

SUBROS LIMITED

Regd. Office: LGF, World Trade Centre, Barakamba Lane, New Delhi-110001

(CIN: - L74899DL1985PLC020134)

Phone: 011-23414946-49, E-mail: kamal.samtani@subros.com, Website: www.subros.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **41st Annual General Meeting** of the Members of SUBROS LIMITED will be held on **Friday the 18th September, 2026 at 11:30 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses.

The venue of the meeting shall be deemed to be the registered office of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year ended on March 31, 2026.
3. To appoint a Director in place of Dr. Jyotsna Suri (DIN: 00004603) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **To ratify and approve remuneration of Cost Auditors of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval/ratification of the Shareholders be and is hereby accorded to the remuneration as set out in the statement annexed to this Notice and payable to the Cost Auditors appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) be and are hereby authorized to take all such acts, matters and things as may deem necessary, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

5. **To approve material related party transactions with Global Autotech Limited**

To consider and if thought fit, to pass the following

resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board which shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its power including powers conferred under this resolution) of the Company to enter into material contract(s)/ arrangement(s)/ transaction(s) with Global Autotech Limited, being a related party, as defined under regulation 2(1)(zb) of the Listing Regulations for (i) sale, purchase, lease and/ or transfer of components, parts, products, goods, materials, assets, services or resources, (ii) reimbursement of expenses including towards availing / providing for sharing/ usage of each other's resources and (iii) transfer of any resources, services or obligations to meet their business requirements for a sum upto Rs. 410 Crores (Rupees Four Hundred Ten Crores only).

RESOLVED FURTHER THAT the Board of Directors / Audit Committee / Chairperson & Managing Director/ Executive Director & CEO/CFO of the Company be and are hereby authorized to do all such acts and deeds as may be deemed necessary or expedient and to take all such actions/ steps as may be required in this regard including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board/Audit Committee/ Chairperson & Managing Director/Executive Director & CEO/CFO of the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **To approve material related party transactions with Maruti Suzuki India Limited**

To consider and if thought fit, to pass the following

resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board which shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its power including powers conferred under this resolution) of the Company to enter into material contract(s)/ arrangement(s)/ transaction(s) with Maruti Suzuki India Limited, being related party as defined under regulation 2(1)(zb)(b)(ii) of the Listing Regulations for (i) sale, purchase, lease and/ or transfer of components, parts, products, goods, materials, toolings, assets, services or resources, (ii) reimbursement of expenses including towards availing / providing for sharing/ usage of each other’s resources and (iii) transfer of any resources, services or obligations to meet their business requirements for a sum upto Rs. 3600 Crores (Rupees Three Thousand Six Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors / Audit Committee / Chairperson & Managing Director/ Executive Director & CEO/CFO of the Company be and are hereby authorized to do all such acts and deeds as may be deemed necessary or expedient and to take all such actions/ steps as may be required in this regard including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board/ Audit Committee/ Chairperson & Managing Director /Executive Director & CEO/CFO of the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. To approve continuation of directorship of Dr. Jyotsna Suri (DIN: 00004603) as Non-Executive Director on attaining the age of seventy-five years

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; consent of the Shareholders be and is hereby accorded for continuation of the directorship of Dr. Jyotsna Suri (DIN: 00004603) as Non-Executive Director, on attaining the age of seventy-five years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) be and are hereby authorized to take all such acts, matters and things as may deem necessary, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

8. To appoint Mr. Akihiro Deguchi (DIN: 11816470) as Nominee Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant Rules made thereunder; Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force); relevant Agreement; Articles of Association of the Company; recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; consent of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Akihiro Deguchi (DIN: 11816470) as Nominee Director of M/s DENSO Corporation, Japan on the Board of the Company with effect from 7th August, 2026 on such terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) be and are hereby authorized to take all such acts, matters and things as may deem necessary, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board

