

# JOHN O. & ASSOCIATES

Company Secretarial Auditors

**Dr. J. John Ohilvi**, M.Com., L.L.B., FCS., Ph.D., IP, RV  
Company Secretary, Insolvency Professional,  
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Date: .....

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
**Sr. General Manager,**  
Listing Operation,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir(s),

**Subject: Application for “Inprinciple approval” prior to issue and allotment of 26,32,800 (Twenty-Six Lakhs Thirty-Two Thousand and Eight Hundred Only) Warrants and 44,09,600 (Forty-Four Lakhs Nine Thousand and Six Hundred) Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.**

We have examined the compliances of the Company and we hereby confirm that the Company has complied with the provisions of sections 149(1), 149(3), 149(4), 149(8), 177 including 177(2), 177(9), 178 including 178(1), 178(4), 188 and 203 and any other provisions as may be applicable of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), in connection with the composition of the following, as on:

- a. the Board of Directors (the “Board”);
- b. the Audit Committee;
- c. the Stakeholders Relationship Committee;
- d. the Nomination and Remuneration Committee and
- e. the Corporate Social Responsibility Committee



For the purposes of this certificate, the term "Executive Directors" and "Independent Directors" shall have the same meaning ascribed to such terms in the SEBI (LODR).

The composition of Board and the committees thereof is as follows:

### Board of Directors

The Board of Directors of the Company consists of 6 (Six) Directors out of which 1 (One) as Managing Director, 1 (One) as Executive Director, 1 (One) as Non-Executive Director and 3 (Three) as Independent Directors. The Managing Director & Chairman of the Company is Mr. T Balakumar and Mr. Ramasubbu Venkatesh is the Executive Director. Out of the Six directors, Three are Independent Directors as per the requirement of SEBI LODR Regulations, 2015 and the Companies Act, 2013.

The Board of Directors of the Company has one woman director, Ms. Sudha Alagarsamy.

The list of directors is given below:

Sr. No.	Directors	Designation
1.	Mr. T Balakumar	Managing Director & Chairman
2.	Mr. Ramasubbu Venkatesh	Executive Director
3.	Ms. Sudha Alagarsamy	Non – Executive Director
4.	Mr. Gurusamy Rathakrishna	Independent Director
5.	Mr. Chelladurai Gunasingh Prithiviraj	Independent Director
6.	Mr. Arunachalam Anbu Sanjeevikani	Independent Director

We further confirm that:

- the Board has met on a regular basis since incorporation (and there has not been a time gap of more than 120 days between any two meetings of the Board);
- not less than one-half of the board of directors of the Company comprise of non-executive directors;
- none of the directors of the Company, is a member of more than ten committees, across all public limited companies in which he/she is a director; and
- none of the directors of the Company, is a chairman of more than five committees across all public limited companies in which he/she is a director.



For the purpose of sub-paragraphs (c) and (d), chairmanship / membership of only the audit committee and / or the stakeholders' relationship committee has been considered, in accordance with the Listing Agreements.

### **Independent Directors**

The Company has Three Independent Directors on its Board. In relation to such Independent Directors, we confirm that:

- (a) All of the Independent Directors of the Company hold office for a term of up to five consecutive years.
- (b) The Independent Directors, apart from receiving a sitting fee, have or had no pecuniary relationship with the Company, its subsidiaries, promoters or directors in the current financial year or during the last two financial years.
- (c) The relatives of the Independent Directors have or had no pecuniary relationship or transaction with the Company, its subsidiaries, promoters or directors amounting to 2% or more of its gross turnover or total income, or Rs. 50 Lakh or such higher amount, whichever maybe lower, in the current financial year or during the last two financial years.
- (d) The Non-Executive Directors, including Independent Directors, are only paid sitting fees within the limits prescribed under the relevant provisions of the Companies Act, 2013, to the extent applicable.
- (e) None of the Independent Directors of the Company serve as Independent Directors in more than seven listed companies;
- (f) None of the Independent Directors of the Company who also serve as Whole Time Directors in any other listed companies, serve as an independent director in more than three listed companies;

### **Audit Committee**

The Company has constituted an Audit Committee ("Audit Committee"), as per Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on May 17, 2024 and reconstituted by adding additional Independent Director vide resolution dated 14<sup>th</sup> November, 2025.



