Subros

SL/BSE/NSE/18

1st October, 2018

The Manager , Listing Department, **National Stock Exchange of India Ltd.,** 'Exchange Plaza' C-1 , Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051.	Dy. General Manager, Department of Corporate Services, **BSE LIMITED,** First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001.
cmlist@nse.co.in	Corp.compliance@bseindia.com
Security ID: SUBROS	Security ID: SUBROS

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 Notice of Extraordinary General Meeting sent to the Shareholders.

Dear Sir,

We enclose herewith the Notice convening an Extraordinary General Meeting of the Company to be held on Friday, 26th October, 2018 at 10.30 a.m at Lakshmipat Singhania Auditorium, 4/2, PHD House, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, to transact the special business as contained in the said Notice.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
SUBROS LIMITED

Rakesh Arora
Company Secretary

Encl.: As above

Subros

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting (**"EGM"**) of the Members of SUBROS LIMITED will be held on Friday, the 26th October, 2018 at 10.30 a.m. at Lakshmipat Singhania Auditorium, 4/2 PHD House, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 to transact the following business:

SPECIAL BUSINESS :

ITEM NO. 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable rules and regulations thereunder (the "Act"), and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI LODR Regulations"**), as amended, the provisions of the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India, the Ministry of Corporate Affairs and the Stock Exchanges where the shares of the Company are listed (**"Stock Exchanges"**) and subject to necessary approvals, permissions, sanctions and consents as may be required from any other relevant governmental authorities, approvals under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to requisite approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted/ agreed to by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors to offer, issue and allot in one or more tranches, on preferential basis, 52,47,150 (Fifty two lakhs forty seven thousand one hundred and fifty) equity shares of face value of Rs. 2/- (Rupees Two) each fully paid-up for cash at an issue price of Rs. 400/- (including premium of Rs. 398/-) per equity share aggregating to Rs. 20988.60 lakhs (Rupees Two Hundred Nine Crores Eighty Eight Lakhs Sixty Thousand Only) (**"Equity Shares"**) to DENSO CORPORATION, JAPAN (**"DENSO"**), the entity belonging to the Non-Promoter category (**"Proposed Allottee"**) on such other terms and conditions as may be approved by the Board. The price of Equity Shares to be allotted shall be Rs. 400/- per share and is being made at a price higher than the price determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and regulation 71 of the SEBI ICDR Regulations, the Relevant Date for the determination of the minimum issue price of the Equity Shares on preferential basis is 26th September, 2018 i.e. being the date which is 30 days prior to 26th October, 2018 i.e. the date of passing of Special Resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(I) DENSO shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to DENSO, on or before the date of allotment thereof;

(ii) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the DENSO;

(iii) The Equity Shares to be allotted to DENSO shall be subject to lock-in for a period of one (1) year from the date of trading approval or period as may be specified under Chapter VII of the SEBI ICDR Regulations;

(iv) Pursuant to SEBI ICDR Regulations, the Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this Special Resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority or central government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;

(v) The Equity Shares so offered, issued and allotted will be listed on Stock Exchanges (NSE and BSE) where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

and

(vi) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted pursuant to this Special Resolution shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board of Directors be and is hereby authorized to decide and approve the terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, as it may deem expedient, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including without limitation signing and circulating private placement offer letter and letter of allotment, making an application to Stock Exchanges for obtaining in-principle approval for listing of shares, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, filing of requisite documents with the Registrar of Companies and Stock Exchanges, resolving and settling any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of transaction documents and all deeds and documents as may be required, and to further authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board of Directors in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members of the Company."

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

Place : New Delhi
Dated : September 27, 2018

IMPORTANT NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the extraordinary general meeting (**"EGM"**) 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 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 October 20, 2018.

4. Members holding shares in physical form are requested to register their bank particulars or changing bank particulars already registered against their respective folios for payment of dividend and are requested to inform the Company / Share Transfer Agent.

5. Electronic copy of the Notice of the EGM 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 Member s whose email IDs a reregistered with the Company / Depository Participants(s). For Members who have not registered their email address, physical copies of the Notice of the EGM 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.