Kamal Samtani
Company Secretary
M. No. FCS-5140

Place: New Delhi
Dated: August 7, 2026

IMPORTANT NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. **PURSUANT TO THE GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 AND BEING LATEST CIRCULAR NO. 03/2025 DATED SEPTEMBER 22, 2025, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) AND VARIOUS CIRCULARS ISSUED BY THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) AND OTHER APPLICABLE CIRCULARS AND NOTIFICATIONS ISSUED, (INCLUDING ANY STATUTORY MODIFICATIONS OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE AND AS AMENDED FROM TIME TO TIME, COMPANIES ARE ALLOWED TO HOLD AGM/ EGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM), WITHOUT THE PHYSICAL PRESENCE OF MEMBERS AT A COMMON VENUE.**
3. **AS THE AGM SHALL BE CONDUCTED THROUGH VC / OAVM, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. **Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) intending to attend the AGM pursuant to Section 113 of the Act, can upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login or email the same to kamal.samtani@subros.com.**

Procedure for dispatch of annual report

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM ("Notice") along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2025-26 can be accessed.
6. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.subros.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
7. 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 e-mail / physical form, upon making a request for the same, by post free of cost.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to latest SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026. SEBI has issued a Circular vide dated 30th January 2026 for removing the requirement of issuance of Letter of Confirmation("LOC") and to effect direct credit of securities in dematerialization account of the investor. The detailed circular is available on the website of the Company.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-Pod/P/CIR/2025/97 dated 2nd July 2025 a special window was opened for the period of six months from 7th July 2025 to 6th January, 2026 for re-lodgment of transfer deed, which were lodged prior to the deadline of 1st April, 2019 and rejected/returned/not attended due to deficiency in the documents / process /or otherwise. Further, as per recent SEBI circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January 2026, this special window shall also remain open for period of one year from February 05, 2026, to February 04, 2027. The detailed circular is available on the website of the Company at <https://www.subros.com/investors/notice-to-shareholders>.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.subros.com/investors/notice-to-shareholders> and on the website of the Company's Registrar and Transfer Agents, MCS Share Transfer Agent Limited at www.mcsregistrars.com Members may contact the Company or the Company's Registrar and Transfer Agents, MCS Share Transfer Agent Limited for the same. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. Members seeking any information with regard to any matter to be placed at the AGM are requested to write the Company through an email at kamal.samtani@subros.com.

Procedure for attending/ joining the AGM through VC/ OAVM

10. NSDL will be providing facility for voting through remote e-Voting, for participation in the 41st AGM through VC / OAVM facility and e-Voting during the AGM.
11. Members may note that the VC / OAVM facility, allows participation of at least 1,000 Members on a first come first-serve basis.
12. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
13. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
14. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first-serve basis.
15. Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call at 022-4886 7000.
16. Members attending the AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure for raising questions / clarifications.

17. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at kamal.samtani@subros.com and admin@mcsregistrars.com. Questions / queries received by the Company till 5.00 p.m. on 11th September 2026 shall only be considered and responded during the AGM.
18. The Company reserves the right to restrict the number of questions and number of speakers, depending on the

availability of time for the AGM.

19. Procedure for remote e-voting and e-voting at the AGM

- i. All the shareholders of the Company, including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC / OAVM.
- ii. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), Members are provided with the following alternatives by which they may cast their votes by electronic means through the remote e-Voting platform provided by the National Securities Depository Limited (NSDL).
- iii. **The remote e-Voting period will commence on 15th September, 2026 at 9.00 am and will end on 17th September, 2026 at 5.00 pm. The remote e-Voting module will be disabled by NSDL for voting thereafter.**

Instructions and information relating to e-Voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

1. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
IndividualShareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

2. Login method for e-voting and joining virtual meetings for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

3. How to log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (vi) Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please

follow steps mentioned below in process for those **shareholders whose email ids are not registered.**

- (vii) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com/.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (viii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (ix) Now, you will have to click on “Login” button. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

- (i) After successful login at Step1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join General Meeting”.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for Shareholders

- a) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to contact@csrms.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on evoting@nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request at evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- (i) Shares are held in physical mode: Please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar

Card) by email to admin@mcsregistrars.com or kamal.samtani@subros.com. The correspondence address of RTA M/s MCS Share Transfer Agent Limited at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase 1, New Delhi-110020.

