

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: Re-appointment / appointment of independent director(s)**

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

This is to inform that the Board of Directors (upon the recommendations of the Nomination and Remuneration Committee) at its meeting held on 30<sup>th</sup> January, 2024, have approved (subject to the approval of the Shareholders) the re-appointment / appointment of independent director(s) as per below details:

Appointment of Independent Director(s)		
i)	Mr. Arvind Kapur	Re-appointment for a second term of 5 years with effect from 6 <sup>th</sup> February, 2024
ii)	Justice Arjan Kumar Sikri (Retd)	Appointment for first term of 5 years with effect from 1 <sup>st</sup> April, 2024
iii)	Ambassador Deepa Gopalan Wadhwa, IFS (Retd)	
iv)	Mr. Ashok Lavasa, IAS (Retd)	The appointments will take effect from 1 <sup>st</sup> April, 2024 when the second term of five existing independent director(s) will get completed on 31 <sup>st</sup> March, 2024
v)	Mrs. Vanaja Narayanan Sama, IRS (Retd)	
vi)	Ms. Smita Piyush Mankad	

The details required in terms of SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed at **Annexure A**. In this regard a Postal Ballot Notice has been approved by the Board of Directors to seek approval of the Shareholders for the re-appointment / appointment of Independent director(s) on the Board of the Company in accordance with the SEBI Listing Regulations.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For **SUBROS LIMITED**

Kamal Samtani  
Company Secretary

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is given below:

<i>Name:</i>	<b>Mr. Arvind Kapur</b>
<i>Reason for Change:</i>	Re-appointment as an Independent Director
<i>Date of Appointment and term of Appointment:</i>	Second term of 5 years from 6 <sup>th</sup> February, 2024 to 5 <sup>th</sup> February, 2029
<i>Brief Profile:</i>	Mr. Arvind Kapur is a graduate from St. Stephen's College, Delhi University and Alumni of the Harvard Business School, USA. Mr. Kapur has rich experience of over 45 years in the Automotive Industry and has acquired expertise in all vital aspects of the business. Mr. Kapur is the Promoter of M/s Rico Auto Industries Limited and is presently its Chairman and Managing Director. He is also a Director on the Board of several leading Companies and is actively involved with various industry bodies.
<i>Disclosure of Relationships between Directors:</i>	Nil

<i>Name:</i>	<b>Justice Arjan Kumar Sikri (Retd)</b>
<i>Reason for Change:</i>	Appointment as an Independent Director
<i>Date of Appointment and term of Appointment:</i>	First term of 5 years from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2029
<i>Brief Profile:</i>	Justice Arjan Kumar Sikri (Retd) holds LL.M from Delhi University and has also been conferred Doctorate of Laws (LL.D). He has over 45 years of distinguished service in legal & judiciary and retired as a judge of the Supreme Court of India. Justice Sikri (Retd) has numerous publications in the field of commercial laws, human rights, arbitration and other legal areas. Currently, Justice Sikri (Retd) is an International Judge of the Singapore International Commercial Court; Chairperson of the Oversight Committee & High Powered Committee of the Char Dham Project; Chairperson of the Committee for Formulating an Action Plan for Online Dispute Resolution; Chairman of News Broadcasting & Digital Standards Authority; Member, Board of Directors of Mediators Beyond Borders International; Member of 4 Pump Court (London) and visiting Professor of National Law University.
<i>Disclosure of Relationships between Directors:</i>	Nil

Name:	<b>Ambassador Deepa Gopalan Wadhwa, IFS (Retd)</b>
Reason for Change:	Appointment as an Independent Director
Date of Appointment and term of Appointment:	First term of 5 years from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2029
Brief Profile:	Ambassador Deepa Gopalan Wadhwa, IFS (Retd) holds a Bachelor of Science degree in Chemistry from Madras University and post graduate degree in English Literature. She joined Indian Foreign Services in 1979 and has over 44 years of experience. Ambassador Wadhwa has served as ambassador to Japan, Qatar and Sweden and held other significant assignments in the Ministry of External Affairs. She has contributed in India's relations and strategic policies and has dealt specifically with issues of global significance, sustainable development, disarmament and human rights. Ambassador Wadhwa is currently Co-chair of the India-Japan Partnership Forum located in FICCI.
Disclosure of Relationships between Directors:	Nil

