



SL/BSE/NSE/2022-23

August 6, 2022

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

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

Dear Sir/Madam,

Sub: Proceedings of 37th Annual General Meeting of the Members of the Company

In terms of General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021; No. 19/ 2021 dated December 8, 2021; No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and in compliance with other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 37th Annual General Meeting of Subros Limited ("the Company") was held on Friday, 5th August, 2022 at 11.00 a.m. (IST) ('AGM') through Video Conferencing / Other Audio Visual Means ('OAVM') to transact the business as stated in the Notice of AGM. The summary of the proceedings of the AGM as required in terms of Regulation 30 of the Listing Regulations is enclosed herewith as **Annexure A**.

A copy of the same is also being made available on the website of the Company www.subros.com/investors.html

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For SUBROS LIMITED

Shiv Ram Singh
Company Secretary

Encl: as above

SUMMARY OF PROCEEDINGS OF 37TH ANNUAL GENERAL MEETING ('AGM') OF SUBROS LIMITED

The 37th Annual General Meeting of the Company was held on Friday, 5th August, 2022 at 11.00 a.m. (IST) through Video Conferencing / Other Audio Visual Means ("OAVM"). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company Secretary welcomed the Members and other dignitaries to the AGM and briefed them on certain points relating to their participation and e-voting in the meeting.

The Company Secretary introduced the Directors, auditors and the invitees present at the AGM.

The Directors, statutory auditors, secretarial auditor cum-scrutinizer and senior management of the Company were present at the meeting through OAVM from their respective locations.

Ms. Shradha Suri, Chairperson & Managing Director ("CMD"), extended a warm welcome to all the Members and other invitees attending the AGM.

The CMD expressed profound grief and sorrow on the sad and sudden demise of Mrs. Ritu Suri, Promoter of the Company.

Thereafter, she updated the Members about the industrial outlook, economy and business scenario in the country.

Requisite quorum being present the meeting was called to order.

With the consent of the Members present, the Notice convening the AGM and the Auditors' Report for the year ended March 31, 2022 was taken as read. The Company Secretary informed that there was no qualification or adverse remark in the Statutory Auditors' and Secretarial Auditors' Report.

In terms of the Notice convening the 37th AGM of the Company, the following businesses were transacted at the Meeting through e-voting.

- i. Adoption of the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2022, the Reports of the Board of Directors and Auditors thereon.
- ii. To declare dividend on equity shares for the financial year ended on March 31, 2022.
- iii. Re-appointment of Mr. Kenichi Ayukawa, who retires by rotation.
- iv. Re-appointment of Statutory Auditor for a second term of five consecutive years.
- v. To ratify and approve the remuneration of the Cost Auditors for the Financial Year 2022-23.
- vi. Approve re-appointment of Ms. Shradha Suri as Chairperson & Managing Director of the Company.
- vii. Approve the material related party transactions with Global Autotech Limited.
- viii. Approve the material related party transactions with Denso Haryana Pvt. Ltd.

The Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The CMD / CEO appropriately responded to the questions raised.

Post the question and answer session, the Company Secretary informed the Members about the e-voting process and that the consolidated voting results will be disseminated on website of the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.subros.com/investors.html and the National Securities Depository Limited.

The CMD then thanked the Members for their continued support and for attending and participating in the AGM. She also thanked the Directors for joining the AGM. The e-voting facility was kept open to enable the Members to cast their vote.

The meeting concluded at 12.05 p.m. (including time allowed for e-voting) with a vote of thanks to the Chair.

