLOT C			89,803	
EMERGING MARKETS C	FIFC- 9TH FLOOR, G BLOCK, PLOT C			142,865	
EMERGING MARKETS S	FIFC- 9TH FLOOR, G BLOCK,PLOT C			9,171	
CITY OF LOS ANGELES	FIFC- 9TH FLOOR, G BLOCK,PLOT C			4,296	
WORLD EX U.S. TARGET	FIFC- 9TH FLOOR, G BLOCK,PLOT C			2,637	
WORLD EX U.S. CORE I	FIFC- 9TH FLOOR, G BLOCK,PLOT C			10,122	
EMERGING MARKETS T	FIFC- 9TH FLOOR, G BLOCK,PLOT C			2,055	
DIMENSIONAL EMERG	FIFC- 9TH FLOOR, G BLOCK,PLOT C			32	
DIMENSIONAL WORL	DB HOUSE, HAZARIMAL SOMANI M			12,359	
ALASKA PERMANENT	DB HOUSE, HAZARIMAL SOMANI M			6,829	
EMERGING MARKETS	HAZARIMAL SOMANI MARG,POST			3,058	
DIMENSIONAL FUNDS	HAZARIMAL SOMANI MARG,P.O.B			2,310	
EMERGING MARKETS	HAZARIMAL SOMANI MARG,P.O.B			7,955	
DFA INTERNATIONAL	SECURITIES SERVICES, 3RD FLOOR			2,223	
BOWHEAD INDIA FUN	1 NORTH AVENUE, MAKER MAXITY			160,617	
COPTHALL MAURITIUS	6TH FLOOR, PARADIGM B,6TH FLO			2	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE CAPITAL	INDIA SUB CUSTODY, 6th FLOOR, P			494	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	5
Members (other than promoters)	28,826	25,482
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	8.57	2.48
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	3	0	3	0	0
(i) Banks & FIs	0	0	0		0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	3	0	0
Total	2	10	2	10	8.57	2.48

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHRADHA SURI	00176902	Managing Director	5,587,040	
JYOTSNA SURI	00004603	Director	1,619,200	
MOHAMMED ASAD PA +	00040352	Director	0	
KUTTALAM RAJAGOP +	00058467	Director	0	
GIRISH NARAIN MEHR +	00059311	Director	0	
ARVIND KAPUR	00096308	Director	0	
SHAILENDRA SWARUI +	00167799	Director	0	
MEENA SETHI	00221921	Director	0	
KENICHI AYUKAWA	02262755	Director	0	
PARMOD KUMAR DUG +	02382912	Whole-time director	0	
HIDEMASA TAKAHASH +	09099451	Nominee director	0	
TOMOAKI YOSHIMORI +	08981304	Nominee director	0	
YASUAKI MATSUNAG/ +	08523934	Alternate director	0	
HEMANT KUMAR AGA +	ABZPA3773C	CFO	0	
RAKESH ARORA	ADRPA3186H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAMESH SURI	00176488	Whole-time director	12/05/2021	CESSATION
PARMOD KUMAR DUG +	02382912	Whole-time director	05/08/2021	APPOINTMENT
HEMANT KUMAR AGA +	ABZPA3773C	CFO	01/04/2021	APPOINTMENT
YASUAKI MATSUNAG/ +	08523934	Alternate director	27/01/2022	APPOINTMENT
FUMITAKA TAKI	08250337	Alternate director	27/01/2022	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	14/09/2021	28,826	158	38.97

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	11	11	100
2	29/06/2021	11	10	90.91
3	04/08/2021	11	11	100
4	22/10/2021	12	10	83.33
5	27/01/2022	12	10	83.33
6	29/03/2022	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

27

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/06/2021	3	3	100
2	Audit Committee	03/08/2021	3	3	100
3	Audit Committee	21/10/2021	3	3	100
4	Audit Committee	27/01/2022	3	3	100
5	Nomination & I	03/08/2021	3	3	100
6	Nomination & I	28/03/2022	3	3	100
7	Risk Management	23/06/2021	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Risk Management	21/12/2021	3	3	100
9	Corporate Social Responsibility	25/06/2021	3	2	66.67
10	Stakeholder Relationship	02/04/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SHRADHA SURESH	6	6	100	19	19	100	
2	JYOTSNA SURESH	6	6	100	0	0	0	
3	MOHAMMED	6	6	100	6	6	100	
4	KUTTALAM	6	6	100	4	4	100	
5	GIRISH NARAYAN	6	6	100	24	24	100	
6	ARVIND KAPUR	6	5	83.33	1	1	100	
7	SHAILENDRA	6	6	100	4	4	100	
8	MEENA SETHI	6	3	50	23	21	91.3	
9	KENICHI AYUKAWA	6	6	100	0	0	0	
10	PARMOD KUMAR	3	3	100	0	0	0	
11	HIDEMASA TAJIMA	6	5	83.33	0	0	0	
12	TOMOAKI YOSHIDA	6	5	83.33	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMESH SURI	WHOLE-TIME C + D	554,839	0	0	4,557	559,396
2	SHRADHA SURI	MANAGING DIF + D	19,691,793	3,486,058	0	1,064,719	24,242,570
3	PARMOD KUMAR I +	WHOLE-TIME C +	8,009,259	0	0	862,364	8,871,623
	Total		28,255,891	3,486,058	0	1,931,640	33,673,589

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HEMANT KUMAR A +	CFO	6,269,424	0	0	189,936	6,459,360
2	RAKESH ARORA	COMPANY SEC +	4,741,000	0	0	171,000	4,912,000
	Total		11,010,424	0	0	360,936	11,371,360

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ravi Sharma

Whether associate or fellow

Associate Fellow

Certificate of practice number

3666

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00176902

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company