

  
**SUBROS LIMITED**

CIN : L74899DL1985PLC020134

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

Phone : 011-23414946-49, Fax : 011-23414945

Website : www.subros.com, E-mail : rakesh.arora@subros.com

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**NOTICE OF POSTAL BALLOT  
(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)**

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Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 ("the Act") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) that the resolution(s) as set out in this notice is proposed to be passed by Shareholders through postal ballot.

The Board of Directors ("the Board") of the Company have appointed Mr. Ravi Sharma, (Membership No. FCS 4468 & Certificate of Practice No. 3666), Partner, M/s RSM & Co., Practicing Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process in a fair and transparent manner.

Shareholders who desire to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid business reply envelope.

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on Friday, February 22, 2019 (9.00 a.m.) and ends on Saturday, March 23, 2019 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting. The Scrutinizer shall submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results of postal ballot shall be declared at the registered office of the Company at 5:00 P.M. on Monday, March 25, 2019 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at [www.subros.com](http://www.subros.com) & on NSDL's website at [www.evotingindia.com](http://www.evotingindia.com). The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Saturday, 23<sup>rd</sup> March, 2019.

**Special Business:**

**Item no. 1 - Re-appointment of Mr. Girish Narain Mehra as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. Girish Narain Mehra** (DIN 00059311) whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), **Mr. Girish Narain Mehra** (DIN 00059311) has attained the age of 86 (eighty six) years and the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item no. 2 - Re-appointment of Mr. Kuttalam Rajagopalan Ramamoorthy as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. Kuttalam Rajagopalan Ramamoorthy** (DIN 00058467) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), **Mr. Kuttalam Rajagopalan Ramamoorthy** (DIN -0058467) has attained the age of 78 (seventy eight) years and the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

#### **Item no. 3 - Re-appointment of Mr. Mohammed Asad Pathan as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. Mohammed Asad Pathan** (DIN 00040352) whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the

Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), **Mr. Mohammed Asad Pathan** (DIN 00040352) has attained the age of 76 (seventy six) years and the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

#### **Item no. 4 - Re-appointment of Mr. Shailendra Swarup as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. Shailendra Swarup** (DIN 00167799) whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), **Mr. Shailendra Swarup** (DIN 00167799) on attaining the age of 75 (seventy five) years during the above term of re-appointment, the continuation of such appointment as an Independent

Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item no. 5 - Re-appointment of Mrs. Meena Sethi as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mrs. Meena Sethi** (DIN 00221921) whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), **Mrs. Meena Sethi** (DIN 00221921) on attaining the age of 75 (seventy five) years during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item no. 6 - Appointment of Mr. Arvind Kapur as an Independent Non-Executive Director**

To consider and if thought fit, to pass with or without

modifications the following resolution as a Ordinary Resolution:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. Arvind Kapur** (DIN 00096308) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 6<sup>th</sup> February, 2019 upto 5<sup>th</sup> February, 2024.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Registered Office:  
LGF, World Trade Centre,  
Barakhamba Lane,  
New Delhi – 110 001  
Dated: 06-02-2019  
Place: New Delhi

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Shareholders / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 15<sup>th</sup> February, 2019. A person who is not a Member as on the Cut-off Date should treat this notice for information purpose.
3. Notice of Postal Ballot is sent electronically on the registered email addresses of the Shareholders and physical copy alongwith Postal Ballot form with self-addressed postage prepaid business reply envelope is dispatched to those shareholders who have not registered their email addresses.
4. All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection at the Registered Office of the Company on all working days during the working hours, except Saturday / Sunday & other holidays, between 11.00 a.m. till 2.00 p.m. upto the date of declaration of results of the Postal Ballot.

5. Shareholders have option to vote either through e-voting or physical mode and the voting period commences from Friday, February 22, 2019, (9.00 a.m.). If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case Shareholders cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.

#### 6. **Voting through physical ballot forms:**

(a) Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, March 23, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

(b) Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only.

(c) Shareholders who have not received the Postal Ballot Form may apply to the Registrar/Company and obtain a duplicate thereof. Shareholders may contact the Company Secretary at the registered office for any grievance in this regard.

(d) A postal ballot form shall be considered invalid if:

- (i) A form other than one issued by the company has been used;
- (ii) It has not been signed by or on behalf of the Member;
- (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company
- (iv) It is not possible to determine without any doubt the assent or dissent of the Member;
- (v) Neither assent nor dissent is mentioned;
- (vi) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (vii) The envelope containing the postal ballot form is received after the last date prescribed;
- (viii) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (ix) It is received from a Member who is in arrears of payment of calls;
- (x) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (xi) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

#### 7. **E-Voting:**

A. In case a Member receives an email from NSDL [for

Shareholders whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz.; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of "SUBROS Limited" now you are ready for e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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 [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### B. **In case a Member receives physical copy of the Notice of Postal Ballot [for Shareholders whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided at the Postal Ballot Form: EVEN (E-voting Event Number) + USER ID and PASSWORD
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(ix) above, to cast vote.
- (iii) In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at toll free no. 1800-222-990.

- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. The e-voting period commences on Friday, February 22, 2019 and ends on Saturday, March 23, 2019. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 15, 2019, may cast their vote electronically. The 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.
  9. In case, the Shareholders do not want to avail the e-voting facility organized through NSDL, such Shareholders may send a request to the Registrar at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or write to the Company Secretary at the registered office for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Shareholders to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.
  10. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
  11. Resolution assented to by the requisite majority of the Shareholders by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
  12. The Result will be displayed at the Company's website [www.subros.com](http://www.subros.com), besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's Registered office.

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

**Item No. 1**

**Mr. Girish Narain Mehra** (DIN 00059311) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Girish Narain Mehra is M.A., LL.B, I.A.S. (Retired) has had a distinguished career as a member of the Indian Administrative Service. Mr. Mehra has long and valuable experience in the field of industrial development, administration and management of public/private sector companies. He has served as the Secretary for Ministry of Industry (Department of Heavy Industry and Company Affairs); Secretary of Ministry of Information and Broadcasting; Industry Commissioner, Uttar Pradesh; Chief Secretary of Uttar Pradesh; Director General of Tourism and Chairman of ITDC and PICUP. Mr. Mehra was India's High Commissioner to Canada until June 1992. He has served on

the Board of various public sector undertakings including Maruti Udyog Ltd., Air India, Indian Airlines, Hindustan Zinc Ltd., Instrumentation Ltd., Airports Authority of India, etc. He is presently on the Board of Directors of various leading public companies.

Mr. Girish Narain Mehra has attained the age of 86 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age. In the opinion of the Board, Mr. Girish Narain Mehra fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his business knowledge, acumen, experience and substantial contribution made by him during his tenure, the association of Mr. Girish Narain Mehra would be beneficial to the Company and based on the above performance evaluation, it is desirable to re-appoint Mr. Girish Narain Mehra as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Girish Narain Mehra setting out the terms and conditions of appointment is available for inspection without any fee by the Shareholders at the Registered Office of the Company. The details of Mr. Girish Narain Mehra as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice. The Board of Directors recommends the resolution at Item No. 1 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Girish Narain Mehra, has any concern or interest, financial or otherwise.

**Item No. 2**

**Mr. Kuttalam Rajagopalan Ramamoorthy** (DIN 00058467) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Kuttalam Rajagopalan Ramamoorthy holds degrees in Economics and Law and is a Fellow Member of The Institute of Company Secretaries of India. He is a senior banker, with over four decades of commercial and banking experience in India. He was the Chairman & CEO of two of the leading commercial banks in India, Corporation Bank and The Vysya Bank Limited. After his rewarding career in leadership positions, he served as Advisor for CRISIL from 2001-2004. Since 2005, he has been consulting independently, for commercial banks in India and other developing countries in South Asia and Africa. During his tenure in the banking sector, Mr. Ramamoorthy served on the various Committees constituted by the Reserve Bank of India (RBI), SEBI and the Indian Banks Association. Prior to joining the Banking

Industry in his formative career, he served the private sector entities for nearly two decades - in Pharma, Entertainment, Engineering and Consumer Product Marketing Organizations. Currently, he serves on the Board of various corporate entities as Independent Director.

Mr. Kuttalam Rajagopalan Ramamoorthy has attained the age of 78 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age. In the opinion of the Board, Mr. Kuttalam Rajagopalan Ramamoorthy fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his business knowledge, acumen, experience and substantial contribution made by him during his tenure, the association of Mr. Kuttalam Rajagopalan Ramamoorthy would be beneficial to the Company and based on the above performance evaluation, it is desirable to re-appoint Mr. Kuttalam Rajagopalan Ramamoorthy as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Kuttalam Rajagopalan Ramamoorthy setting out the terms and conditions of appointment is available for inspection without any fee by the Shareholders at the Registered Office of the Company. The details of Mr. Kuttalam Rajagopalan Ramamoorthy as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 2 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Kuttalam Rajagopalan Ramamoorthy, has any concern or interest, financial or otherwise.

#### **Item No. 3**

**Mr. Mohammed Asad Pathan (DIN 00040352)** was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Mohammed Asad Pathan is a graduate in Economics and holds a Diploma in Petroleum Management from Cambridge, Massachusetts, USA. He is having experience of nearly five decades of diverse experience in the various top positions, including that of Chairman of Indian Oil Corporation Ltd. and as a Director in various TATA Group Companies.

