SL/BSE/NSE/19/7 **February 7, 2019**

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: SUBROS**

Dear Sir/Madam

Sub: Appointment/Re-appointment in Directorship

Pursuant to the Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly note the following:

(1) Appointment of Mr. Toshihiro Saida as Nominee Director of Denso Corporation, Japan.

(2) Appointment of Mr. Arvind Kapur as an Independent Director.

(3) Re-appointment of Mr. Girish Narain Mehra, Mr. K.R. Ramamoorthy, Mr. M. A. Pathan, Mr. Shailendra Swarup and Mrs. Meena Sethi as Independent Director(s) for a second term in office.

(4) To carry out postal ballot for seeking the approval of the Shareholders, inter alia, for re-appointment/appointment of Independent Directors(s).

(5) Mr. Fumitaka Taki. Alternate Director to Mr. Y. Iida automatically vacated his office in accordance with provisions of Section 161 of the Companies Act, 2013 due to return of original director to India.

(6) Mr. Yasuhiro Iida, Nominee Director has nominated the re-appointment of Mr. Fumitaka Taki as his Alternate Director.

Annexure A is annexed with regard to details of appointees. The above have been approved in the Board Meeting held on 06.02.2019.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For SUBROS LIMITED

07-02-2019

X

Rakesh Arora
Company Secretary

Annexure-A

Details required under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is given below:

Name	**Mr. Toshihiro Saida**	**Mr. Arvind Kapur**	**Mr. Girish Narain Mehra**
Reason for Change:	Appointed as a Nominee Director of Denso Corporation, Japan	Appointed as an Independent Director	Re-appointed as an Independent Director for second term in office
Date of Appointment and term of Appointment:	6th February, 2019	6th February, 2019 Five years	1st April, 2019 to 31st March, 2024.
Brief Profile:	Mr. Toshihiro Saida is presently the Managing Director of Denso Kirloskar Industries Pvt. Ltd. Mr. Saida graduated in Mechanical Engineering from Yamanashi University, Japan in the year 1984. Mr. Saida has a vast experience in production engineering with specialized knowledge in the cooling systems and thermal group in various departments and divisions of DENSO.	Mr. Arvind Kapur is a graduate from St. Stephen's College, Delhi and an Alumni of the Harvard Business School, USA. Mr. Arvind Kapur is the Promoter of Rico Auto Industries Limited and is presently its Chairman and Managing Director. Mr. Kapur has rich experience of over four decades in the Automotive Industry and has acquired expertise in all vital aspects of the business. He is also a Director on the Board of several leading Companies.	Mr. Girish Narain Mehra, M.A., LL.B, I.A.S. (Retired) has had a distinguished career as a member of the Indian administrative Service. Mr. Mehra has long and valuable experience in the field of industrial development, administration and management of public / private sector companies. Mr. Mehra was India's High Commissioner to Canada until June 1992. He has served on the Boards of various public sector undertakings. He is presently on the Board of Directors of various leading public companies.
Disclosure of Relationships between Directors	Nil	Nil	Nil

Name	**Mr. K.R. Ramamoorthy**	**Mr. M.A Pathan**	**Mr. Shailendra Swarup**
Reason for Change:	Re-appointed as an Independent Director for second term in office	Re-appointed as an Independent Director for second term in office	Re-appointed as an Independent Director for second term in office
Date of Appointment and term of Appointment:	1st April, 2019 to 31st March, 2024	1st April, 2019 to 31st March, 2024	1st April, 2019 to 31st March, 2024
Brief Profile:	Mr. K. R. Ramamoorthy holds degrees in Economics and Law and is a Fellow Member of the Institute of Company Secretaries of India. He is a senior banker, with over four decades of commercial and banking experience in India. He was the Chairman & CEO of two of the leading commercial banks in India, Corporation Bank and The	Mr. M.A. Pathan is a graduate in Economics and Diploma in Petroleum Management from Cambridge, Massachusetts, USA. He is having experience of nearly five decades of diverse experience in the various top positions, including that of Chairman of Indian Oil Corporation Ltd. and as a	Mr. Shailendra Swarup is a renowned advocate. He joined the Bar in the year 1965 and he is having more than 50 years of experience in legal and commercial laws. He is a renowned personality in the legal profession in India.

	Vysya Bank Limited. Prior to joining the Banking Industry in his formative career, he served the private sector entities for nearly two decades - in Pharma, Entertainment, and Engineering and Consumer Product Marketing Organizations including Lipton. Currently, he serves on the Board of various leading Companies.	Director in various TATA Group Companies.	
Disclosure of Relationships between Directors	Nil	Nil	Nil

Name	**Mrs. Meena Sethi**	**Mr. Fumitaka Taki**
Reason for Change:	Re-appointed as an Independent Director for second term of office	Appointed as an Alternate Director to Mr. Y Iida, Nominee Director
Date of Appointment and term of Appointment:	1st April, 2019 to 31st March, 2024	7th February, 2019
Brief Profile:	Mrs. Meena Sethi, is a graduate is has experience of more than 45 years in Business. She is the Managing Director of Orient Fashions Group, which is a pioneer Company in the field of export of high end garments.	Mr. Fumitaka Taki graduated from Shizuoka University, Japan. Mr. Fumitaka Taki Iis Chairman and CEO of DENSO International in India and is taking care of India operation of Denso Companies. Mr. Fumitaka Taki is associated with Denso for over 32 years and has worked in Business planning, Cost Planning, Audit departments.
Disclosure of Relationships between Directors	Nil	Nil

This is to further submit that the above directors are not debarred from holding the office of director by virtue of any SEBI order or any other such authority