- (ii) Shares are held in demat mode: Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to admin@mcsregistrars.com or kamal.samtani@subros.com. If you are individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively Shareholders / Members may send a request to evoting@nsdl.com for procuring userid and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for Members for e-Voting on the day of the AGM are as under: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted or any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/ OAVM link” placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and

Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- d. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at kamal.samtani@subros.com. The same will be replied by the company suitably.
- e. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- f. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 11th September, 2026.
- g. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 41st AGM by email and holds shares as on the cut-off date i.e. 11th September, 2026, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
- h. Shri Ravi Sharma, Practicing Company Secretary (Membership No. FCS-4468 & CP No. 3666), Partner, M/s. RSM & Co., Company Secretaries have been appointed as the Scrutinizer for providing facilities the Members of the Company to scrutinize the e-voting process in a fair and transparent manner.
- i. The Chairperson shall, at the AGM, allow voting with the assistance of Scrutinizer, by using electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- j. The Scrutinizer shall after the conclusion of voting at the AGM, declare the results not later than two working days of the conclusion of the AGM, along with a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the results 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, BSE Limited and National Stock Exchange of India Limited.
- k. Documents open for inspection: All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company at kamal.samtani@subros.com for inspection of said documents; and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the AGM, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Dividend related information

20. **The Register of Members and the Share Transfer Books of the Company will remain closed from 12th September, 2026 (Saturday) to 18th September, 2026 (Friday) (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2026 and the Annual General Meeting.**
21. Dividend of Rs. 3/- per equity share as recommended by the Board of Directors for the financial year ended March 31, 2026, is subject to approval by the Members at the ensuing Annual General Meeting.
22. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. 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 / RTA.
23. Shareholders may note that SEBI has issued circular no. SEBI/HO/MIRSD/PoD-1/P/CIR/2023/181 dated November 17, 2023; SEBI/HO/MIRSD/PoD-1/P/CIR/2023/193 dated December 27, 2023 and HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 and SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 the formats for Nomination and updating of KYC details are available on the Company's website at <https://www.subros.com/investors/notice-to-shareholders>
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
25. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN/ bank details to the Company/RTA. Also, SEBI has informed that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize equity shares held by them in physical format at the earliest.

26. **TDS ON DIVIDEND:** Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Accordingly, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, Members are requested to refer to the Income Tax Act, 2025 and Finance Acts of the respective years.
27. Members are requested to update their Permanent Account Number ("PAN") with the Company and depositories.
28. For Resident Shareholders, tax shall be deducted at source under Section 393(1) of the Income-tax Act, 2025 @ 10% on the amount of Dividend declared and paid by the Company when valid PAN provided by the shareholder. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2026-27 does not exceed Rs.10,000. **If PAN is incorrect/ invalid/ inoperative and in case of resident individual PAN is not linked to Aadhar then TDS would be deducted @ 20% as per Section 397(2) of the Income Tax Act, 2025.** Resident individual shareholder with valid PAN and who is not liable to pay income tax can submit a declaration in Form No. 121 (erstwhile Form 15G or Form 15H), to avail the benefit of non-deduction of tax at source
29. In order to provide exemption from withholding of tax, the following organizations must provide a self-declaration as listed below:
30. **Insurance Companies:** A declaration that they are beneficial owners of shares held.
31. **Mutual Funds:** A declaration that they are governed by the (Schedule VII) of Income Tax Act, 2025 along with copy of SEBI registration documents (self-attested).
32. Other categories may provide requisite documents in accordance with the Income Tax Act, 2025.
33. For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of section 393(2) of the Income Tax Act, 2025 at the applicable rates in force. As per the relevant provisions of section 393(2) of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors / Foreign Institutional Investors, the withholding tax shall be as per the rates specified in Section 393(2) plus applicable surcharge and cess on the amount of Dividend payable to them. However, non-resident shareholder can avail beneficial tax rates under Double Tax Avoidance Agreement ("DTAA") between India

and their country of residence. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

34. (a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2026-27;
- (b) Self-declaration in Form 41 (erstwhile Form10F);
- (c) Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format
- (d) Self-declaration, certifying that the (i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2026-27;(ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; (iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; (iv) Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2026-27. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise; (v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and (vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).
35. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholder. Members may submit the aforementioned documents to the Company on or before 11th September, 2026 to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/ deduction may be entertained post 11th September, 2026.
36. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.
37. The Company may arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.
38. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2018-19, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has the details of unpaid and unclaimed dividends lying with the Company as on the date of the

previous Annual General Meeting on the website of the Company and the same can be accessed through the link: www.subros.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2025-26, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: www.subros.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA for lodging claim for refund of shares and/ or dividend from the IEPF Authority.

