

Subam Papers Limited
CIN:U21012TN2004PLC054403
S.F.NO.143-146 VADUGANPATTI VILLAGE
NADUKALLUR TO TIRUNELVELI,
TIRUNELVELI, TIRUNELVELI TALUK,
TAMIL NADU, INDIA, 627010.
Email: finance@subampapers.com
Website: www.subampapers.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of **Subam Papers Limited** (“the Company”) (previously known as **Subam Papers Private Limited**) will be held on Saturday, September 27, 2025 at 10:30 a.m. at its Registered office of the Company situated at S.F.No.143-146 Vaduganpatti village Nadukallurto Tirunelveli, Tirunelveli Taluk - 627010 Tamil Nadu, for the purpose of considering and, if thought fit, passing the following businesses:

ORDINARY BUSINESS:

Item No. 1- Adoption of financial statements

To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

ItemNo.2- Appointment of a Director in place of Mr. Ramasubbu Venkatesh, who retires by rotation

To appoint Director in place of Mr. RamasubbuVenkatesh,(DIN: 00951835), who retires by rotation and being eligible, offers himself for re-appointment.

ItemNo.3- Appointment of a Director in place of Ms. Sudha Alagarsamy, who retires by rotation

To appoint Director in place of Ms.Sudha Alagarsamy (DIN: 01515113), who retires by rotation and being eligible, offers herself for re-appointment

SPECIAL BUSINESS:

Item No. 4 - To appoint Secretarial Auditors of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/S.JOHN O & ASSOCIATES, Practicing Company Secretaries, Nagercoil, (Membership No.4513 Certificate of Practice No. 4010) (Peer Review No.:S2001TN041500) be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds, and things as may be deemed necessary, proper, or expedient to give effect to this resolution including fixation of remuneration of the Secretarial Auditor.”

Item No. 5 - Appointment of Mr.Arunachalam Anbu Sanjeevikani (DIN 10617158) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 125 and 130 of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Arunachalam Anbu Sanjeevikani (DIN 10617158) who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 27, 2025 to September 26, 2030 and not be liable to retire by rotation

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.6- Advancing of Loan or giving of Guarantee or issuing of Security for Loans, in compliance with provisions of Section 185 of the Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for advancing of loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, up to a loan amount of or guarantee or security amount of ₹ 250,00,00,000/- (Indian Rupees Two Hundred Fifty Crores Only).

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit all the necessary documents and papers in this regard, to authorize any person and delegate any authority in this regards to that person, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions for and on behalf of the Company in the matter of compliance of section 185 of the Companies Act, 2013 and to give effect to the above resolution.”

Item No.7-Increasing Inter Corporate Loans, Investments etc. Limits up to RS. 300 CR. pursuant to provisions of Section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for increasing the limits pursuant to section 186 of the Companies Act, 2013 to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to anybody corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director of the Company, be and is hereby authorized by the Board to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to above loans/ guarantees/ securities/ investments, as aforesaid.”

Item No.8- Fix the Related Party Transaction Limit as per Section 188 Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into a contract /agreement with related party / firm or Company for related party transaction upto Rs. 2,00,00,00,000/-(Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT pursuant to the provisions of section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Directors and the Company Secretary of the Company be and are hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution; Section 188 of Companies Act, 2013.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Companies, Chennai and to do all such acts and deeds as may be required to give effect to the above resolution.”

Item No.9- Increasing Borrowing Powers of the Company under the provision of Section 180(1)(A) & 180(1)(C) of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is INR 350,00,00,000/- (Indian Rupees Three Hundred Fifty Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to create charge, mortgage / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned lenders / institutions under the respective arrangements entered into / to be entered by the Company and the securities to be created by the Company as aforesaid may rank prior / paripassu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

By Order of the Board of Directors

Place : Tirunelveli

For Subam Papers Limited

Date: 02.09.2025

T.Balakumar
Managing Director
DIN:00440500)

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. Details of Directors seeking appointment / reappointment at the 21ST Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
6. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Subam Papers Limited at info@subampapers.com in case the shares are held by them in physical form.
9. The Company has fixed cutoff date i.e.; Saturday, 20th September, 2025 for determining the eligibility for e-voting by electronic means at 21stAGM.
10. Members seeking any information with regard to the financial statements or any other matter to be placed at the 21stAGM, are requested to write to the Company from their registered e-mail address, mentioning their name, DP ID and Client ID / Folio Number and mobile number, at the Company's e-mail address, info@subampapers.com on or before Monday 22nd September, 2025, (5:00 p.m. IST). Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.

