

No.CTL/DEB/19-20/Noting Certificate
22nd October,2019

To
Subros Limited (Issuer)
LGF, World Trade Centre, Barakhamba Lane,
New Delhi - 110 001

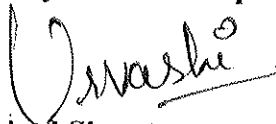
CERTIFICATE FOR RECEIPT AND NOTING OF INFORMATION

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Catalyst Trusteeship Limited (“**Debenture Trustee**”) hereby confirm that we have received and noted the information, as specified under Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Regulations**”), provided to us by **Subros Limited (“the Issuer”)** for the half year ended 30th September,2019.

This Certificate is being issued pursuant to the requirements of Regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For Catalyst Trusteeship Limited



Authorised Signatory



Price Waterhouse Chartered Accountants LLP

To
The Board of Directors
Subros Limited
LGF, World Trade Centre,
Barakhamba Lane, New Delhi - 110001

1. We have reviewed the unaudited consolidated financial results of Subros Limited (the "Parent"), its subsidiary (the parent and its subsidiary hereinafter referred to as the "Group") and joint venture (refer Note 8 on the Statement) for the quarter and the half year ended September 30, 2019 which are included in the accompanying Statement of unaudited consolidated financial results for the quarter and six months ended September 30, 2019, the unaudited consolidated statement of assets and liabilities as on that date and the consolidated statement of cash flows for the half-year ended on that date (the "Statement"). The Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which has been initialled by us for identification purposes. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended September 30, 2018 and the corresponding period from April 1, 2018 to September 30, 2018, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.
4. The Statement includes the results of the following entities:
Thai Subros Limited, a subsidiary company (till August 1, 2019 i.e. the date of liquidation), and
Denso Subros Thermal Engineering Centre India Private Limited, a joint venture.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Price Waterhouse Chartered Accountants LLP, Building No. 8, 7th & 8th Floor, Tower - B, DLF Cyber City
Gurgaon - 122 002
+91 (124) 4620000, 3060000, F: +91 (124) 4620620

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

To
The Board of Directors
Subros Limited
LGF, World Trade Centre,
Barakhamba Lane, New Delhi - 110001

1. We have reviewed the unaudited consolidated financial results of Subros Limited (the "Parent"), its subsidiary (the parent and its subsidiary hereinafter referred to as the "Group") and joint venture (refer Note 8 on the Statement) for the quarter and the half year ended September 30, 2019 which are included in the accompanying Statement of unaudited consolidated financial results for the quarter and six months ended September 30, 2019, the unaudited consolidated statement of assets and liabilities as on that date and the consolidated statement of cash flows for the half-year ended on that date (the "Statement"). The Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which has been initialled by us for identification purposes. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended September 30, 2018 and the corresponding period from April 1, 2018 to September 30, 2018, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.
4. The Statement includes the results of the following entities:
Thai Subros Limited, a subsidiary company (till August 1, 2019 i.e. the date of liquidation), and
Denso Subros Thermal Engineering Centre India Private Limited, a joint venture.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



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6. The consolidated unaudited financial results includes the financial results of a subsidiary which have not been reviewed by their auditors, whose financial results reflect total assets of Rs. Nil and net assets of Rs. Nil as at September 30, 2019 and total revenue of Rs. Nil and Rs. Nil, total net loss after tax of Rs.0.33 Lakhs and Rs. 0.33 Lakhs and total comprehensive loss of Rs.0.33 Lakhs and Rs. 0.33 Lakhs for the quarter ended September 30, 2019 and for the period from April 1, 2019 to September 30, 2019, respectively, and cash flows (net) of Rs. (52.64) Lakhs for the period from April 1, 2019 to September 30, 2019, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net loss after tax of Rs. 25.16 Lakhs and Rs.51.30 Lakhs and total comprehensive loss of Rs. 25.23 Lakhs and Rs.51.44 Lakhs for the quarter ended September 30, 2019 and for the period from April 1, 2019 to September 30, 2019, respectively, as considered in the consolidated unaudited financial results, in respect of a joint venture, based on their financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Place of the Signature: New Delhi
Date: October 22, 2019