Mr. Mohammed Asad Pathan has attained the age of 76 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018,

which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age. In the opinion of the Board, Mr. Mohammed Asad Pathan fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his business knowledge, acumen, experience and substantial contribution made by him during his tenure, the association of Mr. Mohammed Asad Pathan would be beneficial to the Company and based on the above performance evaluation, it is desirable to re-appoint Mr. Mohammed Asad Pathan as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Mohammed Asad Pathan setting out the terms and conditions of appointment are available for inspection without any fee by the Shareholders at the Registered Office of the Company. The details of Mr. Mohammed Asad Pathan as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Mohammed Asad Pathan, has any concern or interest, financial or otherwise.

#### **Item No. 4**

**Mr. Shailendra Swarup** (DIN 00167799) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Shailendra Swarup is an advocate practicing in Supreme Court of India and High Court. He joined the Bar in the year 1965 and he is having more than 53 years of experience. He is a renowned personality in the legal profession in India, inter alia, has expertise in commercial laws.

Mr. Shailendra Swarup has attained the age of 74 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1<sup>st</sup> April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age. In the opinion of the Board, Mr. Shailendra Swarup fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and

Remuneration Committee and based on the performance evaluation, considers that given his business knowledge, acumen, experience and substantial contribution made by him during his tenure, the association of Mr. Shailendra Swarup would be beneficial to the Company and based on the above performance evaluation, it is desirable to re-appoint Mr. Shailendra Swarup as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mr. Shailendra Swarup setting out the terms and conditions of appointment is available for inspection without any fee by the Shareholders at the Registered Office of the Company. The details of Mr. Shailendra Swarup as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Shailendra Swarup, has any concern or interest, financial or otherwise.

#### **Item No. 5**

**Mrs. Meena Sethi** (DIN 00221921) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company upto 31<sup>st</sup> March, 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mrs. Meena Sethi is a graduate is having experience of more than 45 years in business, she is the Managing Director of Orient Fashions Group, which is a pioneer Company in the field of export of high end garments.

Mrs. Meena Sethi has attained the age of 74 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1st April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age. In the opinion of the Board, Mrs. Meena Sethi fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given her business knowledge, acumen, experience and substantial contribution made by her during her tenure, the association of Mrs. Meena Sethi would be beneficial to the Company and based on the above performance evaluation, it is desirable to re-appoint Mrs. Meena Sethi as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2019.

Copy of the draft letter of appointment of Mrs. Meena Sethi setting out the terms and conditions of appointment are available for inspection without any fee by the Shareholders

at the Registered Office of the Company. The details of Mrs. Meena Sethi as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Mrs. Meena Sethi, has any concern or interest, financial or otherwise.

#### **Item No. 6**

**Mr. Arvind Kapur** (DIN 00096308) has been appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013.

Mr. Arvind Kapur is a graduate from St. Stephen's College, Delhi and Alumni of the Harvard Business School, USA. Mr. Arvind Kapur is the Promoter of Rico Auto Industries Limited and is presently its Chairman and Managing Director. Mr. Kapur has rich experience of over four decades in the Automotive Industry and has acquired expertise in all vital aspects of the business. He is also a Director on the Board of several leading Companies. Mr. Kapur is actively involved with professional bodies and has held the office of the President of ACMA for the year 2011-12 and has also represented on the Executive Body of CII.

The Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee, considers that given his business knowledge, contribution and experience in the automotive sector, the association of Mr. Arvind Kapur would be of immense beneficial to the Company and it is desirable to appoint Mr. Arvind Kapur as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 6<sup>th</sup> February, 2019.

Copy of the draft letter of appointment of Mr. Arvind Kapur setting out the terms and conditions of appointment are available for inspection without any fee by the Shareholders at the Registered Office of the Company. The details of Mr. Arvind Kapur as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval as on ordinary resolution.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Arvind Kapur, has any concern or interest, financial or otherwise.

Registered Office:  
LGF, World Trade Centre,  
Barakhamba Lane,  
New Delhi – 110 001  
Dated: 06-02-2019  
Place: New Delhi

