

**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]



# 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

L74899DL1985PLC020134

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCS3910P

(ii) (a) Name of the company

SUBROS LIMITED

(b) Registered office address

LOWER GROUND FLOORWORD TRADE CENTRE  
BARAKHAMBA LANE  
NEW DELHI  
Delhi  
110001

(c) \*e-mail ID of the company

rakesh.arora@subros.com

(d) \*Telephone number with STD code

01123414946

(e) Website

www.subros.com

(iii) Date of Incorporation

14/02/1985

(iv)	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

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(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
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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,891,115	62,344,635	65235750	130,471,500	130,471,500	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	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"/>						
<b>Decrease during the year</b>	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"/>				0	0	
<b>At the end of the year</b>	2,891,115	62,344,635	65235750	130,471,500	130,471,500	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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"/>				0	0	
<b>Decrease during the year</b>	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				0	0	
<b>At the end of the year</b>	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.)	
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
<b>Total</b>			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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

17,956,519,857

**(ii) Net worth of the Company**

7,947,194,168

**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	
	<b>Total</b>	24,000,000	36.79	0	0

**Total number of shareholders (promoters)**

6

**(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	6,654,250	10.2	0	
	(ii) Non-resident Indian (NRI)	458,212	0.7	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	685,501	1.05	0	
7.	Mutual funds	6,929,117	10.62	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,398,178	8.27	0	
10.	Others Foreign Collaborator , Alter +	21,110,492	32.36	0	
	<b>Total</b>	41,235,750	63.2	0	0

**Total number of shareholders (other than promoters)**

28,826

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

28,832

**(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 IN +	DEUTSCHE BANK AG, DB HOUSE, H +			229,922	
EMERGING MARKETS (C +	CITIBANK N.A. CUSTODY SERVICES +			141,392	
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			109,331	
BOWHEAD INDIA FUN +	BNP PARIBAS HOUSE,1 NORTH AV +			51,820	
MORGAN STANLEY IN +	JPMORGAN CHASE BANK N.A., IND +			39,923	
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE, H +			15,716	
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			12,369	
RUSSELL INVESTMENT +	DEUTSCHE BANK AG, DB HOUSE, H +			11,240	
T.A. WORLD EX U.S. CO +	CITIBANK N.A. CUSTODY SERVICES +			10,510	
EMERGING MARKETS (C +	DEUTSCHE BANK AG, DB HOUSE, H +			10,463	
WORLD EX U.S. CORE I +	CITIBANK N.A. CUSTODY SERVICES +			10,122	
COMMONWEALTH OF +	DEUTSCHE BANK AG, DB HOUSE, H +			8,854	
THE BOARD OF REGEN +	DEUTSCHE BANK AG, DB HOUSE, H +			7,027	
ALASKA PERMANENT +	DEUTSCHE BANK AG, DB HOUSE, H +			4,391	
CITY OF LOS ANGELES +	CITIBANK N.A. CUSTODY SERVICES +			4,296	
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			3,640	
EMERGING MARKETS +	DEUTSCHE BANK AG, DB HOUSE, H +			3,058	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WORLD EX U.S. TARGET	CITIBANK N.A. CUSTODY SERVICES			2,637	
MORGAN STANLEY AS	C/O STOCK HOLDING CORPORATIO			2,500	
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE, H			2,310	
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVIC,FI			2,055	
BNS ASIA LIMITED	HSBC SECURITIES SERVICES, 11TH F			1,893	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			32	

**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	6
Members (other than promoters)	24,190	28,826
Debenture holders	1	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
<b>A. Promoter</b>	1	1	1	1	6.84	2.48
<b>B. Non-Promoter</b>	1	6	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	0	0
(i) Banks & FIs	0	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	6.84	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)
RAMESH SURI	00176488	Whole-time director	4,459,040	12/05/2021
SHRADHA SURI	00176902	Managing Director	0	
JYOTSNA SURI	00004603	Director	1,619,200	
MOHAMMED ASAD PA +	00040352	Director	0	
GIRISH NARAIN MEHR +	00059311	Director	0	
SHAILENDRA SWARUI +	00167799	Director	0	
KUTTALAM RAJAGOP, +	00058467	Director	0	
MEENA SETHI	00221921	Director	0	
KENICHI AYUKAWA	02262755	Director	0	
ARVIND KAPUR	00096308	Director	0	
TOMOAKI YOSHIMORI +	08981304	Nominee director	0	
HIDEMASA TAKAHASH +	09099451	Nominee director	0	
MANOJ KUMAR SETHI +	ACMPS5964M	CFO	0	
RAKESH ARORA	ADRPA3186H	Company Secretar	0	
FUMITAKA TAKI	08250337	Alternate director	0	