Rajib Chatterjee
Partner
Membership Number 057134
UDIN: 19057134AAAABE1618



SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI-110001

CIN :- L74899DL1985PLC020134; Tel: 011-23414946 Fax: 011-23414945

website: www.subros.com ; email: rakesh.arora@subros.com

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30th SEPTEMBER, 2019

S. No.	Particulars	Quarter ended			Six Months Ended		(Rs. in lakhs) [^]
		30th September, 2019 (UNAUDITED)	30th June, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	30th September, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	31st March, 2019 (AUDITED)
I	Revenue from operations	49,648	57,224	56,403	1,06,872	1,09,572	2,12,448
II	Other Income	710	231	577	941	990	1030
III	Total Revenue (I + II)	50,358	57,455	56,980	1,07,813	1,10,562	2,13,478
IV	Expenses						
	a) Cost of materials consumed	35,258	41,027	40,280	76,285	77,753	1,48,503
	b) Changes in inventories of finished goods and work-in progress	43	(169)	(657)	(126)	(770)	(98)
	c) Employee benefits expense	5,218	5,554	5,368	10,772	10,630	20,657
	d) Finance costs	915	1,450	1,334	2,365	2,736	4,219
	e) Depreciation and amortization expense	2,256	2,153	1,991	4,409	3,867	7,885
	f) Other expenses	4,724	5,299	5,490	10,023	10,327	20,569
	Total expenses (IV)	48,414	55,314	53,806	1,03,728	1,04,543	2,01,735
V	Share of profits/(losses) of Joint Venture accounted for using equity method	(25)	(26)	15	(51)	20	(1)
VI	Profit/(Loss) before exceptional items and tax (III - IV + V)	1,919	2,115	3,189	4,034	6,039	11,742
VII	Exceptional Items (Refer Note 7)	-	4,129	-	4,129	(334)	(334)
VIII	Profit/(Loss) before tax (VI + VII)	1,919	6,244	3,189	8,163	5,705	11,408
IX	Tax expense						
	(a) Current Tax	69	1,351	683	1,420	1,235	2408
	(b) Deferred Tax	515	743	118	1,258	171	1376
X	Profit/(Loss) for the period/year (VIII - IX)	1,335	4,150	2,388	5,485	4,299	7,624
XI	Other Comprehensive Income						
	<u>Items that will be reclassified to profit or loss</u>						
	(a) Exchange differences on translation of foreign operations	2	(3)	(6)	(1)	(8)	(3)
	(b) Income tax relating to above item	(1)	1	2	-	3	1
	<u>Items that will not be reclassified to profit or loss</u>						
	(c) Loss on remeasurements of post employment benefit obligations	(80)	(39)	(2)	(119)	(4)	(312)
	(d) Share of other comprehensive income of Joint Venture accounted for using equity method [^]	-	-	-	-	-	-
	(e) Income tax relating to above	28	14	-	42	1	109
	Other Comprehensive Income for the period/year (net of tax) (a+b+c+d+e)	(51)	(27)	(6)	(78)	(8)	(205)
XII	Total Comprehensive Income for the period/year (X + XI)	1,284	4,123	2,382	5,407	4,291	7,419
XIII	Paid-up equity share capital	1,305	1,305	1,200	1,305	1,200	1,305
XIV	Face value of share (Rs.)	2	2	2	2	2	2
XV	Earnings per share (of Rs. 2 each) (not annualized)						
	Basic	2.05	6.36	3.98	8.41	7.17	12.37
	Diluted	2.05	6.36	3.98	8.41	7.17	12.37

[^] Amount is below the rounding off norm adopted by the Company.

