

SL/BSE/NSE/2025-26/

April 8, 2025

The Manager,  
Listing Department,  
**National Stock Exchange of India Ltd.,**  
'Exchange Plaza' C-1 , Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400 051.  
**Security ID: SUBROS**

Dy. General Manager,  
Department of Corporate Services,  
**BSE LIMITED,**  
First Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001.  
**Security ID: 517168**

Dear Sir/Madam,

**Sub: Postal Ballot Notice**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to our letter dated March 28, 2025, we are enclosing herewith a copy of Notice of Postal Ballot seeking approval of the Shareholders of the Company.

Please note that in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of Postal Ballot is being sent in electronic form to the Shareholders of the Company whose email addresses are registered with the Company/ Registrar/ Depository Participants(s).

The Remote E-Voting period will commence on Friday, 11<sup>th</sup> April, 2025 at 9.00 a.m (IST) and ends on Saturday, 10<sup>th</sup> May, 2025 at 5.00 p.m (IST). The results of the Postal Ballot will be declared on or before Tuesday, 13<sup>th</sup> May, 2025 at 5.00 p.m (IST). The said Notice of Postal Ballot is also available on the website of the Company at <https://www.subros.com/investors/postal-ballot> and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

Thanking you,

Yours faithfully,  
For **SUBROS LIMITED**

Kamal Samtani  
Company Secretary

# SUBROS LIMITED

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

(CIN: L74899DL1985PLC020134)

Phone: 011-23414946-49, Fax: 011-23414945, E-mail: [kamal.samtani@subros.com](mailto:kamal.samtani@subros.com), Website: [www.subros.com](http://www.subros.com)

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Shareholder(s),**

**Notice** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), and the Companies (Management and Administration) Rules, 2014 (**"Rules"**) read together with the General Circular No. 14/2020 dated April 8, 2020 and subsequent circulars recent being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Secretarial Standard on General Meetings, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and other applicable laws, rules and regulations, that the ordinary resolutions as set out below are proposed to the Shareholders of the Company for passing through Postal Ballot by way of remote e-voting process.

In accordance with the MCA Circulars, the Company will send Postal Ballot Notice (**"Notice"**) by email to the Shareholders whose email addresses are registered with the Company/Depositories and accordingly please follow the process provided in this Notice. The Notice is also available on the Company's website at <https://www.subros.com/investors/postal-ballot> and on the website of the Stock Exchanges i.e. BSE Limited (**"BSE"**), National Stock Exchange of India Limited (**"NSE"**) and on the website of National Securities Depository Limited (**"NSDL"**) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Resolution(s) setting out the material facts and reasons thereof and forms part of this Notice.

The Board of Directors (**"the Board"**) of the Company at its meeting held on March 28, 2025 has appointed Mr. Ravi Sharma, (Membership No. FCS 4468 & Certificate of Practice No. 3666), Partner of M/s RSM & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner.

The remote e-voting period commences on **Friday, April 11, 2025 at 9.00 a.m. (IST)** and ends on **Saturday, May 10, 2025 at 5.00 p.m. (IST)**. The Scrutinizer shall submit his report to the Chairperson of the Company or a person authorised by her upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot along with the Scrutinizer Report will be declared on or before **Tuesday, May 13, 2025 at 5:00 p.m.**

The said results shall be communicated to the BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)) where the shares of the Company are listed. The results shall also be placed on the website of the Company <https://www.subros.com/investors/postal-ballot> and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

### SPECIAL BUSINESSES:

#### Item 1: Appointment of Mr. Yusuke Hara (DIN: 10940818) as a 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 Shareholders be and is hereby accorded for the appointment of Mr. Yusuke Hara (DIN: 10940818) as Nominee Director of M/s DENSO Corporation, Japan on the Board of the Company with effect from 28<sup>th</sup> March, 2025 on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include Executive Director and CEO / CFO or any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