6. Members may also note that the Notice of the EGM 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.

7. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the SEBI LODR Regulations, the Company is pleased to provide Members a facility to exercise their right to vote at the EGM 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

C. The remote e-voting period commences on October 23, 2018 (9:00 am) and ends on October 25, 2018 (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 October 20, 2018, 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 he 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 contact@csrsm.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of EGM (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 EGM.

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 download 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 October 20, 2018.

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. October 20, 2018, 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 onor contact NSDL at toll free no.: 1800-222-990.

I. 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 EGM through ballot paper.

J. 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.

K. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.

L. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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 after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchange(s).

8. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during office hours (11.00 am to 5.00 pm.) on all working days except Saturdays, up to and including the date of the EGM of the Company.

9. 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 form SH-13.

10. For security reasons, brief cases, transistors, bag, boxes, cameras, eatables etc., will not be allowed to be taken inside the meeting hall.

11. A route map showing directions to reach the venue of the EGM is given along with this Notice.

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

Item No.1

The Board of Directors on September 27, 2018, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of Equity Shares on Preferential basis to DENSO CORPORATION, JAPAN ("**DENSO**"). The salient features of the preferential issue are as follows:

(i) The Company is a manufacturer of automotive air-conditioning systems and has manufacturing plants in Noida, Manesar, Sanand, Pune and Chennai. The key benefits of the proposed issue of Equity Shares, inter alia, is that the Company and DENSO will deepen the technical collaboration in order to contribute to the Customer's competitiveness strengthening in the rapidly growing Indian market; gain access to the new technologies to comply with India's environmental regulations with reference to fuel saving technologies and other regulatory changes and DENSO's expertise to achieve global quality level in India thereby helping the Company to meet the expectations of its customers.

(ii) The Proposed Allottee of Equity Shares has not sold any equity shares of the Company during the six months preceding the Relevant Date i.e. September 26, 2018.

(iii) Pursuant to provisions of Section 42 and 62 of the Act and Regulation 72 of the SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the Shareholders by way of a Special Resolution. Accordingly, the Company proposes to issue and allot 52,47,150 (Fifty two lakhs forty seven thousand one hundred fifty) equity shares of face value of Rs. 2/- (Rupees Two) each fully paid up at an issue price of Rs. 400/- (including premium of Rs. 398/-) per equity share aggregating to Rs.20988.60 Lakhs (Rupees Two Hundred Nine Crores Eighty Eight Lakhs Sixty Thousand Only), for which approval of Members of the Company by way of a Special Resolution is sought.

Further, the information in terms of Regulation 73 of the SEBI ICDR Regulations, for the Preferential Issue is as under:

a) **The objects of the preferential issue**
It is intended to deploy the net proceeds from the Preferential Issue of the above mentioned Equity Shares for funding any one or more of the following: (i) working capital requirements; (ii) capital expenditure requirements, including for future technologies; (iii) general corporate purpose; (iv) reduction / repayment of secured / unsecured debt.

b) **The proposal of the Promoters, Directors, Key Management Personnel of the Company to subscribe to the offer:** Except Mr. Yasuhiro Iida, Nominee Director and DENSO Corporation, Japan to the extent of its holding in the Company who will be subscribing to this Preferential Issue, no Promoters, Director or Key Management Personnel of the Company intend to apply/subscribe to any Equity Shares under this offer.

c) **The shareholding pattern of the Company before and after the preferential issue:**

Shareholding before the preferential issue:

S. No.	Category	No. of shares held*	% of share holding
A	**PROMOTERS HOLDING**		
1	Indian:		
	Individual	7206240	12
	Bodies Corporate	16793760	28
	Sub Total	24000000	40
2	Foreign Promoters	-	-
	Sub Total (A)	**24000000**	**40**
B	**NON-PROMOTERS HOLDING:**		
1	Institutional Investors	4353304	7
2	Non-Institution:		
	Private Corporate Bodies:	6631163	11
	Directors & Relatives	-	-
	Indian Public	8780743	15
	Others (foreign collaborators)	15600000	26
	Others (including NRIs)	623390	1
	Sub Total (B)	**35988600**	**60**
	TOTAL	**59988600**	**100**

