

SL/BSE/NSE/19/

June 19, 2019

|                                                                                                                                                                                                               |                                                                                                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Manager,<br>Listing Department,<br><b>National Stock Exchange of India Ltd.,</b><br>'Exchange Plaza' C-1 , Block G,<br>Bandra-Kurla Complex, Bandra (E),<br>Mumbai-400 051.<br><b>Security ID: SUBROS</b> | Dy. General Manager,<br>Department of Corporate Services,<br><b>BSE LIMITED,</b><br>First Floor, P.J. Towers,<br>Dalal Street, Fort,<br>Mumbai – 400001.<br><b>Security ID: SUBROS</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Dear Sir,

**Sub: Compliance under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith the disclosures of Related Party Transactions, for the half year ended 31<sup>st</sup> March, 2019.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**SUBROS LIMITED**



Rakesh Arora  
Company Secretary

## SUBROS LIMITED

### Related Party Transactions for the half year ended 31st March 2019

**Entity having significant influence over the company (From December 07, 2018)**  
Denso Corporation, Japan

**Subsidiary of the Company**  
Thai Subros Limited, Thailand (under liquidation)

**Joint venture**  
Denso Subros Thermal Engineering Centre India Limited (DSEC), India

**Key management personnel**

Mr. Ramesh Suri, Chairman  
Ms. Shradha Suri, Managing Director  
Ms. Jyotsna Suri, Director  
Mr. Keiichi Yamauchi, Alternate Director (Upto August 08, 2018)  
Mr. Yasuhiro Iida, Nominee Director  
Mr. Mohammed Asad Pathan, Independent Director  
Mr. Ramamoorthy Rajagopalan Kuttalam, Independent Director  
Mr. Girish Narain Mehra, Independent Director  
Mr. Shailendra Swarup, Independent Director  
Ms. Meena Sethi, Independent Director  
Mr. Arvind Kapur, Independent Director (From February 06, 2019)  
Mr. Kenichi Ayukawa, Nominee Director  
Mr. Toshihiro Saida, Nominee Director (From February 06, 2019)  
Mr. Fumitaka Taki, Alternate Director (From February 07, 2019)  
Mr. Manoj Kumar Sethi, Executive Vice President - Finance  
Mr. Rakesh Arora, Company Secretary

**Relatives of key management personnel**

Ms. Ritu Suri, Wife of Mr. Ramesh Suri

**Entities over which key management personnel and/or their relatives have control or joint control:**

SHS Transport Private Limited  
Rohan Motors Limited  
Hemkunt Service Station Private Limited  
Tempo Automobiles Private Limited  
M/s Ramesh Suri (HUF) (Dissolved w.e.f September 18, 2018)  
Prima Telecom Limited  
Prima Infratech Private Limited  
Fibcom India Limited

**List of other related parties - Post employment benefit plan of the Company**

Subros Employees Group Gratuity Cum Life Assurance Trust  
Subros Employees Group Superannuation Cum Life Assurance Trust

**Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties:**

**(a) Transactions with related parties**

| Particulars                                                                     | For Half Year<br>(1st Oct'2018-<br>March 31, 2019) |
|---------------------------------------------------------------------------------|----------------------------------------------------|
| <b>Entity having significant influence over the company</b>                     |                                                    |
| Denso Corporation, Japan                                                        |                                                    |
| Sale of goods                                                                   | 1.76                                               |
| Reimbursement of expenses                                                       | 51.20                                              |
| Royalty                                                                         | 523.13                                             |
| Receipt of technical services                                                   | 274.37                                             |
| Subscription for new equity shares issued on preferential basis (Refer note 39) | 20,988.60                                          |
| <b>Joint venture</b>                                                            |                                                    |
| Denso Subros Thermal Engineering Centre India Private Limited (DSEC)            |                                                    |
| Purchase of intangible assets (Technical knowhow)                               | 214.69                                             |
| Rental income                                                                   | 12.29                                              |
| Reimbursement of expenses received                                              | 13.20                                              |
| Reimbursement of expenses paid                                                  | 7.16                                               |



| SUBROS LIMITED                                                                                            |                                               |                                                   |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------------------------|
| Particulars                                                                                               |                                               | For Half Year<br>(1st Oct'2018-<br>March 31,2019) |
| <b>Key management personnel</b>                                                                           |                                               |                                                   |
| Ms. Shradha Suri                                                                                          | Short term benefits                           | 132.41                                            |
|                                                                                                           | Rent paid                                     | 1.21                                              |
|                                                                                                           | Post employment benefits                      | 5.61                                              |
| Mr. Ramesh Suri                                                                                           | Short term benefits                           | 84.00                                             |
| Ms. Jyotsna Suri                                                                                          | Sitting fees                                  | 1.00                                              |
|                                                                                                           | Rent paid                                     | 15.00                                             |
| Mr. Mohammed Asad Pathan                                                                                  | Sitting fees                                  | 3.40                                              |
| Mr. Ramamoorthy Rajagopalan Kuttalam                                                                      | Sitting fees                                  | 2.50                                              |
| Mr. Girish Narain Mehra                                                                                   | Sitting fees                                  | 6.70                                              |
| Mr. Shailendra Swarup                                                                                     | Sitting fees                                  | 2.70                                              |
| Ms. Meena Sethi                                                                                           | Sitting fees                                  | 5.30                                              |
| Mr. Arvind Kapur                                                                                          | Sitting fees                                  | 1.50                                              |
| Mr. Manoj Kumar Sethi                                                                                     | Short term benefits                           | 42.31                                             |
|                                                                                                           | Post employment benefits                      | 1.85                                              |
|                                                                                                           | Other long term employee benefits             | 0.27                                              |
| Mr. Rakesh Arora                                                                                          | Short term benefits                           | 20.97                                             |
|                                                                                                           | Post employment benefits                      | 1.01                                              |
|                                                                                                           | Other long term employee benefits             | 0.18                                              |
| <b>Relatives of key management personnel</b>                                                              |                                               |                                                   |
| Ms. Ritu Suri                                                                                             | Rent paid                                     | 14.90                                             |
| <b>Contribution to funds</b>                                                                              |                                               |                                                   |
| Subros Employees Group Gratuity Cum Life Assurance Trust                                                  | Employer's contribution towards gratuity fund | 33.38                                             |
| <b>Entities over which key management personnel and/or their relatives have control or joint control:</b> |                                               |                                                   |
| Hemkunt Service Station Private Limited                                                                   | Purchase of materials                         | 6.44                                              |
| Prima Infratech Private Limited                                                                           | Rent paid                                     | 110.07                                            |
| Prima Telecom Limited                                                                                     | Sale of goods                                 | 34.30                                             |
| Prima Telecom Limited                                                                                     | Purchase of materials                         | 80.82                                             |
| M/s Ramesh Suri (HUF)                                                                                     | Rent paid                                     | 3.42                                              |
| Rohan Motors Limited                                                                                      | Purchase of property, plant and equipment     | 20.29                                             |
| Rohan Motors Limited                                                                                      | Receiving of services                         | 6.70                                              |
| Rohan Motors Limited                                                                                      | Rent paid                                     | 6.81                                              |
| Rohan Motors Limited                                                                                      | Reimbursement of expenses                     | 1.00                                              |
| Rohan Motors Limited                                                                                      | Sale of goods                                 | 1.13                                              |
| SHS Transport Private Limited                                                                             | Receiving of services                         | 522.66                                            |
| SHS Transport Private Limited                                                                             | Rent paid                                     | 2.33                                              |
| Tempo Automobiles Private Limited                                                                         | Sale of goods                                 | 16.71                                             |