#### Item 2: Appointment of Dr. Yasuhiro Iida (DIN: 07144682) as an Alternate 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 there under; 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); Articles of Association of the Company; recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors; consent of Shareholders be and is hereby accorded for the appointment of Dr. Yasuhiro Iida (DIN: 07144682) as an Alternate Director to Mr. Yusuke Hara, Nominee Director of M/s DENSO Corporation, Japan with effect from 28<sup>th</sup> March, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include Executive Director and CEO / CFO or any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**By Order of the Board**

Kamal Samtani  
Company Secretary  
M. No. F5140

Place: New Delhi,  
Date: March 28, 2025

**Registered office:**

LGF, World Trade Centre, Barakhamba Lane  
New Delhi-110 001

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**IMPORTANT NOTES**

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with applicable rules framed thereunder concerning the special businesses as set out above is annexed hereto and forms part of this Notice. The requisite documents in accordance with the Act are available for inspection at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

2. In accordance with the MCA Circulars issued from time to time by the Ministry of Corporate Affairs, this Notice is being sent in electronic form to the Shareholders of the Company who have registered their e-mail addresses with the Company / Registrars / Depositories on the cut-off date **Friday, April 4, 2025**. Shareholders may please note that the Notice will also be available on the Company's website at <https://www.subros.com/investors/postal-ballot> and website of the Stock Exchanges i.e. BSE, NSE and NSDL.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Notice and pre-paid business reply envelopes are not being sent to Shareholders for this Postal Ballot. A person who is not a Shareholder on the cut-off date should treat this notice for information purpose only.
4. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Shareholders.
5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, May 10, 2025** i.e., the last date of remote e-voting process.
6. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), 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 Share Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circulars.

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 SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 and 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>.





**General information and instructions relating to remote e-voting**

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**

**A) Login method for e-Voting 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
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="824 989 1177 1192"> <p>NSDL Mobile App is available on</p> <div>  App Store            Google Play         </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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.
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**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for Shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. 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 Shareholders 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 Shareholders 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 Shareholders 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***

5. 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 mailbox. 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.**
- 6. 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](http://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.com](mailto:evoting@nsdl.com) 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.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
  - (i) After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to [contact@csrsm.com](mailto:contact@csrsm.com) with a copy marked to [evoting@nsdl.com](mailto: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.
2. 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](mailto:evoting@nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on: 022- 48867000 or send a request at [evoting@nsdl.com](mailto: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 resolution set out in this notice:**

1. 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](mailto:admin@mcsregistrars.com) or [kamal.samtani@subros.com](mailto:kamal.samtani@subros.com). The correspondence address of RTA M/s MCS Share Transfer Agent Limited is 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
2. 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](mailto:admin@mcsregistrars.com) or [kamal.samtani@subros.com](mailto:kamal.samtani@subros.com). If you are an 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

**Item 1**

Mr. Yusuke Hara (DIN: 10940818) has been appointed by the Board of Directors on 28<sup>th</sup> March, 2025 as Nominee Director of M/s DENSO Corporation, Japan, in terms of the relevant Agreement, with effect from 28<sup>th</sup> March, 2025, in place of Mr. Naohisa Kuriyama.

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, whichever is earlier. Since it is necessary to obtain approval of the Shareholders on or before 27<sup>th</sup> June, 2025 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the Shareholders for the appointment by way of Postal Ballot.

The Nomination and Remuneration Committee in its meeting held on 21<sup>st</sup> March, 2025 has recommended the appointment of Mr. Yusuke Hara as Nominee Director on the Board of the Company. The Board of Directors in its meeting held on 28<sup>th</sup> March, 2025 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. Yusuke Hara has been associated with M/s DENSO Corporation, Japan since 1999 and started his professional journey with Production Technology Development Department. Thereafter, in 2014, Mr. Hara associated with DENSO International Asia Co. Ltd. (Thailand) and became Head of ASEN Regional Production Planning and Production Technology. In 2016, Mr. Hara became Deputy General Manager of Corporate Strategy Division, Corporate Planning and Global Strategy Department and was instrumental in long term business planning and implementation of global management system. From 2021 to 2024, Mr. Hara was in control of General Affairs and Personnel Division and then was appointed as Executive Officer in Air Conditioning System Division. Mr. Hara holds a degree in Science and Engineering from Saitama University, Japan. Mr. Hara has vast and varied experience in corporate planning and global strategy in line with global practices of DENSO Group.

