



SUPRAJIT ENGINEERING LIMITED

Registered Office: No. 100 & 101, Bommasandra Industrial Area
Bengaluru- 560 099

CIN: L29199KA1985PLC006934, Telephone 080 4342 1100, Fax 080 2783 3279

Email: info@suprajit.com and Website: www.suprajit.com

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members
Suprajit Engineering Limited
Bengaluru

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Suprajit Engineering Limited ("the Company"), to consider and if thought fit, to pass the Resolutions given herein below by way of Postal Ballot/e-voting.

Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Members of the Company at the 30th Annual General Meeting held on September 19, 2015 had appointed Mr. Ian Williamson and Mr. Suresh Shetty as Independent Directors of the Company for a term of five (5) years. The said term of five years will come to an end on February 02, 2020. Based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge, performance and contribution to the Company, the Board has approved and recommended the re-appointment of the above Directors as Independent Directors of the Company for a period up to March 31, 2023 with effect from February 03, 2020.

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the approval of shareholders by way of Special Resolution is required for the re-appointment of Independent Director for the second term.

The Company is therefore seeking your consent for the said appointments as contained in the Special Resolutions appended below.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting, as an alternate for the Members to enable them to cast their votes electronically.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self - addressed envelope, so as to reach the Scrutinizer on or before 5.00 PM IST, January 25, 2020. The Postal Ballot Form received thereafter shall be treated as not having been received and will not be valid. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions under the section 'INSTRUCTIONS FOR E-VOTING'.

The Board has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

1. RE- APPOINTMENT OF MR. IAN WILLIAMSON (DIN : 01805348) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ian Williamson (DIN : 01805348), who was appointed as an Independent Director of the Company up to February 02, 2020, be and is hereby re-appointed as an Independent Director of the Company, for a period up to March 31, 2023 with effect from February 03, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

2. RE- APPOINTMENT OF MR. SURESH SHETTY (DIN : 00316830) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Suresh Shetty (DIN : 00316830), who was appointed as an Independent Director of the Company up to February 02, 2020, be and is hereby re-appointed as an Independent Director of the Company, for a period up to March 31, 2023 with effect from February 03, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

By the order of the Board
For Suprajit Engineering Limited
Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : December 20, 2019

Place : Bengaluru

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended hereto.
2. Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, December 20, 2019 (the cut-off date).

The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent (RTA) and to other Shareholders by permitted mode (Courier). Any Member who has not received the Postal Ballot Forms may write to the Company and may obtain a copy thereof. The same may also be downloaded from the Company's website at: www.suprajit.com.

The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and published on the Company's website at www.suprajit.com.

3. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on the cut-off date, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
4. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self-addressed envelope, so as to reach the Scrutinizer on or before 5.00 PM IST, January 25, 2020.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. The Members may refer 'INSTRUCTIONS FOR E-VOTING' section of this notice for more details.
6. The e-voting shall commence on Friday, December 27, 2019 at 9.00 AM IST and ends on Saturday, January 25, 2020 at 5.00 PM IST.
7. The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form **OR** through e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Board of Directors of the Company ("the Board") has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary as the 'Scrutinizer' for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner ("the Scrutinizer"). The address of the Scrutinizer is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru -560 080.
9. The Scrutinizer will submit his report to Chairman of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot forms received, but not later than 48 (Forty Eight) hours from the last date of receipt of all Postal Ballot forms.
10. The results of voting by Postal Ballot will be announced on January 27, 2020 at the Registered Office of the Company. Additionally, the result will be posted on Company's website at www.suprajit.com and will be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) simultaneously. The same shall be uploaded on the e-voting website of CDSL.
11. The last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

By the order of the Board
For Suprajit Engineering Limited
Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : December 20, 2019
Place : Bengaluru

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO'S. 1 AND 2 :

The Members of the Company at the 30th Annual General Meeting of the Company, held on September 19, 2015 had appointed Mr. Ian Williamson (DIN:01805348) and Mr. Suresh Shetty (DIN:00316830) as Independent Directors of the Company for a period of 5 (Five) years with effect from February 03, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge, performance and contribution to the Board, the Board has approved and recommended the re-appointment of above Directors as Independent Directors of the Company for a period up to March 31, 2023 with effect from February 03, 2020, subject to the approval of Shareholders.

Pursuant to Section 149 (read with Schedule IV) and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the approval of Shareholders by way of special resolution is required for the appointment of Independent Directors for the second term.

The Company has received necessary consent and disclosures as per the requirement of Companies Act, 2013 and Rules made there under for such re-appointment and also declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The Board is of the opinion that the continued association of Mr. Ian Williamson and Mr. Suresh Shetty would benefit the Company and hence it is proposed to continue the services of Mr. Ian Williamson and Mr. Suresh Shetty as Independent Directors. In this connection, the Board recommends the Special Resolution as set out in Item nos. 1&2 for the approval of the Members.

Except Mr. Ian Williamson and Mr. Suresh Shetty in their respective resolutions, none of the other Directors, Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in the said Resolutions.