The terms of reference of the Audit Committee adheres to the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015, proposed to be entered into with the Stock Exchange in due course.

The committee presently comprises the following 3 (Three) directors:

Sr. No	Name of the Member	Designation in Committee	Nature of Directorship
1.	Mr. Gurusamy Rathakrishna	Chairperson	Independent Director
2.	Mr. Chelladurai Gunasingh Prithiviraj	Member	Independent Director
3.	Mr. Arunachalam Anbu Sanjeevikani	Member	Independent Director
4.	Ms. Sudha Alagarsamy	Member	Non-Executive Director

The Company Secretary & Compliance Officer of the Company shall act as the Secretary to the Audit Committee.

#### Meetings of Audit Committee and Quorum

As required under Regulation 18 of the SEBI (LODR) Regulation, 2015, the Audit Committee shall meet at least 4 (four) times in a year, and not more than 120 (one hundred twenty) days shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

The scope, functions and the terms of reference of the Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR) Regulation, 2015 is enclosed as **Annexure A**.

#### Stakeholders Relationship Committee

The Company has constituted a shareholder / investors grievance committee "Stakeholders' Relationship Committee" to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on May 17, 2024 and reconstituted by adding additional Independent Director vide resolution dated 14<sup>th</sup> November, 2025..

The Stakeholders' Relationship Committee comprises:



Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1	Mr. Chelladurai Gunasingh Prithiviraj	Chairperson	Independent Director
2	Mr. Gurusamy Rathakrishna	Member	Independent Director
3	Mr. Arunachalam Anbu Sanjeevikani	Member	Independent Director
4	Ms. Sudha Alagarsamy	Member	Non-Executive Director

The Company Secretary & Compliance Officer of the Company shall act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors in the Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference is enclosed as **Annexure B**.

#### Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

#### Meetings

The Stakeholder's Relationship Committee shall meet at least 1 (one) time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

#### Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on May 17, 2024 and reconstituted by adding additional Independent Director vide resolution dated 14<sup>th</sup> November, 2025.

The Nomination and Remuneration Committee comprises the following Directors:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1	Mr. Gurusamy Rathakrishna	Chairperson	Independent Director
2	Mr. Chelladurai Gunasingh Prithiviraj	Member	Independent Director
3	Mr. Arunachalam Anbu Sanjeevikani	Member	Independent Director
4	Ms. Sudha Alagarsamy	Member	Non-Executive Director



The Company Secretary & Compliance Officer of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

### **Tenure**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### **Meetings**

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including atleast one independent director in attendance.

The scope and function of the Committee and its terms of reference is enclosed in **Annexure C**

We further confirm that:

- (a) At least two of the members of the Nomination and Remuneration Committee are independent directors.
- (b) the Chairman of the Nomination and Remuneration Committee is an independent director.

### **Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee shall formulate and recommend a CSR policy to the Board, the Company has re-constituted a Corporate Social Responsibility Committee pursuant to resolution of the Board of Directors dated May 17, 2024. and reconstituted by adding additional Independent Director vide resolution dated 14<sup>th</sup> November, 2025. The Corporate Social Responsibility Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company, monitor the CSR policy of the Company from time to time and establish the transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company as per the requirements of the Companies Act, 2013, Listing Agreement and SEBI LODR for Corporate Governance. The scope of the Corporate Social Responsibility Committee is enclosed as **Annexure D**.



The Corporate Social Responsibility Committee comprises the following members:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1	Mr. Gurusamy Rathakrishna	Chairperson	Independent Director
2	Mr. Arunachalam Anbu Sanjeevikani	Member	Independent Director
3	Mr. T Balakumar	Member	Managing Director
4	Mr. Ramasubbu Venkatesh	Member	Director

We further confirm that at least one Director is an Independent Director.

The Company Secretary & Compliance Officer of the Company shall act as the secretary to the Corporate Social Responsibility Committee.

Place: Nagercoil

Date: 10/12/2025



For JOHN O & ASSOCIATES  
Company Secretaries

A handwritten signature in blue ink, appearing to read "John Ohilvi".