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

6

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)
TOSHIHIRO SAIDA	03084221	Nominee director	12/12/2020	CESSATION
TOMOAKI YOSHIMORI	08981304	Nominee director	12/12/2020	APPOINTMENT
YASUHIRO IIDA	07144682	Nominee director	30/03/2021	CESSATION
FUMITAKA TAKI	08250337	Alternate director	30/03/2021	CESSATION
HIDEMASA TAKAHASHI	09099451	Nominee director	30/03/2021	APPOINTMENT
FUMITAKA TAKI	08250337	Alternate director	30/03/2021	APPOINTMENT

## 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	15/09/2020	27,019	135	44.86

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2020	12	12	100
2	12/08/2020	12	12	100
3	22/10/2020	12	12	100
4	29/01/2021	12	12	100
5	30/03/2021	12	12	100

### C. COMMITTEE MEETINGS

Number of meetings held

32

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 COMM	27/06/2020	3	3	100
2	AUDIT COMM	11/08/2020	3	3	100
3	AUDIT COMM	21/10/2020	3	3	100
4	AUDIT COMM	22/12/2020	3	3	100
5	AUDIT COMM	28/01/2021	3	3	100
6	AUDIT COMM	30/03/2021	3	3	100
7	NOMINATION	25/04/2020	3	3	100
8	NOMINATION	09/06/2020	3	3	100
9	NOMINATION	30/03/2020	3	3	100
10	RISK MANAGI	11/06/2020	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	RAMESH SUFF	5	5	100	21	21	100	
2	SHRADHA SUFF	5	5	100	2	2	100	
3	JYOTSNA SUFF	5	5	100	0	0	0	
4	MOHAMMED	5	5	100	8	8	100	
5	GIRISH NARA	5	5	100	28	28	100	
6	SHAILENDRA	5	5	100	5	5	100	
7	KUTTALAM R	5	5	100	6	6	100	
8	MEENA SETH	5	5	100	26	26	100	
9	KENICHI AYU	5	5	100	0	0	0	
10	ARVIND KAPI	5	5	100	0	0	0	
11	TOMOAKI YO	2	2	100	0	0	0	

12	HIDEMASA T,	0	0	0	0	0	0	
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**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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMESH SURI	WHOLE-TIME D +	3,639,600	0	0	50,000	3,689,600
2	SHRADHA SURI	MANAGING DIF +	16,229,780	0	0	829,603	17,059,383
	Total		19,869,380	0	0	879,603	20,748,983

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	RAKESH ARORA	COMPANY SEC +	3,789,213	0	0	273,556	4,062,769
2	MANOJ KUMAR SE +	CFO	6,939,088	0	0	215,631	7,154,719
	Total		10,728,301	0	0	489,187	11,217,488

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JYOTSNA SURI	DIRECTOR	0	0	0	375,000	375,000
2	GIRISH NARAIN MI +	DIRECTOR	0	0	0	1,580,000	1,580,000
3	SHAIENDRA SWA +	DIRECTOR	0	0	0	810,000	810,000
4	MEENA SETHI	DIRECTOR	0	0	0	1,230,000	1,230,000
5	MOHAMMED ASAL +	DIRECTOR	0	0	0	1,055,000	1,055,000
6	KUTTALAM RAJAG +	DIRECTOR	0	0	0	975,000	975,000
7	ARVIND KAPUR	DIRECTOR	0	0	0	525,000	525,000
	Total		0	0	0	6,550,000	6,550,000

**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

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

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

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**