Notes:

- The above financial results were reviewed by the Audit Committee at their meeting held on 21st October, 2019 and subsequently approved by the Board of Directors at their meeting held on 22nd October, 2019.
- The consolidated financial results of the Company have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards ("IND AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.



- 3 The format for unaudited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30th November, 2015 has been modified to comply with requirements of SEBI's circular dated 5th July, 2016 on IND AS and Schedule III to the Companies Act, 2013 applicable to companies that are required to comply with IND AS.
- 4 Effective 1st April, 2019, the Company has adopted Ind AS 116 "Leases" and applied the same to all lease contracts existing on 1st April, 2019 retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application, with right-of-use asset recognised at an amount equal to the lease liability, adjusted by the prepaid lease rent. In the statement of profit and loss depreciation for the right-of-use assets and finance cost for interest accrued on lease liability is being accounted for as against operating lease rent included under Other Expenses earlier. This change did not have a material impact on the above consolidated financial results for the quarter and six months ended 30th September, 2019.
- 5 Pursuant to the approval of Board of Directors in their meeting held on 28th May, 2018 for closure of Company's overseas subsidiary Thai Subros Ltd. and filing of liquidation application in Thailand on 9th January, 2019, the liquidation of the subsidiary has been completed on 1st August, 2019 vide Certificate issued by Department of Business Development, Ministry of Commerce, Thailand and the Company has recognized a gain of Rs. 0.42 Lakhs during the quarter and six months ended 30th September, 2019 included in 'Other Income' on account of money realized over and above the carrying value of its investment in subsidiary.
- 6 The Company's operations comprise of only one segment i.e. Thermal products. Hence, no further information is required to be given in respect of segment.
- 7 There was a fire accident in one of the plants of the Company situated at Manesar on 29th May, 2016. The fire had severely impacted the building, stocks, plant & machinery. These assets were adequately insured with reinstatement clause and a claim was made with the Insurance Company. Special/urgent actions to restart supplies to the customer post fire incident had resulted into additional costs which were included under the head Exceptional Items in the Statement of Profit and Loss in the earlier years. An amount of Rs. 5,067 Lakhs has been assessed, settled and received during the quarter ended 30th June, 2019 and accordingly Rs. 4,129 Lakhs, over and above Rs. 938 Lakhs disclosed as recoverable under the head "Other Financial Assets" as on 31st March, 2019, has been disclosed as an income under the head Exceptional Items for the quarter ended 30th June, 2019 and six months ended 30th September, 2019.
- 8 The consolidated financial results include the results of the following entities namely, Thai Subros Limited (Subsidiary) for the period upto 1st August, 2019 and Denso Subros Thermal Engineering Centre India Private Limited (Joint Venture).
- 9 The Statutory Auditors of the Company have carried out a limited review of the consolidated results. Consolidated figures for the corresponding quarter and half year ended 30th September, 2018, as reported in these financial results have been approved by the parent's Board of Directors, but have not been subjected to limited review by the Company's Statutory Auditors.
- 10 Pursuant to the Taxation Laws (Amendment) Ordinance, 2019 (Ordinance) dated 20th September, 2019, the Company has decided to continue to follow the tax rates which were applicable prior to issuance of the Ordinance. Accordingly, there is no impact on current and deferred tax for the quarter and six months ended 30th September, 2019.

Place : New Delhi

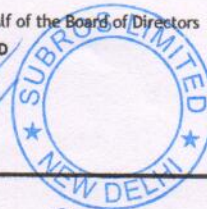
Dated : 22nd October, 2019

For and on behalf of the Board of Directors

SUBROS LIMITED

RAMESH SURI

CHAIRMAN



SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI-110001
CIN :- L74899DL1985PLC020134; Website:www.subros.com ; Email:rakesh.arora@subros.com
Tel: 011-23414946 Fax: 011-23414945

