

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	:	L74899DL1985PLC020134
ii)	Registration Date	:	February 14, 1985
iii)	Name of the Company	:	Subros Limited
iv)	Category / Sub-Category of the Company	:	Public Company Limited by shares
v)	Address of the Registered office and contact details	:	LGF, World Trade Centre Barakhamba Lane New Delhi-110 001 Tel. No.: 011-23414946-49
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	MCS Share Transfer Agent Limited Srivenkatesh Bhavan, F-65, Okhla Industrial Area Phase-I, New Delhi - 110 020 Tel. No.: 011-4140-6148

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

S. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1.	Automotive A.C. parts & Accessories of Automotive System	B-13-374.8	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN/Registration No.	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Thai Subros Ltd No. 240/6 Ayodhya Tower 11th Floor, Soi Ratchadapisek 18, Ratchadapisek Road, Huai Kwang, Huai Kwang, Bangkok. (Voluntary liquidation vide order dated 1 st August, 2019)	0-1155-51007-18-8	Subsidiary	100%	2(87)
2.	Denso Subros Thermal Engineering Centre India Private Limited B-1/D-4, Ground Floor Mohan Co-operative Industrial Estate, Mathura Road, New Delhi 110 044	U93000DL2011FTC212269	Associate	26%	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/ HUF	7206240	--	7206240	11.05	7206240	--	7206240	11.05	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	16793760	--	16793760	25.74	16793760	--	16793760	25.74	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (1)	24000000	--	24000000	36.79	24000000	--	24000000	36.79	--
2. Foreign	--	--	--	--	--	--	--	--	--
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (2)	--	--	--	--	--	--	--	--	--
Total Share-holding of Promoters (A) = (A) (1) + (A) (2)	24000000	--	24000000	36.79	24000000	--	24000000	36.79	--

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	4230947	--	4230947	6.49	5256618	--	5256618	8.06	1.57
b) Banks/FI	45779	--	45779	0.07	--	--	--	--	-0.07

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	203303	--	203303	0.31	0.31
g) FIs	369002	2500	371502	0.57	399605	2500	402105	0.62	0.05
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify) Alternate Investment Funds	--	--	--	--	25613	--	25613	0.04	0.04
Sub-total (B) (1)	4645728	2500	4648228	7.13	5885139	2500	5887639	9.03	1.90
2. Non-Institutions									
a) Bodies Corp. i. Indian	4660478	2400000	7060478	10.82	4134606	2393600	6528206	10.01	-0.81
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	6368155	606924	6975079	10.70	6076171	495015	6571186	10.07	-0.63
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1000741	--	1000741	1.53	721969	--	721969	1.11	-0.42
c) Others (specify)	--	--	--	--	--	--	--	--	--
i. NRI	485191	--	485191	0.74	451864	--	451864	0.69	-0.05
ii. Foreign Collaborator	20847150	--	20847150	31.96	20847150	--	20847150	31.96	--
iii. Clearing Members	--	--	--	--	--	--	--	--	--
iv. Trust & Foundations	600	--	600	0.00	1500	--	1500	0.00	--
v. IEPF	218283	--	218283	0.33	226236	--	226236	0.34	0.01
Sub-total (B) (2)	33580598	3006924	36587522	56.08	32459496	2888615	35348111	54.18	-1.90
Total Public Shareholding (B) = (B) 1+(B) 2	38226326	3009424	41235750	63.21	38344635	2891115	41235750	63.21	--
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	62226326	3009424	65235750	100.00	62344635	2891115	65235750	100.00	--

(ii) Shareholding of Promoters

Name of Shareholders	Share holding at the beginning of the year			Share holding at the end of the year			% Change during the year
	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares of pledged/ encumbered to total shares	
Deeksha Holding Ltd	10137760	15.54	--	10137760	15.54	--	--
Jyotsna Holding Pvt. Ltd	3448000	5.28	--	3448000	5.28	--	--
R R Holdings Pvt. Ltd	3208000	4.92	--	3208000	4.92	--	--
Dr. Jyotsna Suri	1619200	2.48	--	1619200	2.48	--	--
Mr. Ramesh Suri	4459040	6.84	--	4459040	6.84	--	--
Ms. Ritu Suri	1128000	1.73	--	1128000	1.73	--	--
Total	24000000	36.79	--	24000000	36.79	--	--

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No change in Promoters shareholding during the year.			
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus/ sweat equity, etc.				
3	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters are holders of GDRs & ADRs)

Shareholding at the Beginning of the Year							Cumulative Shareholding during the year	
S. No.	Name of the Shareholder	No of Shares	% of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason for change	No. of Shares	% of total shares of the Company
1	Denso Corporation	13047150	20.00	31.03.2019	-	-	13047150	20.00
2	Suzuki Motor Corporation	7800000	11.96	31.03.2019	-	-	7800000	11.96
3	DSP Small Cap Fund	2378433	3.65	31.03.2019	-	-	2378433	3.65
4	Responsible Holding Pvt. Ltd	1756400	2.69	31.03.2019	-	-	1756400	2.69
5	SHS Transport Pvt. Ltd	979500	1.50	31.03.2019	-	-	979500	1.50
6	Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd	713048	1.09	31.03.2019	-	-	-	-
				12.04.2019	-186	Transfer	712862	1.09
				26.04.2019	-4664	Transfer	708198	1.09
				03.05.2019	-1708	Transfer	706490	1.08
				17.05.2019	360	Transfer	706850	1.08
				07.06.2019	6818	Transfer	713668	1.09
				14.06.2019	1722	Transfer	715390	1.10

