

**SUBROS LIMITED**

Regd. Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001  
(CIN:- L74899DL1985PLC020134)

Phone: 011-23414946-49 Fax: 011-23414945 E-mail: [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com), Website: [www.subros.com](http://www.subros.com)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **35<sup>th</sup> Annual General Meeting** of the Members of SUBROS LIMITED will be held on Tuesday, the **15<sup>th</sup> September, 2020 at 11.30 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors thereon; and
  - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended on March 31, 2020.
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.

**SPECIAL BUSINESS:**

4. **To ratify and approve the remuneration of the Cost Auditors for the financial year 2020-21.**

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 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members are hereby accorded to the remuneration as set out in the statement annexed to this Notice and payable to the Cost Auditors 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 March 31, 2021.

**RESOLVED FURTHER THAT** Mr. Ramesh Suri (DIN: 00176488), Chairman or Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

5. **To approve the material related party transactions with Global Autotech Limited.**

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 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Global Autotech Limited ("GAL"), a related party within the meaning of the Act for sale, purchase, transfer or receipt of products, goods, materials, assets or services, etc. for an estimated amount of up to Rs. 300 crores (Rupees Three Hundred Crores) for the financial year 2020-21 on such terms and conditions as may be mutually agreed upon between the Company and GAL.

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

**RESOLVED FURTHER THAT** Mr. Ramesh Suri (DIN: 00176488), Chairman or Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

**By Order of the Board**

Rakesh Arora  
Company Secretary  
M. No. ACS 8193

Place: New Delhi

Dated: June 29, 2020

**IMPORTANT NOTES:**

1. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. **IN VIEW OF COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS ("MCA") HAS VIDE ITS CIRCULAR DATED MAY 5, 2020 READ WITH CIRCULARS DATED APRIL 8, 2020 AND APRIL 13, 2020 (COLLECTIVELY REFERRED TO AS "MCA CIRCULARS") PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING ("AGM") THROUGH VC / OAVM, WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT"), SEBI (LISTING OBLIGATIONS AND**

**DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND MCA CIRCULARS, THE AGM OF THE COMPANY IS BEING HELD THROUGH VC / OAVM.**

3. **AS THE AGM SHALL BE CONDUCTED THROUGH VC / OAVM, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Corporate members intending to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorising its representatives to attend the AGM, by e-mail to [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com).

**Procedure for dispatch of annual report**

5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report 2019-20 and the Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.subros.com](http://www.subros.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
6. Members may also note that the Annual Report for 2019-20 will also be available on the Company's website for download. The documents will also be available at the Company's Registered Office at 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 e-mail upon making a request for the same, free of cost.
7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending to the Registrar and Transfer Agents of the Company or to the Company Secretary by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com).

**Procedure for attending / joining the AGM through VC / OAVM**

9. NSDL will be providing facility for voting through remote e-Voting, for participation in the 35<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 35<sup>th</sup> AGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come - first-served basis.

11. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
12. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
13. **Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.**
14. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Ankur Mittal, AVP [ankurm@nsdl.co.in](mailto:ankurm@nsdl.co.in) 011-23353814; Mr. Abhishek Mishra, Manager, [abhishekm@nsdl.co.in](mailto:abhishekm@nsdl.co.in) 8510810068 and Mr. Narendra Dev, Asst Manager [narendrad@nsdl.co.in](mailto:narendrad@nsdl.co.in) at 8376913413.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Procedure for raising questions / clarifications**

16. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com). Questions / queries received by the Company till 5.00 p.m. on, 9<sup>th</sup> September, 2020 shall only be considered and responded during the AGM.
17. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

**18. Procedure for remote e-voting and e-voting at the AGM**

- (i) All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- (ii) In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Members are provided with the following alternatives by which they may cast their votes by electronic means through the remote e-Voting platform provided by the National Securities Depository Limited (NSDL). The remote e-Voting period will commence on Saturday, 12<sup>th</sup> September, 2020 at 9.00 a.m. and will end on Monday, 14<sup>th</sup> September, 2020 at 5.00 p.m. The remote e-Voting module will be disabled by NSDL for voting thereafter. Instructions and information relating to e-Voting are as follows:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

- (a) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



- (b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iii) Your User ID details are given below:

Manner of holding shares	Your User ID will be
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
For Members who hold shares in Physical form	EVEN Number followed by Folio Number registered with the Company

(iv) Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- (c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned in the Notice for registering your email address.
- (iii) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - (a) Click on “Forgot User Details/ Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in)

mentioning your demat account number/folio number, your PAN, your name and your registered address.

- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (v) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (vi) Now, please click on “Login” button.
- (vii) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- (a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then, click on Active Voting Cycles.
- (b) After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (c) Select “EVEN” of the Company.
- (d) Now you are ready for e-Voting as the Voting page opens.
- (e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (i) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.

#### General information / guidelines

- (1) Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer ([contact@csrsm.com](mailto:contact@csrsm.com)) with a copy marked to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).
- (2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) to reset the password.

- (3) In case of any queries for e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (4) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- (5) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 8<sup>th</sup> September, 2020.
- (6) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 35<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. 8<sup>th</sup> September, 2020, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (7) Shri Ravi Sharma, Practicing Company Secretary (Membership No. FCS-4468 & CP No. 3666), Partner, M/s. RSM & Co., Company Secretaries have been appointed 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.
- (8) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- (9) 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 favour 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](http://www.subros.com) and on the website of NSDL after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Ltd. and NSE Ltd.
- (10) Documents open for inspection: All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com) for inspection of said documents; and The Register of Directors and Key Managerial Personnel and

their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members during the AGM, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

#### **Dividend related information**

19. **The Register of Members and the Share Transfer Books of the Company will remain closed from September 9, 2020 to September 15, 2020 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2020 and the Annual General Meeting.**
20. Final dividend of Rs. 0.80 per equity share as recommended by the Board of Directors for the year ended March 31, 2020 is subject to the approval by the Members at the ensuing Annual General Meeting.
21. 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 are requested to register their bank particulars or changing bank particulars already registered against their respective folios for payment of dividend and are requested to inform the Company / Transfer Agent.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for 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.
23. 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 are requested submit their PAN / bank details to the Company / Registrar & Transfer Agent. Also SEBI has informed that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise equity shares held by them in physical form at the earliest.
24. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 1<sup>st</sup> April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020 and amendments thereof.