11. Those Members who intend to speak at the 21st AGM can register themselves as Speaker by marking their email to cs@subampapers.com at least 03 days before the AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate to ensure smooth conduct of the AGM.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.subampapers.com websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com, and on the website of CDSL <https://www.evotingindia.com>.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members during the 21st AGM. Members seeking to inspect such documents can send an email to cs@subampapers.com

15. The Board of Directors has appointed Mr. John Olive Membership No.4513 Certificate of Practice No. 4010) (Peer Review No.:S2001TN041500), as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

16. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

2. The remote e-Voting period commence on Tuesday, 23rd September, 2025 (9:00 a.m. IST) and ends on Friday, 26th September, 2025 (5:00 p.m. IST). Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences Tuesday, 23rd September, 2025 and ends on Friday, 26th September, 2025 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

3. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM but shall not be entitled to cast their vote on such resolution again.

4. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

5. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the Demat account holders (including public non-institutional shareholders/retail shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants. Demat account holder shall be able to cast their vote without having register again with the e-voting service providers.

6. The details of the process and manner for remote e-Voting are explained herein below:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Tuesday, September 23rd 9:00AM and ends on Friday , September 26th 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 20th September 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 cdsi 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 abovementioned website.

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

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> Subam Papers Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) (Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **info@subampapers.com** , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800

Explanatory Statement
Pursuant to Section 102(1) of the Companies Act, 2013

Item No.4

The Board at its meeting held on May 26, 2025 and based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, efficiency in conduct of audit, independence, etc., has approved the appointment of M/S.JOHN O & ASSOCIATES, Practicing Company Secretary, Nagercoil, (Membership No.4513 Certificate of Practice No. 4010) (Peer Review No.:S2001TN041500) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/S.JOHN O &ASSOCIATES are focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/S.JOHN O &ASSOCIATES, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/S.JOHN O &ASSOCIATES, as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be mutually agreed between the Board of Directors and by M/S.JOHN O &ASSOCIATES The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No.5

Promoters of the Company intend to expand the Business of the Company and therefore they have planned to expand the Board of the Company and bring more Independent persons on the Board for independent approach.

Accordingly, in view of the growing business opportunities, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee have recommended to the Members the appointment of Mr. Arunachalam Anbu Sanjeevikani (DIN 10617158) as an Independent Director on the Board of the Company. In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed Director is independent of the management.

Further, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment Mr. Arunachalam Anbu Sanjeevikani (DIN 10617158) as an Independent Director on the Board of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of

Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company and their relatives concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth for the approval of the members.

The statement of disclosure pursuant to Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI).

Name of the Director	Mr. Arunachalam Anbu Sanjeevikani (DIN 10617158)
Age (in years)	70 years
Qualification	Chartered Accountant
Remuneration sought to be paid	Sitting Fees UptoRs. 20000 per Board and Committee meeting
Terms and Conditions of appointment(s)	As stated in draft appointment letter
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	NIL
Shareholding in the Company (as on the date of AGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	NIL
Number of Board meetings attended during the financial year 2024-25	NIL
List of Directorships held in other companies, as on September 02, 2025	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on September 02, 2025	ICAI Member Ship No 200/023189

Item No. 06:

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by Director or any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

Therefore, the said special resolution is proposed for the approval of members.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the extent of the equity shares held by them in the Company.

Item No. 07:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 300,00,00,000/- (Indian Rupees Three Hundred Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution. The Board recommends the resolution to be passed as a Special Resolution.

Item No. 08

The Company intends to enter into contracts or arrangements with related parties to carry on its business operations efficiently and effectively.

In that matter, the Board proposes the resolution for approval of members required for entering into a contract /agreement with related party / firm or Company for related party transaction upto Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores Only).

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution. The Board recommends the resolution to be passed as a Special Resolution.