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES

Particulars	(Rs. In lakhs)	
	As at 30th September, 2019 (UNAUDITED)	As at 31st March, 2019 (AUDITED)
ASSETS		
Non-current assets		
Property, plant and equipment	59,212	53,216
Right of use assets	1,019	-
Capital work-in-progress	5,255	6,326
Intangible assets	15,148	15,786
Intangible assets under development	2,637	2,275
Investment accounted for using the equity method	105	157
Financial assets		
i) Loans	1,044	962
ii) Other financial assets	37	56
Non-current tax assets (net)	48	48
Other non-current assets	134	3,474
Total non-current assets	84,639	82,300
Current assets		
Inventories	22,790	24,921
Financial assets		
i) Trade receivables	21,791	16,732
ii) Cash and cash equivalents	363	706
iii) Bank balance other than (ii) above	8,753	8,338
iv) Loans	80	108
v) Other financial assets	1,390	2,691
Other current assets	2,387	2,244
Total current assets	57,554	55,740
TOTAL ASSETS	1,42,193	1,38,040
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,305	1,305
Other equity	71,037	66,690
Total equity	72,342	67,995
LIABILITIES		
Non-current liabilities		
Financial liabilities		
- Borrowings	3,285	5,744
- Lease Liabilities	931	-
Deferred tax liability (net)	1,341	124
Provisions	931	636
Total non-current liabilities	6,488	6,504
Current liabilities		
Financial liabilities		
i) Borrowings	15,493	13,031
ii) Lease Liabilities	114	-
iii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	131	346
- Total outstanding dues of creditors other than micro enterprises and small enterprises	36,767	38,641
iv) Other financial liabilities	7,388	8,367
Contract liabilities	521	603
Other current liabilities	1,681	1,537
Provisions	826	773
Current tax liabilities	442	243
Total current liabilities	63,363	63,541
TOTAL LIABILITIES	69,851	70,045
TOTAL EQUITY AND LIABILITIES	1,42,193	1,38,040



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STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE SIX MONTHS ENDED 30th SEPTEMBER, 2019

(Rs. In Lakhs)

Particulars	CONSOLIDATED		
	Six Months Ended		Year Ended
	30th September, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	31st March, 2019 (AUDITED)
Cash flow from operating activities			
Profit before tax	8,163	5,705	11,408
Adjustments for:			
Depreciation and amortization expense	4,409	3,867	7,885
Net (profit)/loss on disposal of property, plant and equipment	(11)	(2)	73
Interest income on financial assets at amortized cost and others	(345)	(47)	(277)
Provision written back to the extent no longer required	(50)	-	-
Finance costs	2,365	2,736	4,219
Provision for Inventory obsolescence written back	-	-	(22)
Unrealized foreign currency (gain) / loss (net)	267	610	(598)
Fair value changes on derivatives	(93)	-	(372)
Share of net (profit) / loss of joint venture accounted for using equity method	51	(20)	1
Operating profit before working capital changes	14,756	12,849	22,317
Adjustments for Changes in working capital:			
(Increase)/ Decrease in loans (non-current)	(82)	(47)	(23)
(Increase)/ Decrease in other financial assets (non-current)	19	-	121
(Increase)/ Decrease in inventories	2,131	(1,485)	(936)
(Increase)/ Decrease in trade receivables	(5,059)	(1,486)	(592)
(Increase)/ Decrease in loans (current)	28	5	(70)
(Increase)/ Decrease in bank balances other than cash and cash equivalents	(416)	(9)	(7,852)
(Increase)/ Decrease in other financial assets (current)	1,438	(189)	1,119
(Increase)/ Decrease in other current assets	(143)	809	856
Increase/ (Decrease) in non-current provisions	176	114	83
Increase/ (Decrease) in trade payables	(2,392)	2,936	(1,362)
Increase/ (Decrease) in contract liabilities	(83)	-	(660)
Increase/ (Decrease) in other financial liabilities (current)	842	(1,016)	(627)
Increase/ (Decrease) in other current liabilities	144	(884)	27
Increase/ (Decrease) in current provisions	53	105	65
Cash generated from operations	11,412	11,702	12,466
Income tax paid (net)	(1,221)	(1,238)	(2,424)
Net cash inflow from operating activities	10,191	10,464	10,042
Cash flow from investing activities			
Payments for property, plant and equipment, capital work-in-progress, intangible assets and intangible assets under development	(5,555)	(5,706)	(12,748)
Proceeds from sale of property, plant and equipment	23	80	57
Interest received	301	35	116
Net cash (outflow) from investing activities	(5,231)	(5,591)	(12,575)
Cash flow from financing activities			
Proceeds from issue of preferential shares	-	-	20,922
Proceeds from long term borrowings	-	-	1,250
Repayment of long term borrowings	(4,283)	(3,218)	(12,402)
Proceeds / (repayment) of short term borrowings	2,462	66	(3,254)
Interest paid	(2,460)	(2,132)	(3,995)
Dividend paid	(848)	(660)	(660)
Dividend distribution tax	(174)	(136)	(136)
Net cash inflow / (outflow) from financing activities	(5,303)	(6,080)	1,725
Net increase / (decrease) in cash and cash equivalents	(343)	(1,207)	(808)
Cash and cash equivalents at the beginning of the period/year	706	1,514	1,514
Cash and cash equivalents at the end of the period/year	363	307	706
Cash and cash equivalents as per above comprise of the following:			
Cash on hand	23	19	20
Balance with banks	340	288	686
	363	307	706