39. M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/ N500016) has been re-appointed at the 37th AGM as the Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 37th AGM to the conclusion of 42nd AGM of the Company.
40. M/s RSM & Co., Company Secretaries, (Firm Registration No. P1997DE017000) has been appointed as Secretarial Auditors of the Company for the first term of five years from 01.04.2025 to 31.03.2030.
41. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the Director(s) seeking appointment / re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice.

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

Item No.4

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027, as per the following details:

Name of the Cost Auditor	Industry	Audit Fees
M/s. Chandra Wadhwa & Co.	Automotive	Rs. 4.00 Lakhs

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration plus applicable taxes and reimbursement of out-of-Pocket expenses payable to the

Cost Auditors has to be ratified / approved by the Members of the Company.

Accordingly, consent of the Members is sought for passing of an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends passing of the Resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution.

Item No. 5

Pursuant to Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended prior approval of members is required for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. This provision mandates that transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity. The omnibus approval of material related party transactions, obtained from Shareholders in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

Global Autotech Limited is a 'related party' of your Company within the meaning of Regulation 2(zb) read with Regulation 23 of the Listing Regulations and in terms of the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Therefore, the contracts/ arrangements/ transactions as mentioned in the resolution to be entered into with Global Autotech Limited which are likely to exceed 10% (ten percent) of the annual consolidated turnover of the Company ("material related party transactions") and requires prior approval of the Shareholders of the Company by way of an Ordinary Resolution. The Board is of the opinion that proposed transactions with above related party are in the best interest of the Company and its Shareholders.

The material Contracts/ Arrangements/ Transactions with Global Autotech Limited have been approved by the Audit Committee and Board of Directors of the Company. Details of the proposed material related party transactions between the Company and Global Autotech Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, along with summary of information provided to the audit committee is annexed as **Annexure-2**.

The proposed related party transactions are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board, based on the recommendation of the Audit Committee, recommends the Ordinary Resolution set forth for the approval of the Shareholders in terms of the

Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company (except Dr Jyotsna Suri and Ms. Shradha Suri) are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends passing of the Resolution as set out at Item No. 5 of the Notice as an Ordinary Resolution.

Item No. 6

Pursuant to Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended prior approval of members is required for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. This provision mandates that transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The omnibus approval of material related party transactions, obtained from Shareholders in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

Maruti Suzuki India Limited ("MSIL") is related party of your Company, within the meaning of Section 2 (76) of the Act and Regulation 2(1)(zb) , and section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as per amended. MSIL is subsidiary company of Suzuki Motor Corporation, Japan ("SMC") which is a Joint Venture and holds 11.96% shareholding in the share capital of the Company. The arrangements / transactions as mentioned in the resolution to be entered into with MSIL is likely to exceed 10% of the annual consolidated turnover of the Company ("material related party transactions") and require prior approval of the Shareholders of the Company by way of an Ordinary Resolution. The Board is of the opinion that proposed transactions with above related party are in the best interest of the Company and its Shareholders.

Shareholders may kindly note that details of the proposed material related party transactions between the Company and MSIL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, along with summary of information provided to the audit committee is annexed as **Annexure-2**:

The proposed related party transactions are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board, based on the approval and recommendation of the Audit Committee, recommends the Ordinary Resolution set forth for the approval of the Shareholders in terms of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company (except Mr. Hisashi Takeuchi) are concerned or interested, financially or otherwise, in the Resolution set out at

Item No. 6 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item No.6 of this Notice as an Ordinary Resolution.