Name:	<b>Mr. Ashok Lavasa, IAS (Retd)</b>
Reason for Change:	Appointment as an Independent Director
Date of Appointment and term of Appointment:	First term of 5 years from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2029
Brief Profile:	Mr. Ashok Lavasa, IAS (Retd) is a postgraduate in English from University of Delhi; MBA from Southern Cross University in New South Wales, Australia and M. Phil in Defense and Strategic Studies. He joined Indian Administrative Service in 1980 and has over 43 years of experience. Mr. Lavasa has also served as the Election Commissioner of India; Secretary in the Ministries of Finance; Environment, Forests and Climate Change & Civil Aviation. Mr. Lavasa has also served in key positions in the Government as Principal Secretary and Financial Commissioner of Renewable Energy Sources; Principal Secretary and Financial Commissioner of Power; Chief Coordinator of Industries; Managing Director of Haryana State Federation of Co-operative Sugar Mills Limited; Director of Haryana State Industrial Development Corporation; Managing Director of Haryana Tourism Corporation and as the District Magistrate of Gurugram. Mr. Lavasa has also served as Vice president of Asian Development Bank from 2020 to 2023.
Disclosure of Relationships between Directors:	Nil

Name:	<b>Mrs. Vanaja Narayanan Sama, IRS (Retd)</b>
Reason for Change:	Appointment as an Independent Director
Date of Appointment and term of Appointment:	First term of 5 years from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2029
Brief Profile:	Mrs. Vanaja Narayanan Sama, IRS (Retd) holds degree in Psychology, LL.B, Diploma in Journalism & Mass Communication and Masters Diploma in Public Administration. She joined Indian Revenue Service in 1980 and has over 43 years of experience. Mrs. Sama served as Chairman of Central Board of Excise and Customs and Central Board of Taxes and Customs. Mrs. Sama was Under Secretary, Legislative Department, Ministry of Law & Director and Joint Secretary in the Rajya Sabha Secretariat and has also served in various senior positions in Customs, Central Excise, Service Tax and GST. Some of the senior most positions held in parent departments were Additional Director General of National Academy of Customs, Excise & Narcotics; Additional Director General in Revenue Intelligence (DRI); Assistant Commissioner, Customs and Director General Vigilance and Chief Commissioner of Central Excise and Service Tax. Mrs. Sama also served as Information Commissioner in the Central Information Commission from 2019 to 2023.
Disclosure of Relationships between Directors:	Nil

Name:	<b>Ms. Smita Piyush Mankad</b>
Reason for Change:	Appointment as an Independent Director
Date of Appointment and term of Appointment:	First term of 5 years from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2029
Brief Profile:	Ms. Smita Piyush Mankad is a graduate in Economics (Hons) from Delhi University and MBA (Finance) from University of Mumbai. She has over 30 years of experience in corporate, social and government sector. Ms. Mankad has vast experience in corporate banking, international business, supply chain, product development and retail operations. Ms. Mankad was Head of the Food Fortification Resource Centre, Food Safety and Standards Authority of India under Ministry of Health & Family Welfare; Government of India. Ms. Mankad mentors students of the Ashoka University and at Vedica Scholars in Delhi and was selected to the Fortune Program in 2010, the Global Ambassadors Program in 2012 and the Vital Voices in 2016. Ms. Mankad was awarded the prestigious Chevening Fellowship at the University of Oxford in 2021.
Disclosure of Relationships between Directors:	Nil

**This is to further submit that all the above directors are not debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.**