Note:

- a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 "Statement of cash flows".
b) Figures in brackets indicate cash outflow



6. The consolidated unaudited financial results includes the financial results of a subsidiary which have not been reviewed by their auditors, whose financial results reflect total assets of Rs. Nil and net assets of Rs. Nil as at September 30, 2019 and total revenue of Rs. Nil and Rs. Nil, total net loss after tax of Rs.0.33 Lakhs and Rs. 0.33 Lakhs and total comprehensive loss of Rs.0.33 Lakhs and Rs. 0.33 Lakhs for the quarter ended September 30, 2019 and for the period from April 1, 2019 to September 30, 2019, respectively, and cash flows (net) of Rs. (52.64) Lakhs for the period from April 1, 2019 to September 30, 2019, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net loss after tax of Rs. 25.16 Lakhs and Rs.51.30 Lakhs and total comprehensive loss of Rs. 25.23 Lakhs and Rs.51.44 Lakhs for the quarter ended September 30, 2019 and for the period from April 1, 2019 to September 30, 2019, respectively, as considered in the consolidated unaudited financial results, in respect of a joint venture, based on their financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Place of the Signature: New Delhi
Date: October 22, 2019

Rajib Chatterjee
Partner
Membership Number 057134
UDIN: 19057134AAAABE1618



SUBROS LIMITED

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STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30th SEPTEMBER, 2019

