

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 Website: www.subros.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of SUBROS LIMITED will be held on Monday, the 18th September, 2017 at 11.00 a.m. at Kamani Auditorium, No.1 Copernicus Marg, New Delhi - 110 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended on March 31, 2017 including audited Balance Sheet as at March 31, 2017, the statement of Profit and Loss for the year ended on that date and the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements for the year ended on March 31, 2017.
2. To declare dividend for the financial year ended on March 31, 2017.
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.
4. To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) having offered themselves for appointment, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of the 32nd Annual General Meeting upto the conclusion of the 37th Annual General Meeting of the Company at a remuneration to be fixed by the Board.

SPECIAL BUSINESS:

5. To ratify and approve the remuneration of the Cost Auditors for the financial year 2017-18.

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 and the Companies (Audit & Auditors) Rules, 2014, 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 2017-18 be paid a remuneration as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488), Chairman of the Company and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts and things as may be considered necessary and expedient in relation thereto and to file necessary form(s)/return(s), if any, with the Registrar of Companies and other statutory authorities."

6. To approve the material related party contracts/arrangements/transactions with M/s Global Autotech Limited

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent 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") for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to Rs.350 crores (Rupees Three Hundred Fifty Crores) in every financial year, on such terms and conditions as may be mutually agreed upon between the Company and GAL.

RESOLVED FURTHER THAT the Board of Directors / 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 M/s Global Autotech Limited within the aforesaid limits.

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488), Chairman of the Company and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts and things as may be considered necessary and expedient in relation thereto and to file necessary form(s)/return(s), if any, with the Registrar of Companies and other statutory authorities."

7. To increase Authorized Share Capital.

To consider and if thought fit, to pass with or without modification, if any, the following resolution(s) as a Special Resolution:

“RESOLVED THAT pursuant to Section 13, 14 and Section 61(1)(a), other applicable provisions of the Companies Act, 2013 read along with rules, if any, the consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 15,00,00,000/- (Rs. Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity shares of Rs 2/- (Rupees Two) each to Rs. 25,00,00,000/- (Rs. Twenty five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity shares of Rs 2/- (Rupees Two) each.

RESOLVED FURTHER THAT existing clause V of Memorandum of Association of the Company be altered by substituting the same with the following clause:

“The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rs. Twenty Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity shares of Rs. 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder, Article 5 of the Articles of Association of the Company be and is hereby altered to read as follows:

The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 12,50,00,000/- (Twelve Crore Fifty Lacs) Equity Shares of Rs.2/- (Rs Two) each. The Company has the power from time to time to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created may from time to time be divided into shares of several classes in such manner as may be provided hereinafter. The shares of each class may have or confer such preferred or other special rights and privileges may be issued under such restrictions and conditions whether in regard to division, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any share issued with preferred or other rights shall be varied for abrogated or affected except with such sanction as is provided for hereinafter.

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488) Chairman or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary/expedient/incidental to give effect to the aforesaid resolutions or matter related thereto.”

Place: New Delhi
Dated: May 23, 2017

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

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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of not exceeding fifty Members and holding in aggregate not more than ten percent of the total share capital of the Company.
3. The Register of Members and the Share Transfer books of the Company will remain closed from September 11, 2017 to September 18, 2017 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2017 and the Annual General Meeting.
4. Final dividend of Rs.0.50 per share has been recommended by the Board of Directors for the year ended March 31, 2017 and is subject to the approval of the Members at the ensuing Annual General Meeting.
5. 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 and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of 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.

7. 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 can submit their PAN details to the Company.
8. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report for 2016-17 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Annual Report for 2016-17 will also be available on the Company’s website for download. The physical copies of the aforesaid 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 physical form, upon making a request for the same, by post free of cost.

12. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Regulations, the Company is pleased to provide Members a facility to exercise their right to vote at the 32nd Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- A. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- B. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- C. The remote e-voting period commences on September 15, 2017 (9:00 am) and ends on September 17, 2017 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 11, 2017, may cast their vote by remote e-voting. The remote 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.