* as on 21-9-2018

Shareholding after the preferential issue:

S. No.	Category	No. of shares held**	% of share holding
A	**PROMOTERS HOLDING**		
1	Indian:		
	Individual	7206240	11
	Bodies Corporate	16793760	26
	Sub Total	**24000000**	**37**
2	Foreign Promoters	-	-
	Sub Total (A)	**24000000**	**37**
B	**NON-PROMOTERS HOLDING:**		
1	Institutional Investors	4353304	7
2	Non-Institution:		
	Private Corporate Bodies:	6631163	10
	Directors & Relatives	-	-
	Indian Public	8780743	13
	Others (foreign collaborators)	20847150	32
	Others (including NRIs)	623390	1
	Sub Total (B)	41235750	63
	TOTAL	65235750	100

**as on 21-9-2018 and assuming no change except preferential issue.

d) **The time within which the preferential issue shall be completed**

The allotment of Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company provided that where the allotment of Equity Shares is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

e) **The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:**

Name of Proposed Allottee	Pre Issue % holding	Post Issue % holding
DENSO CORPORATION	13%	20%

The identity of natural persons who are ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control is not applicable. There will be not be any change in the management control of the Company on account of the proposed Preferential Issue, except for change in shareholding pattern as well as voting rights.

f) **Undertaking:**

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

(a) It shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

(b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

g) **Disclosures**

Neither the Company's name nor any of its promoters or directors name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof.

h) **Auditor's Certificate:**

The certificate from M/s Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with requirements of Chapter VII of the ICDR Regulations shall be placed before the Shareholders of the Company at the EGM and shall also be available for inspection by the Shareholders.

i) **Relevant Date:**

The Relevant Date on the basis of which issue price of the said Equity Shares has been computed is September 26, 2018 i.e. 30 days prior to October 26, 2018 i.e. the date of passing of special resolution by the Members of the Company to approve the proposed Preferential Issue in accordance with the SEBI ICDR Regulations.

j) **Pricing of the Preferential Issue:**

The price of the Equity Shares to be allotted to the allottee(s) on preferential basis shall be Rs. 400/- per equity share having a face value of Rs. 2/- each, and is being made at a price which is higher of the following as per the SEBI ICDR Regulations on the Relevant Date:

(a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the Relevant Date; or

(b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the two weeks preceding the Relevant Date.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than twenty six weeks prior to the Relevant Date, the Company is not required to re-compute the price of Equity Shares.

k) **Lock-in Period:**

The Equity Shares to be allotted on a preferential basis to entities belonging to the non-promoter group shall be subject to 'lock-in' for a period of one (1) year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee shall be locked-in from the Relevant Date up to a period of six (6) months from the date of trading approval, as per Regulation 78(6) of the SEBI ICDR Regulations.

l) **Inspection of documents**

All resolutions passed in this regard are available for inspection by the Members of the Company at the Registered Office of the Company during the office hours between 11:00 A.M. and 5:00 P.M. on any working day upto the date of EGM.

m) **Nature of concern or interest:**

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the passing of the above resolution as set out at Item No. 1 of the Notice except Mr. Yasuhiro Iida, Nominee Director of Denso Corporation to the extent of holding in the Company.

The Board of Directors recommends passing of the resolution as set out at Item No. 1 of the notice for approval of the Members as a Special Resolution. The Members are, therefore, requested to accord their kind approval authorizing the Board of Directors to proceed for the proposed Preferential Issue as set out in the resolution.

Place : New Delhi
Dated : September 27, 2018

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

Regd. Office : LGF, World Trade Centre,
Barakhamba Lane, New Delhi-110 001
CIN : L74899DL1985PLC020134
Phone : 011-23414946-49, Fax : 011-23414945
Email : rakesh.arora@subros.com
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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:

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint

(1) Name : _____ Address: _____

E-mail id: _____ Signature _____, or failing him;

(2) Name : _____ Address: _____

E-mail id: _____ Signature _____, or failing him;

(1) Name : _____ Address: _____

E-mail id: _____ Signature _____, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company to be held at Lakshmipat Singhania Auditorium, 4/2 PHD House, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 on Friday 26th October, 2018 at 10.30 A.M. or any adjournment thereof.