S. No.	Particulars	Quarter ended			Six Months Ended		(Rs. in lakhs) [^]
		30th September, 2019 (UNAUDITED)	30th June, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	30th September, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	31st March, 2019 (AUDITED)
I	Revenue from operations	49,648	57,224	56,403	1,06,872	1,09,572	2,12,448
II	Other Income	710	231	577	941	990	1030
III	Total Revenue (I + II)	50,358	57,455	56,980	1,07,813	1,10,562	2,13,478
IV	Expenses						
	a) Cost of materials consumed	35,258	41,027	40,280	76,285	77,753	1,48,503
	b) Changes in inventories of finished goods and work-in progress	43	(169)	(657)	(126)	(770)	(98)
	c) Employee benefits expense	5,218	5,554	5,368	10,772	10,630	20,657
	d) Finance costs	915	1,450	1,334	2,365	2,736	4,219
	e) Depreciation and amortization expense	2,256	2,153	1,991	4,409	3,867	7,885
	f) Other expenses	4,724	5,299	5,490	10,023	10,327	20,569
	Total expenses (IV)	48,414	55,314	53,806	1,03,728	1,04,543	2,01,735
V	Share of profits/(losses) of Joint Venture accounted for using equity method	(25)	(26)	15	(51)	20	(1)
VI	Profit/(Loss) before exceptional items and tax (III - IV + V)	1,919	2,115	3,189	4,034	6,039	11,742
VII	Exceptional Items (Refer Note 7)	-	4,129	-	4,129	(334)	(334)
VIII	Profit/(Loss) before tax (VI + VII)	1,919	6,244	3,189	8,163	5,705	11,408
IX	Tax expense						
	(a) Current Tax	69	1,351	683	1,420	1,235	2408
	(b) Deferred Tax	515	743	118	1,258	171	1376
X	Profit/(Loss) for the period/year (VIII - IX)	1,335	4,150	2,388	5,485	4,299	7,624
XI	Other Comprehensive Income						
	<u>Items that will be reclassified to profit or loss</u>						
	(a) Exchange differences on translation of foreign operations	2	(3)	(6)	(1)	(8)	(3)
	(b) Income tax relating to above item	(1)	1	2	-	3	1
	<u>Items that will not be reclassified to profit or loss</u>						
	(c) Loss on remeasurements of post employment benefit obligations	(80)	(39)	(2)	(119)	(4)	(312)
	(d) Share of other comprehensive income of Joint Venture accounted for using equity method [^]	-	-	-	-	-	-
	(e) Income tax relating to above	28	14	-	42	1	109
	Other Comprehensive Income for the period/year (net of tax) (a+b+c+d+e)	(51)	(27)	(6)	(78)	(8)	(205)
XII	Total Comprehensive Income for the period/year (X + XI)	1,284	4,123	2,382	5,407	4,291	7,419
XIII	Paid-up equity share capital	1,305	1,305	1,200	1,305	1,200	1,305
XIV	Face value of share (Rs.)	2	2	2	2	2	2
XV	Earnings per share (of Rs. 2 each) (not annualized)						
	Basic	2.05	6.36	3.98	8.41	7.17	12.37
	Diluted	2.05	6.36	3.98	8.41	7.17	12.37

[^] Amount is below the rounding off norm adopted by the Company.

Notes:

- The above financial results were reviewed by the Audit Committee at their meeting held on 21st October, 2019 and subsequently approved by the Board of Directors at their meeting held on 22nd October, 2019.
- The consolidated financial results of the Company have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards ("IND AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.