The procedure and instructions for Members for remote e-voting are as under:

- I. **In case of Members receiving e-mail from NSDL (For those Members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. “SUBROS-remote e-Voting.pdf” with your Client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password 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.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select “EVEN” of “Subros Limited”.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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 info@csrsm.com with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of 32nd Annual General Meeting (for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided at the bottom of the Attendance Slip for the 32nd Annual General Meeting.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above to cast vote.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990.
- E. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- G. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 11, 2017.
- H. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 11, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MCS Share Transfer Agent Limited.
- 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” option available on www.evoting.nsdl.com or contact NSDL at toll free no. : 1800-222-990.
- I. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- J. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- K. Shri Ravi Sharma, Practicing Company Secretary (Membership No. FCS-4468 & CP No. 3666), Partner, M/s. RSM & Co., Company Secretaries has 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.
- L. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- M. 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 and on the website of NSDL immediately 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.
13. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. Members of the Company are informed that pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956 (Corresponding Section 124(5) of the Companies Act, 2013) the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Members who have not encashed their dividend warrant(s) for the years from 2009-10 to 2015-16 are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund. Dividend for the year 2008-09 has been transferred to the IEPF. Members who have not yet encashed their dividend warrant(s) for the financial year 2009-10 onwards, are requested to claim the amount forthwith from the Company.

Also in terms of section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time), equity shares on which dividend has not been paid or claimed by a Shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor

Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Equity Shares which are transferred to the Demat Account of IEPFA can be claimed back by the Shareholder from IEPFA by following the procedure prescribed under the aforesaid Rules. Therefore, it is in the interest of Members to regularly claim the dividends declared by the Company.

15. In terms of Section 72 of the Companies Act, 2013, the Members of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Members desirous of availing this facility may submit nomination in SH-13.
16. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' report, etc., to the Members through e-mail. The Members holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in Demat form, the Members may register their e-mail addresses with their DPs (Depository Participants).
17. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. For security reasons, brief cases, transistors, bag, boxes, cameras, eatables etc., will not be allowed to be taken inside the meeting hall.

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

Item no. 5

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, 2018 as per the following details:

<u>Name of the Auditor</u>	<u>Industry</u>	<u>Audit Fees</u>
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 by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

The Board recommends the above resolution for approval of the Members as an Ordinary Resolution.

Item no. 6

Global Autotech Limited ("GAL") is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

In terms of the proviso to Regulation 23 of the Listing Regulations, the Contracts/ Arrangements/ Transactions relating to transfer or receipt of products, goods, materials, assets or services with M/s Global Autotech Ltd. are material in nature as these transactions are likely to exceed 10% of the Turnover of the Company. Therefore, in terms of Regulation 23 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 a Special 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 on arm's length basis

Monetary Value: The Value of transactions are likely up to amount of Rs.350 crores per year.

Other information: M/s. Global Autotech Limited is a tier-2 vendor for child parts for Hose and Pipe, Compressor, Evaporator and Heaters. All prices are agreed with the vendor 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 resolution set forth in item No.6 for the approval of the Members.

Item no. 7

The Company, in order to meet the long term growth objectives may be required to increase the authorized share capital from Rs.15 Crores to Rs. 25 Crores and for that purpose, the Memorandum of Association and Article of Association of the Company are proposed to be suitably altered by passing Special Resolution as set out at Item No. 7. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of Capital clause of the Memorandum of Association and the Articles of Association of the Company.

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

The Board recommends the resolutions set forth in item No.7 for the approval of the Members.

A copy of the Memorandum and Articles of Association together with the propose alterations is available for inspection by Members on any working days, except Saturdays between 10.00 a.m and 5.00 p.m at the registered office of the Company.

By Order of the Board

Rakesh Arora
Company Secretary
M. No. ACS 8193

Place: New Delhi
Dated: May 23, 2017

Registered Office:
Lower Ground Floor, World Trade Centre, Barakhamba Lane, New Delhi 110 001
(CIN: L74899DL1985PLC020134)
Email: rakesh.arora@subros.com
Website: www.subros.com

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Kenichi Ayukawa, 61, is a law graduate from Osaka University, Japan. Mr. Ayukawa joined Suzuki Motor Corporation 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 1st April, 2013.