Item No.7

Dr. Jyotsna Suri, Non-Executive Director, was appointed on the Board of the Company on October 30, 2006, who is liable to retire by rotation in terms of the Companies Act, 2013. Dr. Jyotsna Suri is completing the age of seventy-five years, on 20th July, 2027. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires continuance of Non-Executive Director who has attained the age of seventy-five years after seeking the prior approval of shareholders by way of a Special Resolution.

The Nomination and Remuneration Committee in its meeting held on 12th May, 2026 has recommended continuance of directorship of Dr. Jyotsna Suri as Non-Executive Director on attaining age of seventy-five years. The Board of Directors, in its meeting held on 18th May, 2026 approved and recommended the continuance of Dr. Jyotsna Suri as Non-Executive Director on attaining the age of seventy-five years to the Shareholders for their approval.

The brief profile of Dr. Jyotsna Suri is given below:

Dr. Jyotsna Suri holds a bachelor's degree in English (Hons.) from Delhi University and has experience of more than 45 years in hospitality Sector. Dr. Suri was the President of the Federation of Indian Chambers of Commerce and Industry ("FICCI") in 2015 and has been the Chairperson of the FICCI Tourism Committee. Dr. Suri was appointed as Chairperson & Managing Director of Bharat Hotels Limited in the year 2006. On 19th November 2008, Dr. Suri chartered a path breaking and highly successful brand change and, today, under The Lalit Suri Hospitality Group, all its luxury hotels are operated under 'THE LALIT'. Dr. Suri was awarded the 'Outstanding Business woman Award' at the PHD Annual Awards for Excellence 2016 and was the winner of In WENA trophy for 'Women Entrepreneur(s) / Entrepreneur(s) of the Decade' at the In WENA Awards 2016. Dr. Suri was also awarded the 'BEST CEO Hospitality Sector' at the Global Women Achievers Awards in 2015. In addition to above, Dr. Suri was awarded with following awards: (a) Order of the Rising Sun, Gold & Silver star by the Government of Japan (b) Most influential Woman of India by Magazine Business World.

Accordingly, consent of the Members is sought for passing a Special Resolution for continuation of directorship of Dr. Jyotsna Suri as Non-Executive Director of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except herself and Ms. Shradha Suri are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends passing the Resolution as set out at Item No. 7 of the Notice as a Special Resolution.

Item No.8

Mr. Akihiro Deguchi (DIN:11816470) has been appointed by the Board of Directors on 7th August, 2026 as Nominee Director of M/s DENSO Corporation, Japan, in terms of the

relevant Agreement, in place of Mr. Tomoaki Yoshimori.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the Shareholders for the appointment of a director on the Board of the Company is taken at the next general meeting or within three months of appointment, whichever is earlier. Since it is necessary to obtain approval of the Shareholders on or before 6th November, 2026 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the Shareholders for the appointment. The Nomination and Remuneration Committee, in its meeting held on 29th July, 2026 has recommended the appointment of Mr. Akihiro Deguchi as Nominee Director on the Board of the Company. The Board of Directors in its meeting held on 7th August, 2026, on the recommendation of Nomination and Remuneration Committee has approved his appointment, subject to the approval of Shareholders of the Company. The profile of the proposed appointee is given below:

Mr. Akihiro Deguchi, graduate from Institute of Technology, Japan has vast experience & specialized knowledge in the Heat Exchangers for Air-conditioning systems. Mr. Deguchi started his career with DENSO Corporation, Japan in 1992 in the Engineering and Production Division. Thereafter, in 2004, Mr. Deguchi moved to Radiator production lines & contributed to cost reduction for Heat Exchangers. In 2014, Mr. Deguchi was elevated to the position of Vice President of Denso (Tianjin) Thermal Products Co. Ltd. In 2019, Mr. Deguchi was elevated as Head of Production Engineering and Production Planning Department. Mr. Deguchi has also globally supported for Thermal branches in Plant Management for countries like

North America, Europe and China. Recently, Mr. Deguchi joined DENSO Kirloskar Industries Private Limited, India as Deputy Managing Director.