- 3 The format for unaudited quarterly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30th November, 2015 has been modified to comply with requirements of SEBI's circular dated 5th July, 2016 on IND AS and Schedule III to the Companies Act, 2013 applicable to companies that are required to comply with IND AS.
- 4 Effective 1st April, 2019, the Company has adopted Ind AS 116 "Leases" and applied the same to all lease contracts existing on 1st April, 2019 retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application, with right-of-use asset recognised at an amount equal to the lease liability, adjusted by the prepaid lease rent. In the statement of profit and loss depreciation for the right-of-use assets and finance cost for interest accrued on lease liability is being accounted for as against operating lease rent included under Other Expenses earlier. This change did not have a material impact on the above consolidated financial results for the quarter and six months ended 30th September, 2019.
- 5 Pursuant to the approval of Board of Directors in their meeting held on 28th May, 2018 for closure of Company's overseas subsidiary Thai Subros Ltd. and filing of liquidation application in Thailand on 9th January, 2019, the liquidation of the subsidiary has been completed on 1st August, 2019 vide Certificate issued by Department of Business Development, Ministry of Commerce, Thailand and the Company has recognized a gain of Rs. 0.42 Lakhs during the quarter and six months ended 30th September, 2019 included in 'Other Income' on account of money realized over and above the carrying value of its investment in subsidiary.
- 6 The Company's operations comprise of only one segment i.e. Thermal products. Hence, no further information is required to be given in respect of segment.
- 7 There was a fire accident in one of the plants of the Company situated at Manesar on 29th May, 2016. The fire had severely impacted the building, stocks, plant & machinery. These assets were adequately insured with reinstatement clause and a claim was made with the Insurance Company. Special/urgent actions to restart supplies to the customer post fire incident had resulted into additional costs which were included under the head Exceptional Items in the Statement of Profit and Loss in the earlier years. An amount of Rs. 5,067 Lakhs has been assessed, settled and received during the quarter ended 30th June, 2019 and accordingly Rs. 4,129 Lakhs, over and above Rs. 938 Lakhs disclosed as recoverable under the head "Other Financial Assets" as on 31st March, 2019, has been disclosed as an income under the head Exceptional Items for the quarter ended 30th June, 2019 and six months ended 30th September, 2019.
- 8 The consolidated financial results include the results of the following entities namely, Thai Subros Limited (Subsidiary) for the period upto 1st August, 2019 and Denso Subros Thermal Engineering Centre India Private Limited (Joint Venture).
- 9 The Statutory Auditors of the Company have carried out a limited review of the consolidated results. Consolidated figures for the corresponding quarter and half year ended 30th September, 2018, as reported in these financial results have been approved by the parent's Board of Directors, but have not been subjected to limited review by the Company's Statutory Auditors.
- 10 Pursuant to the Taxation Laws (Amendment) Ordinance, 2019 (Ordinance) dated 20th September, 2019, the Company has decided to continue to follow the tax rates which were applicable prior to issuance of the Ordinance. Accordingly, there is no impact on current and deferred tax for the quarter and six months ended 30th September, 2019.

Place : New Delhi

Dated : 22nd October, 2019

For and on behalf of the Board of Directors

SUBROS LIMITED

RAMESH SURI

CHAIRMAN



SUBROS LIMITED

REGD. OFFICE : LGF, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI-110001
CIN :- L74899DL1985PLC020134; Website:www.subros.com ; Email:rakesh.arora@subros.com
Tel: 011-23414946 Fax: 011-23414945

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES

Particulars	(Rs. In lakhs)	
	As at 30th September, 2019 (UNAUDITED)	As at 31st March, 2019 (AUDITED)
ASSETS		
Non-current assets		
Property, plant and equipment	59,212	53,216
Right of use assets	1,019	-
Capital work-in-progress	5,255	6,326
Intangible assets	15,148	15,786
Intangible assets under development	2,637	2,275
Investment accounted for using the equity method	105	157
Financial assets		
i) Loans	1,044	962
ii) Other financial assets	37	56
Non-current tax assets (net)	48	48
Other non-current assets	134	3,474
Total non-current assets	84,639	82,300
Current assets		
Inventories	22,790	24,921
Financial assets		
i) Trade receivables	21,791	16,732
ii) Cash and cash equivalents	363	706
iii) Bank balance other than (ii) above	8,753	8,338
iv) Loans	80	108
v) Other financial assets	1,390	2,691
Other current assets	2,387	2,244
Total current assets	57,554	55,740
TOTAL ASSETS	1,42,193	1,38,040
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,305	1,305
Other equity	71,037	66,690
Total equity	72,342	67,995
LIABILITIES		
Non-current liabilities		
Financial liabilities		
- Borrowings	3,285	5,744
- Lease Liabilities	931	-
Deferred tax liability (net)	1,341	124
Provisions	931	636
Total non-current liabilities	6,488	6,504
Current liabilities		
Financial liabilities		
i) Borrowings	15,493	13,031
ii) Lease Liabilities	114	-
iii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	131	346
- Total outstanding dues of creditors other than micro enterprises and small enterprises	36,767	38,641
iv) Other financial liabilities	7,388	8,367
Contract liabilities	521	603
Other current liabilities	1,681	1,537
Provisions	826	773
Current tax liabilities	442	243
Total current liabilities	63,363	63,541
TOTAL LIABILITIES	69,851	70,045
TOTAL EQUITY AND LIABILITIES	1,42,193	1,38,040