Mr. Hara 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. Yusuke Hara, Dr. Yasuhiro Iida and Mr. Tomoaki Yoshimori, 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 Board of Directors recommends passing of the Resolution as set out in Item No.1 of the Notice as an Ordinary Resolution.

## Item No. 2

Dr. Yasuhiro Iida (DIN: 07144682), has been appointed by the Board of Directors on 28<sup>th</sup> March, 2025 as an Alternate Director to Nominee Director of M/s DENSO Corporation, Japan, in terms of the Nomination Letter, with effect from 28<sup>th</sup> March, 2025 and pursuant to section 161 of the Companies Act, 2013.

In terms of Regulation 17(1C) of the 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, whichever is earlier. Since it is necessary to obtain approval of the Shareholders on or before 27<sup>th</sup> June, 2025 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the Shareholders for the appointment by way of Postal Ballot.

The Nomination and Remuneration Committee in its meeting held on 21<sup>st</sup> March, 2025 have recommended appointment of Dr. Yasuhiro Iida as an Alternate Director on the Board of the Company. The Board of Directors in its meeting held on 28<sup>th</sup> March, 2025 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:

Dr. Iida has been associated with M/s DENSO Corporation, Japan since 1985 and started his professional journey with Production Engineering Division as Director in August 2008, where he led the development of production systems for components in different areas such as thermal, diesel, gasoline and ceramic. In 2011, Dr. Iida was appointed as President of DENSO (Thailand) Co. Limited and in 2012, Dr. Iida was assigned as Executive Director of M/s DENSO Corporation. In 2015, Dr. Iida was appointed as CEO in the Asia Pacific region (President, DENSO International Asia Limited). In 2018, Dr. Iida was appointed as Head of Thermal Systems Business Group and in 2021; Dr. Iida was named as the Head of Global Production Center. In 2022, as a head of Purchasing Group, he led significant business of promoting carbon neutrality, digital transformation and business continuity planning. Dr. Yasuhiro Iida is presently the Chairman & Managing Director of M/s DENSO International India Private Limited.

Dr. Iida 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 Dr. Yasuhiro Iida, Mr. Yusuke Hara and Mr. Tomoaki Yoshimori, 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 Board of Directors recommends passing of the Resolution as set out in Item No. 2 of the Notice as an Ordinary Resolution.

**By Order of the Board**

Kamal Samtani  
Company Secretary  
M. No. F5140

Place: New Delhi,  
Date: March 28, 2025

**Registered office:**

LGF, World Trade Centre,  
Barakhamba Lane,  
New Delhi – 110 001



**Additional information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2**

Name	Mr. Yusuke Hara	Dr. Yasuhiro Iida
DIN	(DIN: 10940818)	(DIN: 07144682)
Age (years)	50	64
Qualifications	Graduate from Saitama University in Science and Engineering.	Graduate from Waseda University with a Mechanical Engineering degree in 1985. PhD in Production System Engineering from Nagoya Institute of Technology.
Experience and expertise	As detailed in the Explanatory Statement	As detailed in the Explanatory Statement
Terms & Conditions of appointment	Please refer to the details in the Explanatory Statement	Please refer to the details in the Explanatory Statement
Details of Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Not Applicable	Not Applicable
Date of first appointment on the Board	28.03.2025	25.01.2023
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Number of board meeting(s) attended during the financial year 2024- 25	Nil	1
Other directorships	DENSO Kirloskar Industries Private Limited	1. DENSO International India Private Limited 2. DENSO Haryana Private Limited 3. DENSO Kirloskar Industries Private Limited
Memberships / Chairmanship of committees	Nil	Nil
Name of listed entities from where the person has resigned in the past three years	Nil	Subros Ltd-Alternate Director: a) from 25.1.2023 to 29.3.2023 b) from 29.3.2023 to 28.3.2025