Shareholding at the Beginning of the Year							Cumulative Shareholding during the year	
S. No.	Name of the Shareholder	No of Shares	% of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason for change	No. of Shares	% of total shares of the Company
				21.06.2019	-2010	Transfer	713380	1.09
				12.07.2019	-3709	Transfer	709671	1.09
				26.07.2019	-924	Transfer	708747	1.09
				02.08.2019	7004	Transfer	715751	1.10
				09.08.2019	2301	Transfer	718052	1.10
				27.09.2019	68159	Transfer	786211	1.21
				04.10.2019	3308	Transfer	789519	1.21
				11.10.2019	2312	Transfer	791831	1.21
				25.10.2019	13096	Transfer	804927	1.23
				15.11.2019	-4133	Transfer	800794	1.23
				13.12.2019	4067	Transfer	804861	1.23
7	Cold Form Engineering Pvt Ltd.	752732	1.15	31.03.2019	-	-	752732	1.15
8	UTI Transportation and Logistics Fund	740472	1.14	31.03.2019	-	-	740472	1.14
9	Godawri Capital Pvt. Ltd	547100	0.84	31.03.2019	-	-	547100	0.84
10	IFB Automotive Private Ltd	367490	0.56	31.03.2019	-	-	367490	0.56

v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Ramesh Suri Chairman				
1.	At the beginning of the year	44,59,040	6.84	44,59,040	6.84
2	Date wise Increase / Decrease in Promoters Share holding during the year	---	---	---	---
3.	At the End of the year	44,59,040	6.84	44,59,040	6.84

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Dr. Jyotsna Suri Director				
1	At the beginning of the year	16,19,200	2.48	16,19,200	2.48
2	Date wise Increase / Decrease in Promoters Share holding during the year	--	--	--	--
3	At the End of the year	16,19,200	2.48	16,19,200	2.48

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	21458.79	2953.06	--	24,411.85
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	107.44	--	--	107.44
Total (i+ii+iii)	21566.23	2953.06	--	24519.29
Change in Indebtedness during the financial year				
• Addition	--	5151.92	--	5151.92
• Reduction	15187.94	--	--	15187.94
Net Change	(15187.94)	5151.92	--	(10,036.02)
Indebtedness at the end of the financial year				
i) Principal Amount	6346.99	8104.98	--	14451.97
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	31.30	--	--	31.30
Total (i+ii+iii)	6378.29	8104.98	--	14483.27

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager

S. No.	Particulars of Remuneration	Name of MD / WTD / Manger		Total Amount (Rs. in Lakhs)
		Mr. Ramesh Suri (Chairman) (Rs. in Lakhs)	Ms. Shradha Suri (Managing Director) (Rs. in Lakhs)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income -Tax Act, 1961	48.00	214.82	262.82
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	0.79	0.79	1.58
	(c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission -As % of profit	31.95	63.89	95.84
	-Others, specify	--	--	--
5	Others, please specify (post employment benefits)	--	11.89	11.89
	TOTAL (A)	80.74	291.39	372.13
	Ceiling as per the Act (Rs. In Lakhs)*	1277.89		

*Being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

B. Remuneration to other Directors
Independent Directors

(Rs. in Lakhs)

S. No	Particulars of Remuneration	Name of Directors						Total Amount (Rs.in Lakhs)
		Mr. G.N. Mehra	Mr. K.R. Ramamoorthy	Mr. Shailendra Swarup	Mrs. Meena Sethi	Mr. M.A. Pathan	Mr. Arvind Kapur	
1	Fee for attending Board/Committee Meetings	11.30	6.00	3.25	8.65	6.50	2.00	37.70
	Commission	--	--	--	--	--	--	--
	Others (Sitting Fees for other Meetings)	--	--	--	--	0.40	--	0.40
	TOTAL (1)	11.30	6.00	3.25	8.65	6.90	2.00	38.10

Other Non-Executive Directors

S. No.	Particulars of Remuneration	Name of Directors	Total Amount (Rs. in Lakhs)
2.	Fee for attending Board/Committee Meetings Commission Others, please specify	Dr. Jyotsna Suri	
		2.75	2.75
		-	-
	TOTAL (2)	2.75	2.75
TOTAL (B) = 1+2			40.85*
Total Managerial Remuneration			412.98**
Overall Ceiling as per the Act		Rs. 1405.68 Lakhs***	

* The total amount of Rs. 40,85,000 paid sitting fee for Board and Committee/other meetings which is not the part of 1% ceiling as per the Act.

** Total remuneration to Managing Director, Whole-Time Director and other Directors (being the total of A and B).

*** Being 11% of the Net profits of the Company calculated as per section 198 of the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs. in Lakhs)
		Mr. Manoj K. Sethi	Mr. Rakesh Arora	
		(CFO)	(Company Secretary)	
1	Gross salary	(Rs. in Lakhs)	(Rs. in Lakhs)	
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	87.52	43.02	130.54
	(b) Value of perquisites u/s 17(2) Income - Tax Act, 1961	0.29	0	0.29
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission As % of profit	--	--	--
	Others, specify			
5	Others, please specify (post employment benefits)	5.52	3.16	8.68
	TOTAL	93.33	46.18	139.51

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					