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website:www.subros.com ; email:rakesh.arora@subros.com

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE SIX MONTHS ENDED 30th SEPTEMBER, 2019

(Rs. In Lakhs)

Particulars	CONSOLIDATED		
	Six Months Ended		Year Ended
	30th September, 2019 (UNAUDITED)	30th September, 2018 (UNAUDITED)	31st March, 2019 (AUDITED)
Cash flow from operating activities			
Profit before tax	8,163	5,705	11,408
Adjustments for:			
Depreciation and amortization expense	4,409	3,867	7,885
Net (profit)/loss on disposal of property, plant and equipment	(11)	(2)	73
Interest income on financial assets at amortized cost and others	(345)	(47)	(277)
Provision written back to the extent no longer required	(50)	-	-
Finance costs	2,365	2,736	4,219
Provision for Inventory obsolescence written back	-	-	(22)
Unrealized foreign currency (gain) / loss (net)	267	610	(598)
Fair value changes on derivatives	(93)	-	(372)
Share of net (profit) / loss of joint venture accounted for using equity method	51	(20)	1
Operating profit before working capital changes	14,756	12,849	22,317
Adjustments for Changes in working capital:			
(Increase)/ Decrease in loans (non-current)	(82)	(47)	(23)
(Increase)/ Decrease in other financial assets (non-current)	19	-	121
(Increase)/ Decrease in inventories	2,131	(1,485)	(936)
(Increase)/ Decrease in trade receivables	(5,059)	(1,486)	(592)
(Increase)/ Decrease in loans (current)	28	5	(70)
(Increase)/ Decrease in bank balances other than cash and cash equivalents	(416)	(9)	(7,852)
(Increase)/ Decrease in other financial assets (current)	1,438	(189)	1,119
(Increase)/ Decrease in other current assets	(143)	809	856
Increase/ (Decrease) in non-current provisions	176	114	83
Increase/ (Decrease) in trade payables	(2,392)	2,936	(1,362)
Increase/ (Decrease) in contract liabilities	(83)	-	(660)
Increase/ (Decrease) in other financial liabilities (current)	842	(1,016)	(627)
Increase/ (Decrease) in other current liabilities	144	(884)	27
Increase/ (Decrease) in current provisions	53	105	65
Cash generated from operations	11,412	11,702	12,466
Income tax paid (net)	(1,221)	(1,238)	(2,424)
Net cash inflow from operating activities	10,191	10,464	10,042
Cash flow from investing activities			
Payments for property, plant and equipment, capital work-in-progress, intangible assets and intangible assets under development	(5,555)	(5,706)	(12,748)
Proceeds from sale of property, plant and equipment	23	80	57
Interest received	301	35	116
Net cash (outflow) from investing activities	(5,231)	(5,591)	(12,575)
Cash flow from financing activities			
Proceeds from issue of preferential shares	-	-	20,922
Proceeds from long term borrowings	-	-	1,250
Repayment of long term borrowings	(4,283)	(3,218)	(12,402)
Proceeds / (repayment) of short term borrowings	2,462	66	(3,254)
Interest paid	(2,460)	(2,132)	(3,995)
Dividend paid	(848)	(660)	(660)
Dividend distribution tax	(174)	(136)	(136)
Net cash inflow / (outflow) from financing activities	(5,303)	(6,080)	1,725
Net increase / (decrease) in cash and cash equivalents	(343)	(1,207)	(808)
Cash and cash equivalents at the beginning of the period/year	706	1,514	1,514
Cash and cash equivalents at the end of the period/year	363	307	706
Cash and cash equivalents as per above comprise of the following:			
Cash on hand	23	19	20
Balance with banks	340	288	686
	363	307	706

Note:

- a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 "Statement of cash flows".
- b) Figures in brackets indicate cash outflow