Mr. Deguchi has also confirmed that he has not incurred disqualification under Section 164(1) or 164(2) of the Companies Act, 2013 and is not debarred or disqualified from being appointed as a director or continuing as a director of any of the companies, by SEBI/Ministry of Corporate Affairs or any other statutory authority.

Except for Mr. Akihiro Deguchi, Mr. Naohisa Kuriyama and Mr. Tsunenobu Hori, none of the Directors or Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

The details as required under the provisions of Regulation 36(3) of the Listing Regulations, SS-2 and other applicable provisions are provided in **Annexure-1** to this Notice.

The Board of Directors recommends passing the Resolution as set out at Item No.8 of the Notice as an Ordinary Resolution.

By Order of the Board
Kamal Samtani
Company Secretary
M. No. FCS-5140

Place: New Delhi
Dated: August 7, 2026

Registered Office:
Lower Ground Floor, World Trade Centre, Barakhamba Lane,
New Delhi-110 001
(CIN: L74899DL1985PLC020134)
Email: kamal.samtani@subros.com
Website: www.subros.com

Annexure-1

The details as required under the provisions of Regulation 36 (3) of the Listing Regulations, SS-2 and other applicable provisions are provided as below:

Name	Ms. Jyotsna Suri	Mr. Akihiro Deguchi
DIN	00004603	11816470
Age (Years)	74	56
Qualification	Bachelor's degree in English from Miranda House College, Delhi University and has been conferred a honorary degree of Doctor of Laws from the University of Warwick, U.K.	Graduate from Institute of Technology, Japan
Experience and expertise	As detailed in the Explanatory Statement	As detailed in the Explanatory Statement
Terms & Conditions of appointment	Liable to retire by rotation	Please refer to the details in the Explanatory Statement
Details of Remuneration sought to be paid	None, only Sitting Fees for the Board Meeting(s) shall be paid	Nil
Remuneration last drawn	None, only Sitting Fees for the Board Meeting(s) shall be paid. For details, please refer to the Corporate Governance Report	Not Applicable
Date of first appointment on the Board	October 30, 2006	August 7, 2026
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Ms. Shradha Suri	None
Number of board meeting(s) attended during the year (FY 2025-26)	5 (Five)	Nil
Other directorships	Public Companies: - Deeksha Holding Limited - Rohan Motors Limited - Bharat Hotels Limited - Jyoti Properties and Hospitality Limited - Lalit Great Eastern Kolkata Hotel Limited Private Companies - Responsible Holding Private Limited - Prima Realtors Private Limited - Jyotsna Holding Private Limited - Special Protection Services Private Limited	Private Companies - DENSO Kirloskar Industries Private Limited - DENSO Subros Thermal Engineering Centre India Private Limited
Memberships/Chairpersonship of committees	Bharat Hotels Limited Member – Stakeholders Relationship Committee	None
Name of listed entities from where the person has resigned in the past three years	None	None

Annexure-2

The relevant information pursuant to SEBI circular vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 the Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("RPT Industry Standards") are set forth below as given below:

S. No.	Particulars	Details of Material Related Party Transactions	
		Item No. 5 and Item No. 6	
a.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer Annexure -2A	
b.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer Annexure -2A	
c.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	Yes, Certificate provided by CEO and CFO has been reviewed by Audit Committee	
d.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	Yes. The material related parties' transactions have been approved by the Audit Committee, and the Board of Directors recommended the same to the shareholders.	
e.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	None	
f.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making	None	
g.	Any other information that may be relevant	None	

Annexure-2A

Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.			
A(1) Basic Details of the Related Party		(Amounts Rs. in Lakhs)	
		Item No. 5	Item No. 6
S. No.	Particulars of the Information	Information Provided by the Management	
1.	Name of the related party	Global Autotech Limited (GAL)	Maruti Suzuki India Limited (MSIL)
2.	Country of incorporation of the related party	India	India
3.	Nature of business of the related party	Manufacturing automotive components	Original Equipment Manufacturer (OEM)
A(2): Relationship and ownership of the related party			
S. No.	Particulars	Information Provided by the Management	
1.	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Entities over which Director and/or relative have control or joint control	Subsidiary of a Related party
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil	Nil
	b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	No	No
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	11.96% held by Suzuki Motor Corporation, Japan
A(3): Details of previous transactions with the related party			
S. No.	Particulars	Information provided by the management	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2024-25		
	a. Purchase of Material	27649.01	-
	b. Reimbursement received	1.22	-
	c. Sale of Goods/Material	505.12	283764.19
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought -(Upto Q3 FY 2025-26).		
	a. Purchase of Material	22501.84	-
	b. Reimbursement received	0.81	-
	c. Sale of Goods/Material	261.82	221075.57