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

## Annexure – A

Details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Particulars	Mr. Girish Narain Mehra	Mr. Kuttalam Rajagopalan Ramamoorthy	Mr. Mohammed Asad Pathan	Mr. Shailendra Swarup	Mrs. Meena Sethi	Mr. Arvind Kapur
Age (Years)	86	78	76	74	74	68
Qualification	IAS (Retd.), M.A., LL.B	Degree in Economics and Law and is a Fellow Member of Institute of Companies Secretaries of India.	Graduate in Economics and Diploma in Petroleum Management from Cambridge, Massachusetts, USA	B.A, LL.B	Graduate	Graduate St. Stephen College and Alumni Harvard Business School, USA
Experience	Over 55 years	Over 50 years	Over 50 years	Over 53 years	Over 45 years	Over 40 years
Terms & Conditions of appointment/ Re-appointment	He is proposed to be re-appointed as non-executive Independent director not liable to retire by rotation.	He is proposed to be re-appointed as non-executive Independent director not liable to retire by rotation.	He is proposed to be re-appointed as non-executive Independent director not liable to retire by rotation.	He is proposed to be re-appointed as non-executive Independent director not liable to retire by rotation.	She is proposed to be re-appointed as non-executive Independent director not liable to retire by rotation.	He is proposed to be appointed as non-executive Independent director not liable to retire by rotation.
Details of Remuneration sought to be paid	Nil	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil	Nil	Nil	Nil
Date of first appointment on the Board	30.03.1996	13.03.2003	08.11.2013	31.10.2002	30.07.2012	06.02.2019
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other directors, manager and Key Managerial Personnel	None	None	None	None	None	None
Number of board meeting(s) attended during the year	4	4	4	5	4	1
Other directorships in listed entities	Action Construction Equipment Ltd., Amrit Corp Ltd., Bharat Seats Ltd.,	Nilkamal Plastics Ltd., Amrit Corp. Ltd., Ujjivan Financial Services Ltd.	Nil	Gujrat Fluorochemicals Ltd., Bengal & Assam Company Ltd., J & K Paper Ltd.,	Nil	Rico Auto Industries Ltd, Sandhar Technologies Ltd,
Memberships / chairpersonship of committees <u>Audit Committee</u>	Action Construction Equipment Ltd., (Member), Bharat Seats Ltd. (Chairperson)	Nilkamal Ltd., (Chairperson), Amrit Corp Ltd (Chairperson), Ujjivan Financial Services Ltd. (Chairperson)	Nil	Gujrat Fluorochemicals Ltd., (Member)	Nil	Sandhar Technologies Ltd, (Member)
<u>Stakeholder Relationship Committee</u>	Amrit Corp. Ltd (Chairperson), Bharat Seats Ltd. (Member)	Ujjivan Financial Services Ltd. (Member)	Nil	Nil	Nil	Rico Auto Industries Ltd. (Chairperson), Sandhar Technologies Ltd. (Member)



# SUBROS LIMITED

CIN : L74899DL1985PLC020134

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

Phone : 011-23414946-49, Fax : 011-23414945

Website : www.subros.com Email : rakesh.arora@subros.com

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- Name & registered address of the Sole/ First named Member
- Name(s) of the Joint holder(s), if any
- Folio No / DP & Client ID No
- No. of Share(s) held
- I/We hereby exercise my/our vote in respect of the following Special/Ordinary Resolution(s) to be passed through Postal Ballot for the business as stated in the Notice of Postal Ballot dated 6<sup>th</sup> February, 2019 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark in the appropriate box below:

S. No.	Description	No. of equity shares held by me	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Re-appointment of Mr. Girish Narain Mehra as an Independent Non-Executive Director			
2	Re-appointment of Mr. Kuttalam Rajagopalan Ramamoorthy as an Independent Non-Executive Director			
3	Re-appointment of Mr. Mohammed Asad Pathan as an Independent Non-Executive Director			
4	Re-appointment of Mr. Shailendra Swarup as an Independent Non-Executive Director			
5	Re-appointment of Mrs. Meena Sethi as an Independent Non-Executive Director			
6	Appointment of Mr. Arvind Kapur as an Independent Non-Executive Director			

Place : \_\_\_\_\_

Date : \_\_\_\_\_ Signature of the Member/Authorised Representative

For those opting to vote through electronic means instead of voting by Postal Ballot, the e-voting facility is available at the weblink [www.evotingindia.com](http://www.evotingindia.com). The particulars of e-voting are as under :

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

**NOTE :** Kindly read the instructions printed overleaf before exercising your vote

Last date for receipt of Postal Ballot Forms by Scrutinizer is March 23, 2019.

P.T.O.

## **INSTRUCTIONS**

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A Member desiring to exercise his/her vote by Postal Ballot, may send duly completed form in the enclosed self addressed Business Reply Envelope. The envelope bears the name of Scrutinizer appointed as the scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at LGF, World Trade Centre Barakhamba Lane, New Delhi-110001 or at the Scrutinizer's address at D-63, JFF Complex, Jhandewalan, New Delhi-110055.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours on Saturday, the 23<sup>rd</sup> day of March, 2019. A Postal Ballot Form received after this date and time will be treated as if the reply from the Member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolution(s) may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorized signatory(ies).
9. An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
11. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
12. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Resolution(s), if assented by requisite majority, shall be considered as passed on Saturday, the 23<sup>rd</sup> day of March, 2019.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
15. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form.