Members are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 7.5% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2020- 21 provided PAN is provided by the shareholder. **If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.** However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2020-21 does not exceed Rs. 5,000. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

In order to provide exemption from withholding of tax, the following organisations must provide a self-declaration as listed below:

- **Insurance companies:** A declaration that they are beneficial owners of shares held.
- **Mutual Funds:** A declaration that they are governed by the provisions of Section 10(23D) of the Act along with copy of registration documents (self-attested).

Other categories may provide requisite documents in accordance with the Income-Tax Act, 1961.

For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/ Foreign Institutional Investors, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per Section 90 read with Section 195 of the Income-Tax Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2020-21;
- b) Self declaration in Form 10F;
- c) Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;

- d) Self-declaration, certifying that the (i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21; (ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; (iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; (iv) Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2020- 21. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise; (v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and (vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1<sup>st</sup> April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder. **Members may submit the aforementioned documents to the Company on or before 9<sup>th</sup> September, 2020 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination / deduction may be entertained post 9<sup>th</sup> September, 2020.**

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

The Company may arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.

25. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the previous Annual General Meeting on the website of the Company and the same can be accessed through the link: [www.subros.com](http://www.subros.com). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of

transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [www.subros.com](http://www.subros.com). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the weblink : <http://iepf.gov.in/IEPFA/refund.html> or contact the Registrar & Transfer Agent for lodging claim for refund of shares and / or dividend from the IEPF Authority.

26. The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 18, 2017.
27. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the Director(s) seeking appointment/re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice.

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

##### **Item no. 4**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021 as per the following details:

<b>Name of the Auditor</b>	<b>Industry</b>	<b>Audit Fees</b>
M/s. Chandra Wadhwa & Co.	Automotive	Rs. 3.50 Lacs

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified / approved by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution as set out at Item 4 of the Notice for approval by the Members.

##### **Item no. 5**

Global Autotech Limited ("GAL") is a 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/ arrangements/ transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services etc. with M/s Global Autotech Ltd. are material related party transactions as the same are likely to exceed ten percent of the annual consolidated turnover of the Company. Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with M/s Global Autotech Ltd require the approval of the Members of the Company by way of an ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s Global Autotech Limited.

Name of the director or Key managerial personnel who is related and relationship: Mr. Ramesh Suri, Chairman and Ms. Shradha Suri, Managing Director of the Company. Ms. Shradha Suri is the daughter of Mr. Ramesh Suri, Chairman of the Company.

Material Terms of the Contracts/ Arrangements/Transactions: Sale, purchase, transfer or receipt of products, goods, materials, assets or services and other transactions on a continuous basis and on arm's length basis and ordinary course of business during the financial year 2020-21.

Monetary Value: The value of transactions is likely to be up to an amount of Rs. 300 Crores.

Other information: M/s. Global Autotech Limited is a vendor and all prices are agreed based on market competitiveness.

The material contracts/arrangements/transactions with GAL have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors except Mr. Ramesh Suri, Chairman and Ms. Shradha Suri, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution. The Board recommends the ordinary resolution as set out in Item 5 of the Notice for the approval by the Members.

**By Order of the Board**  
Rakesh Arora  
Company Secretary  
M. No. ACS 8193

Place: New Delhi  
Dated: June 29, 2020

##### **Registered Office:**

Lower Ground Floor, World Trade Centre, Barakhamba Lane,  
New Delhi 110 001  
(CIN: L74899DL1985PLC020134)  
Email: [rakesh.arora@subros.com](mailto:rakesh.arora@subros.com)  
Website: [www.subros.com](http://www.subros.com)



<b>Additional information on Directors recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2.</b>	
Particulars	Mr. Kenichi Ayukawa
Age (years)	64
Qualification	Law graduate from Osaka University, Japan
Experience and expertise	Over 40 years. He joined Suzuki Motor Corporation, Japan in 1980 and worked at various levels there including General Manager, Overseas Marketing, Administration Department and Managing Director of Pak Suzuki Motor Company Limited. He joined the Board of Maruti Suzuki India Limited in 2008 as a non-executive director and was appointed as Managing Director with effect from 1 <sup>st</sup> April, 2013.
Terms & Conditions of appointment/ Reappointment	Liable to retire by rotation.
Details of Remuneration sought to be paid	N.A.
Remuneration last drawn	Nil
Date of first appointment on the Board	29.07.2013
Shareholding in the Company	Nil
Relationship with other directors, manager and Key Managerial Personnel	None
Number of board meeting(s) attended during the year	Three
Other directorships	<p><b>Public Companies:</b>            Maruti Suzuki India Limited            Krishna Maruti Limited            SKH Metals Limited</p> <p><b>Private Companies:</b>            Maruti Suzuki Toyotsu India Private Limited            Denso India Private Limited</p>
Memberships / chairpersonship of committees Audit Committee	<p><u>Maruti Suzuki India Limited</u>            Member- Audit Committee            Member - Stakeholders' Relationship Committee            Member - CSR Committee            Member - Risk Management Committee</p>