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No
A(4): Amount of the proposed transaction(s)			
S. No.	Particulars	Information provided by the management	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders for FY 2026-27	41,000	3,60,000
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes/No)	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (in %)	12.17%	106.90%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) (in %)	Not Applicable	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	70.13%	2.37%
6.	Financial performance of the related party for the immediately preceding financial year 2024-25		
	a. Turnover	58,460	1,51,90,010
	b. Profit After Tax	2588	13,95,520
	c. Net worth	13539	94,04,670
A (5): Basic details of the proposed transaction			
S. No.	Particulars of the Information	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Sale/Purchase of Goods	Sale of Goods

2.	Details of each type of the proposed transaction	(i) sale, purchase, lease and/ or transfer of components, parts, products, goods, materials, assets, services or resources (ii) reimbursement of expenses including towards availing / providing for sharing/ usage of each other's resources and (iii) transfer of any resources, services or obligations to meet their business requirements.	(i) sale, purchase, lease and/ or transfer of components, parts, products, goods, materials, toolings, assets, services or resources (ii) reimbursement of expenses including towards availing / providing for sharing/ usage of each other's resources and (iii) transfer of any resources, services or obligations to meet their business requirements.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the 41 st AGM to 42 nd AGM, for a period not exceeding fifteen months	
4.	Whether omnibus approval is being sought? Yes or No	Yes	Yes
5.	Value of the proposed transaction during a financial year.(Amount in Lakhs) If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	41,000 Since year wise volume cannot be estimated, the proposed transaction will be carried out from the date of 41 st AGM to the 42 nd AGM, for a period not exceeding fifteen months.	3,60,000 Since year wise volume cannot be estimated, the proposed transaction will be carried out from the date of 41 st AGM to the 42 nd AGM for a period not exceeding fifteen months.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	GAL has required capacity and the manufacturing competency to supply components to the Company. It will help to ensure timely supply of the quantity and quality of critical components at the prices, based on the market competitiveness and at arm's length basis and the transactions are in the ordinary course of business.	MSIL is the major Customer of the Company for supplying the Automotive air-conditioning system(s) and the transactions are in the ordinary course of business and is being undertaken on arm's length basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Ms. Shradha Suri	Mr. Hisashi Takeuchi
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	20.50%	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None	None
9.	Other information relevant for decision making.	Prices are agreed based on market competitiveness / arm's length basis and the transactions are in the ordinary course of business.	Prices are agreed based on market competitiveness / arm's length basis and the transactions are in the ordinary course of business.

PART B- Additional Details for specific types of RPT
B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars	Information provided by the management	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	As per agreement/RFQ	As per agreement/RFQ
2.	Basis of determination of price.	As per prevailing market condition	As per prevailing market condition

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable	Not Applicable
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		
B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable			
B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary:Not Applicable			
B(4)Disclosure only in case of guarantee (including performance guarantee in nature ofsecuritycontractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called,made or given by the listed entity or its subsidiary.			
S. No.	Particulars	Information provided by the management	
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	None	Bank Guarantee provided to MSIL towards receipt of advance payment against Purchase Order issued by MSIL.
	(b) Whether it will create a legally binding obligation on listed entity?Yes/No	None	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	None	Bank Guarantee provided to MSIL towards receipt of advance payment against Purchase Order issued by MSIL. i. No commission being received ii. Since amount is not recoverable hence this provision is not applicable
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	None	Rs. 1,201.50 Lakhs
B (5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary : Not Applicable			
B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease ordisposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable			
B (7): Disclosure only in case of transactions relating to payment of royalty: Not Applicable			

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