Item No. 09

Keeping in view the company’s existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paidup capital and free reserves of the Company however shall not be more than INR 350,00,00,000/- (Indian Rupees Three Hundred Fifty Crores Only) for the Company and its subsidiary companies taken together. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paidup capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate the securing of the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be an amount not more than INR 350,00,00,000/- (Indian Rupees Three Hundred and Fifty Crores Only) for the Company and its subsidiary companies taken together. Hence, the Special Resolution in the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Directors recommend the said Special Resolution of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) AND CLAUSE 1.2.5 OF THE SS-2 WITH REGARD TO DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE SEVENTH ANNUAL GENERAL MEETING:

Name of the Director	Mr. RamasubbuVenkatesh (DIN 0095183)
Age (in years)	57 years
Qualification	B.Tech(Textiles), MBA
Remuneration sought to be paid	Rs.30,00,000/-P.A
Terms and Conditions of appointment(s)	As stated in draft appointment letter
Remuneration last drawn from the Company	Rs.30,00,000/-
Date of first appointment on the Board of Directors of the Company	NIL
Shareholding in the Company (as on the date of AGM Notice)	64000 Equity Shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	NIL
Number of Board meetings attended during the financial year 2024-25	14
List of Directorships held in other companies, as on September 02, 2025	NIL
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on September 02, 2025	NIL

me of the Director	Ms. Sudha Alagarsamy (DIN: 01515113)
Age (in years)	55 years
Qualification	BSC Mathametics
Remuneration sought to be paid	Sitting Fees UptoRs. 20000 per Board and Committee meeting
Terms and Conditions of appointment(s)	As stated in draft appointment letter
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	NIL
Shareholding in the Company (as on the date of AGM Notice)	286450 Equity Shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Spouse of Managing Director
Number of Board meetings attended during the financial year 2024-25	14
List of Directorships held in other companies, as on September 02, 2025	4
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on September 02, 2025	NIL

Place : Tirunelveli

Date: 02.09.2025

By Order of the Board of Directors

For Subam Papers Limited

T.Balakumar
Managing Director
DIN:00440500)

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U21012TN2004PLC054403

Name of the company: **SUBAM PAPERS LIMITED**

Registered office: **S.F.No.143-146 Vaduganpatti Village Nadukallur to Tirunelveli, Tirunelveli, Tirunelveli Taluk-627010, Tamil Nadu, India**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ DP ID and Client Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First (21st) Annual General Meeting of the company scheduled to be held on Saturday, September 27, 2025 at 10:30 a.m.. at S.F.No.143-146 Vaduganpatti Village Nadukallur To Tirunelveli, Tirunelveli, Tirunelveli Taluk, 627010 Tamil Nadu, India and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Please Tick Relevant		
		For	Against	Abstain
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.			

2.	To consider and approve appointment of Ms. Sudha Alagarsamy (DIN: 01515113) as a Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.			
3.	To consider and approve appointment of Mr. Ramasubbu Venkatesh (DIN: 00951835) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.			
	SPECIAL BUSINESS			
4.	To appoint Secretarial Auditors of the Company			
5.	Advancing of Loan or giving of Guarantee or issuing of Security for Loans, in compliance with provisions of Section 185 of the Companies Act, 2013			
6.	Increasing Inter Corporate Loans, Investments etc. Limits up to RS. 300 CR. pursuant to provisions of Section 186 of the Companies Act, 2013:			
7.	Fix the Related Party Transaction Limit as per Section 188 Companies Act, 2013:			
8.	Increasing Borrowing Powers of the Company under the provision of Section 180(1)(A) & 180(1)(C) of the Companies Act, 2013			

Signed this day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Rs.1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Member's/Proxy's Name :

Regd. Folio No. :

No. of Shares held :

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Twenty First (21st) Annual General Meeting of the company scheduled to be held on Saturday, September 27, 2025, at 10:30 a.m. at S.F.No.143-146 Vaduganpatti Village Nadukallur to Tirunelveli, Tirunelveli, Tirunelveli Taluk, 627010 Tamil Nadu, India

Member's/Proxy's Signature:

Member's/Proxy's Name:

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