Mr. Ayukawa is a member on the board of several companies such as Suzuki Italia S.P.A., Suzuki International Europe GmbH, Suzuki Motor Iberia, S.A.U., Suzuki Austria Automobil, Handels Gesellschaft m.b.H., Suzuki Motor Poland SP.Z.O.O., Suzuki GB PLC, Magyar Suzuki Corporation Ltd., Suzuki Finance Europe B.V., Suzuki Philippines Inc., Pak Suzuki Motor Co. Ltd., Vietnam Suzuki Corporation, PT Suzuki Indomobil Motor, Suzuki Motor (China) Investment Co. Ltd., Taiwan Suzuki Automobile Corp., Suzuki Motor (Thailand) Co. Ltd., Suzuki Australia Pty. Ltd., Suzuki Newzealand Ltd., Suzuki Motor De Mexico, S.A. Dec. V., Suzuki Servicios de Mexico, S.A de C.V., Suzuki Auto South Africa (Pty) Ltd., Suzuki Motor Czech S.R.O., Suzuki Motor Rus, LLC, Suzuki Automobile Schweiz AG, Jiangxi Change Suzuki Automobile Co. Ltd., Suzuki Malaysia Automobile SDN. BHD., Suzuki Egypt S.A.E., Maruti Suzuki India Limited, SKH Metals Limited, Subros Limited, Krishna Maruti Limited and Denso India Pvt. Limited. Mr. Ayukawa is member of Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee in Maruti Suzuki India Limited.

He is not related to any Director or Key Managerial Personnel of the Company and does not hold any Shares in the Company.



SUBROS LIMITED

(CIN:- L74899DL1985PLC020134)

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

Phone: 011-23414946-49 Fax: 011-23414945 e-mail: rakesh.arora@subros.com website: www.subros.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / Client ID No. : DP ID No.

I / We, being the Member(s) of Shares of above named company, hereby appoint:

1. Name: E-mail Id:

Address:

..... Signature: or failing him

2. Name: E-mail Id:

Address:

..... Signature: or failing him

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the

Company to be held on Monday, 18th September, 2017 at 11.00 a.m. at Kamani Auditorium, No. 1 Copernicus Marg,

New Delhi - 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements of the Company for the year ended on March 31, 2017.

2. Declaration of Dividend for the financial year ended on March 31, 2017.

3. Re-appointment of Mr. Kenichi Ayukawa, Director, who retires by rotation.

4. Appointment of Statutory Auditors and to fix their remuneration.

5. Ratification of remuneration of the Cost Auditors.

6. Approve the Material Related Party Contracts / Arrangements/Transactions with M/s Global Autotech Limited.

7. To Increase the Authorized Share Capital of the Company

Signed this day of 2017

Signature of Shareholder..... Signature of Proxy holder(s).....

Note: This proxy must be deposited at the Registered Office of the Company at LGF, World Trade Centre, Barakhamba

Lane, Connaught Place, New Delhi-110 001 not less than forty eight hours before the time of the meeting.

Affix
Revenue
Stamp

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SUBROS LIMITED

(CIN:- L74899DL1985PLC020134)

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

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING ON 18th September, 2017

Folio No. _____ DPID No.*: _____ Client ID*: _____ No. of Shares _____

I certify that I am registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company at Kamani Auditorium, No.1, Copernicus Marg, New Delhi-110001 on Monday, 18th September, 2017 at 11.00A.M.

Name of Member _____ Signature _____

Name of Proxy holder _____ Signature _____

Note: Please fill in this attendance slip and hand it over at the Registration Counter. Members who hold shares in Dematerialised form are requested to bring their Client ID and DP ID Number for easier identification of attendance at the Annual General Meeting.

*Applicable for Members holding shares in Dematerialised form.

Route Map for Venue:

KAMANI AUDITORIUM

No. 1 Copernicus Marg, New Delhi - 110 001