By the order of the Board
For Suprajit Engineering Limited
Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : December 20, 2019
Place : Bengaluru

Details of the Directors proposed to be appointed/re-appointed pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Brief profiles of Directors proposed to be appointed /re-appointed at the Annual General Meeting are produced below, in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. MR. IAN WILLIAMSON

Mr. Ian Williamson, retired as Chief Executive of Carclo Plc, a Public Company, listed on the London Stock Exchange. Carclo has global operations located in the UK, the USA, China, India and Eastern Europe and manufactures technical plastic components for medical, automotive and electronics markets worldwide. Mr. Ian Williamson has a first class degree in Electrical Science from Cambridge University. He has broad experience of managing engineering businesses in the UK, Europe, the USA, China and India and specialized in M & A activities.

2. MR. SURESH SHETTY

Mr. Suresh Shetty is a Commerce Graduate and qualified Chartered Accountant, and has undergone Management Education Programme (M.E.P.) in IIM Ahmedabad. He has vast industrial experience in leading automobile companies. He was the First Chief Financial Officer of Hero Honda Motors Ltd. Mr. Suresh Shetty was a member of Delhi Stock Exchange Ltd and also a member of National Stock Exchange Ltd till 2004. At present he is a financial and management Consultant, rendering services, in investment banking, mergers and amalgamations and other corporate advisory services.

Additional information:

Name	Mr.Ian Williamson	Mr.Suresh Shetty
Age	68 years	70 years
Date of Last Appointment	03-02-2015	03-02-2015
Relationship between Directors inter-se	NIL	NIL
Names of listed entities in which the person holds the directorship	NIL	NIL
Membership of Committees of the Board of other listed entity	NA	NA
No. of shares held in the Company	Nil	7,63,080

INSTRUCTIONS FOR BALLOT VOTING

- Shareholders have an option to vote either through physical mode by submitting the Postal Ballot Form or through e-voting. If a Shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and *vice-versa*. However, in case Shareholders cast their vote through both physical Ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical Ballot shall be treated as invalid.
- A Shareholder entitled to vote and desirous of exercising his/ her vote by a Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Board in the **Business Reply Envelope(BRE)**. Postage for the said article will be paid by the Company. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
- A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate column. Assent or dissent received in any other manner will not be considered valid.

4. The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
5. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The vote shall not be exercised by a Proxy. However, corporate and institutional Shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer before 5.00 P.M. on Saturday, January 25, 2020. All Postal Ballot Forms received after this date will be strictly treated as if they have not been received.
8. Where the Postal Ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the Resolution of its Board of Directors authorizing such representative to vote on the Resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a Power of Attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such Power of Attorney.
9. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
11. A Shareholder may request a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer, not later than the date specified at item 7.
12. Shareholders are requested to fill the Postal Ballot Form with indelible ink and not by any erasable writing mode.
13. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
14. The Company has appointed Mr. Medappa Gowda J, Company Secretary of the Company as the person responsible for the entire Postal Ballot voting process. For any queries, Members may contact Mr. Medappa Gowda. J, at the Registered Office of the Company at No. 100 & 101, Bommasandra industrial Area, Bengaluru – 560099 at Tel Number +91- 080 – 43421100.
15. Though not mandatory, the Postal Ballot Form along with the 'Postal Ballot Notice' and Explanatory Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
16. The votes of a Shareholder will be considered invalid on any of the following grounds:
 - a. if the Shareholder's signature does not tally with the specimen signature;
 - b. if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Special Resolution' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held;
 - c. if the Postal Ballot Form is unsigned incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

INSTRUCTIONS FOR E-VOTING:

The voting period begins on Friday, December 27, 2019 at 9.00 AM IST and ends on Saturday, January 25, 2020 at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i. The Shareholders should log on to the e-voting website at www.evotingindia.com.
- ii. Click on Shareholders / Members
- iii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding Shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• 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 as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding Shares in physical form will then directly reach the Company selection screen. However, Members 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 the 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.
- ix. For Members holding Shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of SUPRAJIT ENGINEERING LIMITED on which you choose to vote.

- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the changed 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians**
 - Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. Further, Members may note the following:
 - a. E-voting shall not be allowed beyond the said date and time.
 - b. A person whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting.

SUPRAJIT ENGINEERING LIMITED
Registered Office: No. 100& 101, Bommasandra Industrial Area
Bengaluru- 560 099
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Email: info@suprajit.com and Website: www.suprajit.com

POSTAL BALLOT FORM

(Please read the instructions printed at the end of the accompanying Postal Ballot Notice before completing this form)

1.Name and registered address of the sole/ first named Shareholder (in block letters)	
2.Name(s) of the joint holder(s) if any (in block letters)	
3. Registered Folio No. (Applicable to Shareholders holding Shares in physical form)	
4.DP ID No. & Client ID No. (Applicable to Shareholders holding Shares in dematerialized form)	
5. Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated December 21, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (P) mark at the appropriate box below:

Sl. No.	Description of Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re- Appointment of Mr. Ian Williamson (DIN: 01805348) as an Independent Director of the Company			
2.	Re- Appointment of Mr. Suresh Shetty (DIN : 00316830) as an Independent Director of the Company			

ELECTRONIC VOTING PARTICULARS

EVSN(ELECTRONIC VOTING SEQUENCE NUMBER)	PAN NO. / SEQ NO.	USER ID	PASSWORD

NOTE: Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.

Place:

Date:

Signature of the Member