Signed this ..... day of 2018

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.

SUBROS LIMITED

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

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON 26th October, 2018

Folio No. : _____

DPID No.*: _____

Client ID*: _____

No. of Shares : _____

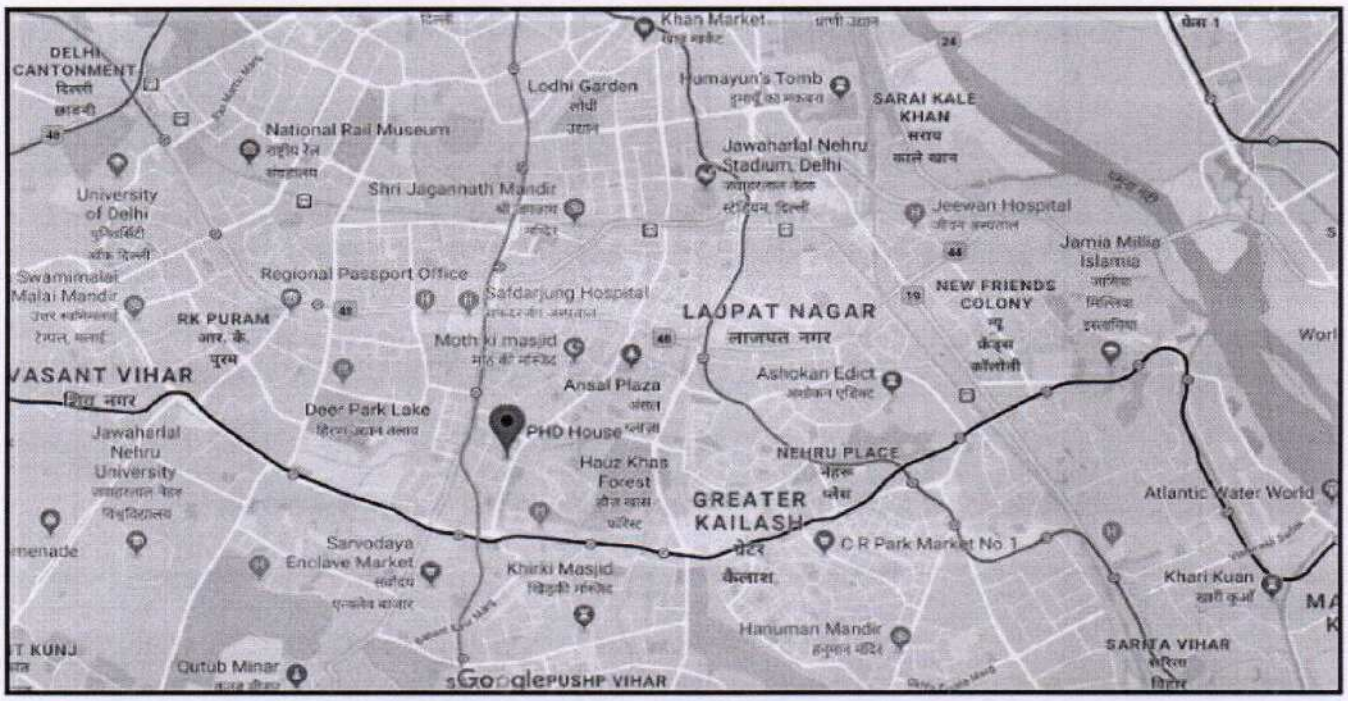
I certify that I am registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at Lakshmipat Singhania Auditorium, 4/2 PHD House, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 on Friday 26th October, 2018 at 10.30 A.M.

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 Extraordinary General Meeting.

**Applicable for Members holding shares in Dematerialised form.*

P.T.O. for Route Map

ROUTE MAP OF EXTRAORDINARY GENERAL MEETING ON 26th October, 2018