

SUPRAJIT ENGINEERING LIMITED

CIN: L29199KA1985PLC006934

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

Telephone: +91-80-4342 1100, Fax: +91-80-2783 3279

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

NOTICE OF THE THIRTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th (Thirty Fifth) Annual General Meeting (AGM) of the Members of Suprajit Engineering Limited ("the Company") will be held on Saturday, September 26, 2020, at 2.30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company which include Audited standalone and consolidated Balance Sheet as at March 31, 2020, the standalone and consolidated Statement of Profit and Loss including the Statement of other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
2. To appoint Mr. K. Ajith Kumar Rai (holding DIN: 01160327), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of First Interim Dividend of Re. 0.75 (75%) and Second Interim Dividend of Re. 1.00 (100%) and confirm the same as Final Dividend for the financial year 2019-20.

SPECIAL BUSINESS

4. **To appoint Mr. Akhilesh Rai (holding DIN:07982469) as Director of the Company:**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 and the Rules made there under and other applicable laws, if any, Mr. Akhilesh Rai (holding DIN: 07982469), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 12, 2020 and who holds office until the date of this AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Medappa Gowda J, Chief Financial Officer & Company Secretary be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of the Companies Act, 2013 or such other applicable Regulations."

5. **To appoint Mr. Akhilesh Rai (holding DIN: 07982469) as Whole Time Director and Chief Strategy Officer:**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the consent of the Members of the

Company be and is hereby accorded to appoint Mr. Akhilesh Rai (holding DIN: 07982469), as a Whole Time Director and to designate him as Director and Chief Strategy Officer of the Company for a period of 5 (Five) years with effect from June 12, 2020, on the following terms and conditions:

- a. **BASIC SALARY:** ₹ 2,08,340/- (Rupees Two Lakhs Eight Thousand Three Hundred Forty only) per month.
- b. **HOUSE RENT ALLOWANCE:** ₹ 97,460/- (Rupees Ninety Seven Thousand Four Hundred Sixty only) per month.
- c. **CONVEYANCE ALLOWANCE:** ₹ 97,460/- (Rupees Ninety Seven Thousand Four Hundred Sixty only) per month. Fuel Expenses up to ₹ 11,250/- (Rupees Eleven Thousand Two Hundred Fifty only) per month will be reimbursed.
- d. **ANNUAL VARIABLE PAY:** He is eligible to receive a performance based variable pay of ₹ 15,20,100/- (Rupees Fifteen Lakhs Twenty Thousand One Hundred only) per annum, which is subject to the Group results of growth in operational revenue and profitability (EBITDA) levels for every year as assessed and recommended by the Nomination and Remuneration Committee of the Board of Directors and as approved by the Board from time to time.
- e. **LEAVE TRAVEL ALLOWANCE:** Expenses for self and family for travel anywhere in India on leave will be reimbursed once a year subject to a ceiling of ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.
- f. **MEDICAL ALLOWANCE:** Medical expenses incurred in respect of self and spouse will be reimbursed to the extent of ₹ 15,000/- (Rupees Fifteen Thousand only) per annum. He will be covered under Medical and Personal Accident Insurance policies taken by the Company.
- g. **PENSION ALLOWANCE:** Pension allowance up to ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.
- h. **EDUCATION ALLOWANCE:** Education allowance up to ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.
- i. **ANNUAL BONUS:** 20% of basic salary i.e. ₹ 5,00,004/- (Rupees Five Lakhs Four only) per annum.
- j. **PROVIDENT FUND:** Contribution of 13% of the basic salary i.e. ₹ 3,24,996/- (Rupees Three Lakhs Twenty Four Thousand Nine Hundred Ninety Six only) by the appointee to the Provident Fund with contribution by the Company as per the Statutory Requirement.
- k. **GRATUITY:** The gratuity payable will be ₹ 1,20,252/- (Rupees One Lakh Twenty Thousand Two Hundred Fifty Two only) per annum.
- l. **WASHING ALLOWANCE:** He is eligible for Washing allowance of ₹ 600/- (Rupees Six Hundred only) per annum.

m. REIMBURSEMENT OF BUSINESS EXPENSES:

Reimbursement of actual conveyance, reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.

n. ANNUAL REVISION IN THE SALARY, IF ANY: Annual revision in the salary, if any shall be decided by the Nomination and Remuneration Committee of Board of Directors based upon Company's performance and personal performance measured against agreed objectives for the year as decided by the Board from time to time, subject to the condition that the overall remuneration shall not exceed the limits specified under the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

o. He will not be paid any sitting fees for attending Meetings of the Board of Directors or Committees thereof.

p. He is liable to retire by rotation.

RESOLVED FURTHER THAT subject to the approval of the Members in General Meeting and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, the aforesaid remuneration be paid as a minimum remuneration notwithstanding that in any financial year during the tenure of his appointment the Company makes no profit or its profits are inadequate.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Medappa Gowda J, Chief Financial Officer & Company Secretary, be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other applicable Regulations."