JOHN OHILVI  
Company Secretary  
Membership No.: F-4513  
CP NO.: 4010

**UDIN: F004513G002313237**

Encl.: As above

JOHN O & ASSOCIATES  
COMPANY SECRETARIAL AUDITOR  
No: 3/95A, 1st Floor  
East of Medical College  
Asaripallam  
Nagercoil - 629 201

## Annexure A

### Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To obtain outside legal or other professional advice; and
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

### Role of Audit Committee

The role of the Audit Committee shall include the following:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of statutory auditor of the Company;
- c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- d) Approving payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013, as amended;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with SEBI Listing Regulations and other legal requirements relating to financial statements;



- vi. Disclosure of any related party transactions; and
- vii. modified opinion(s) in the draft audit report.
- f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
- g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- h) Approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company subject to such conditions as may be prescribed;
- i) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- j) Scrutinizing of inter-corporate loans and investments;
- k) Valuing of undertakings or assets of the Company, wherever it is necessary;
- l) Evaluating of internal financial controls and risk management systems;
- m) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- p) Discussing with internal auditors of any significant findings and follow up there on;
- q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- r) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;



- s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- t) Reviewing the functioning of the whistle blower mechanism;
- u) Approving the appointment of the Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- v) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.
- w) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- x) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).



## Annexure B

### Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- b. Review of measures taken for effective exercise of voting rights by shareholders.
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.



## Annexure C

### **Role of the Nomination and Remuneration Committee not limited to but includes:**

- a. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulating of criteria for evaluation of performance of independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;
- e. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.;
- f. Recommend to the board, all remuneration, in whatever form, payable to senior management.



## Annexure D

### Measures

In the aforesaid backdrop, policy on CSR of Subam Papers Limited is broadly framed taking into account the following measures:

The CSR activities shall be undertaken by Subam Papers Limited, as stated in this Policy, as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

The CSR activities which are exclusively for the benefit of Subam Papers Limited employees or their family members shall not be considered as CSR activity.

Subam Papers Limited shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.

The Board of Subam Papers Limited may decide to undertake its CSR activities as recommended by the CSR Committee, through a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company pursuant to Section 135 of the Companies Act, 2013 and rules made there-under.

The following is the list of CSR projects or programs which Subam Papers Limited plans to undertake pursuant to Schedule VII of the Companies Act, 2013:

- a) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- d) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;



- e) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- f) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- g) Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- h) Contribution to the Prime Minister's National Relief Fund or or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- i) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- j) Rural development projects;
- k) Slum area development;
- l) Disaster management, including relief, rehabilitation and reconstruction activities.

Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of Section 135 of Companies Act, 2013 and rules made there-under.

### **Organisational mechanism and responsibilities**

#### **Constitution of Corporate Social Responsibility Committee**

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board ("CSR Committee") consisting of three or more directors, out of which at least one director shall be an independent director.

#### **The CSR Committee shall –**

- a) Formulate and recommend to the Board, a CSR policy and activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- b) Recommend the amount of expenditure to be incurred on the activities; and



c) Monitor the Policy of the company from time to time.

The Board of the company shall after taking into account the recommendations made by the CSR Committee, approve the policy for the company and disclose contents of such Policy in its report and also place it on the company's website and ensure that the activities as are included in the CSR Policy of the company are undertaken by the company.

Subam Papers Limited provides the vision under the leadership of its Managing Director and Chairman, Mr. T Balakumar.

At the Company, the Managing Director takes on the role of the mentor, while the onus for the successful and time bound implementation of the CSR activities / projects is on the HR Head and CSR teams.

**Activities, setting measurable targets with timeframes and performance management:**

Prior to the commencement of CSR activities / projects, we carry out a baseline study of the nearby area / villages of the Company's Site Locations.

The study encompasses various parameters such as – health indicators, literacy levels, sustainable livelihood processes, and population data – below the poverty line and above the poverty line, state of infrastructure, among others.

All activities / projects of CSR are assessed under the agreed strategy, and are monitored every quarter / year, measured against targets and budgets. Wherever necessary, midcourse corrections are made.

**Budgets**

A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this policy.

In case Company fails to spend such amount, the Board shall specify the reasons for not spending the amount.

Approving authority for the CSR amount to be spent would be any one Director or the Managing Director / Chief Financial Officer of the Company after due recommendation of CSR Committee and approval of the Board of Directors of the Company.



The CSR Policy mandates that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.

The CSR projects or programs or activities undertaken in India only shall amount to CSR expenditure.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act 2013.

Tax treatment of CSR spent will be in accordance with the Income Tax Act as may be notified by CBDT.

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