

SL/BSE/NSE/2020-21

July 18, 2020

The Manager, Listing Department, National Stock Exchange of India Ltd., 'Exchange Plaza' C-1 , Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. Security ID: SUBROS	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. Security ID: 517168
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Dear Sir,

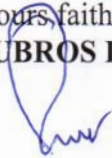
Sub: Annual Secretarial Compliance Report for the financial year 2019-20 in accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We are enclosing the Annual Secretarial Compliance Report for the financial year 2019-20 in accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
SUBROS LIMITED


Rakesh Arora
Company Secretary



SUBROS LIMITED

Corporate & Registered Office: LGF, World Trade Centre, Barakhamba Lane, New Delhi 110001 (India). Tel: 23414946-49 | Fax: 01123414945

Noida Office: B - 188, Phase - II, Noida 201304, Distt: Gautam Budh Nagar (U.P.) Tel: +91 120 402 1000 | Fax: +91 120 2562783

Email: info@subros.com | Website: www.subros.com | CIN: L74899DL1985PLC020134

To

The Board of Directors
Subros Limited
Lower Ground Floor, World Trade Centre,
Barakhamba Lane, New Delhi-110001

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2019-20

We have been engaged by **Subros Limited** (hereinafter referred to as "the Company") bearing CIN L74899DL1985PLC020134 whose equity shares are listed on the National Stock Exchange of India Limited (Symbol **SUBROS**) and BSE Limited (Security Code **517168**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For RSM & Co.
Company Secretaries
FRN P1997DE017000



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDINF004468B000397410



Date : June 29, 2020
Place : Delhi

ANNUAL SECRETARIAL COMPLIANCE REPORT OF SUBROS LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2020

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

To,

The Board of Directors
Subros Limited
Lower Ground Floor, World Trade Centre,
Barakhamba Lane, New Delhi-110001

We M/s RSM & Co. Company Secretaries have examined:-

- (a) all the documents and records made available to us and explanation provided by Subros Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- (c) website of the listed entity www.subros.com
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;



- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **(Not applicable to the Company during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;

And circulars/guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:- **None**

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

- (d) The listed entity was not required to take any actions as there was no observation made by the Practicing Company Secretary (Secretarial Auditor) in previous year.



(e) The Listed Entity has complied with clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and that the requisite terms incorporated in the appointment letter issued to the statutory auditors.

For RSM & Co.
Company Secretaries
FRN P1997DE017000



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
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Date : June 29, 2020
Place : Delhi