6. To appoint of Mr. Harish Hassan Visweswara (holding DIN: 08742808) as an Independent Director of the Company:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 and the Rules made there under and other applicable laws, if any, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Harish Hassan Visweswara (holding DIN: 08742808), who was appointed as an Additional Director of the Company by the Board of Directors on June 12, 2020 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director and Independent Director of the Company, not liable to retire by rotation, for a period of Five (5) years up to June 11, 2025 with effect from June 12, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Medappa Gowda J, Chief Financial Officer & Company Secretary, be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations."

7. To pay fees or compensation exceeding fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors to Mr. Harish Hassan Visweswara (DIN: 08742808):

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

"RESOLVED THAT pursuant to Regulation 17 (6) (a) and (ca) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, the consent of the Members of the Company be and is hereby accorded to pay fees or compensation, if any to Mr. Harish Hassan Visweswara (DIN: 08742808), Non- Executive Director, exceeding fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors during the Financial Year 2020-21.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman, Mr. Mohan Srinivasan Nagamangala, Managing Director & Group CEO and Mr. Medappa Gowda J, Chief Financial Officer & Company Secretary, be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations."

8. To ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2020-21:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the remuneration payable to Messrs G N V and Associates, Cost Accountants, Bangalore, Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct audit of the cost records for the financial year 2020-21 at a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, at actuals, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above said Resolution."

By Order of the Board
For **Suprajit Engineering Limited**

Medappa Gowda J
Company Secretary
Membership No.: FCS - 4111

Place : Bengaluru
Date : June 12, 2020

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 ("MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. Since the AGM being held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In line with the Ministry of Corporate Affairs (MCA) Circular dated April 13, 2020, the Notice of the AGM has been uploaded on the website of the Company at www.suprajit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular dated April 08, 2020, the facility to appoint Proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Body Corporates can attend the AGM through VC / OAVM and cast their votes through e-voting.
9. The Members can join the AGM in the VC / OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
10. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Company OR upload on the e-voting portal.
11. The Register of Members of the Company will remain closed from September 20, 2020 to September 26, 2020 (both days inclusive).
12. First Interim Dividend of ₹ 0.75 (75%) declared on February 01, 2020 and Second Interim Dividend of ₹ 1.00 (100%) declared on March 03, 2020 by the Board of Directors have been paid to those Members, whose names appeared on the Company's Register of Members / Beneficial Owners Position as per the records of the depositories as on February 14, 2020 and March 17, 2020 respectively. (Record Dates).
13. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN Code No. INE399CO1030. All Shareholders holding Shares in physical form are requested to make use of this facility.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

For further information, Shareholders can contact the Company's Registrar and Share Transfer Agent (RTA), **Integrated Registry Management Services Private Limited**, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003, Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: irg@integrated.in
15. Members holding Shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the RTA, if not registered with the Company, as mandated by SEBI by writing to the RTA at irg@integrated.in in along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

Members holding shares in electronic mode are requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts to update the same.

16. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Integrated Registry Management Services Private Limited / Depositories.
17. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection electronically by the Members during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to the conclusion of AGM of the Company.
18. Members seeking any information with regard to the Annual Accounts, are requested to write to the Company at investors@suprajit.com at an early date, so as to enable the Management to keep the information ready at the Meeting.
19. Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company’s website at www.suprajit.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
20. Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 mandates the companies to transfer dividend that has remained unclaimed for a period seven years from the unpaid dividend account to Investor Education and Protection Fund (IEPF). Further, the rules also mandate the transfer of Shares with respect to the Dividend, which has not been paid or claimed for seven consecutive years of more to IEPF. Accordingly, the Dividend for the below mentioned years will be transferred to the IEPF on the respective dates, if the dividend remains unclaimed for seven years, and the respective Shares will also be transferred to IEPF, if dividend is unclaimed for seven consecutive years.

The particulars of unpaid / unclaimed Dividend etc. are available on the Company’s website at www.suprajit.com (http://www.suprajit.com/reports_category/unclaimed-dividends/) which is in compliance with the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.

Following are the details of unpaid Dividends with due date within which it can be claimed:

FY	Year of declaration	Type of Dividend	Dividend per share (Re.)	Date of declaration	Due date for transfer
2012-13	2013	Final	0.40	31-Jul-13	5-Sep-20
2013-14	2014	Interim	0.45	31-Jan-14	8-Mar-21
2013-14	2014	Final	0.50	31-Jul-14	5-Sep-21
2014-15	2015	Interim	0.45	3-Feb-15	10-Mar-22
2014-15	2015	Final	0.50	19-Sep-15	25-Oct-22
2015-16	2016	Interim	0.50	9-Feb-15	16-Mar-23
2015-16	2016	Final	0.55	24-Sep-16	30-Oct-23
2016-17	2017	Interim	0.50	13-Feb-17	21-Mar-24
2016-17	2017	Final	0.60	11-Nov-17	18-Dec-24
2017-18	2018	Interim	0.60	12-Feb-18	20-Mar-25
2017-18	2018	Final	0.80	14-Aug-18	19-Sept-25
2018-19	2019	Interim	0.70	11-Feb-19	19-Mar-26
2018-19	2019	Final	0.85	10-Aug-19	15-Sept-26
2019-20	2020	Interim	0.75	01-Feb-20	08-Mar-27
2019-20	2020	Interim	1.00	03-Mar-20	10-Apr-27

21. Mr. Parameshwar G. Bhat, Practising Company Secretary (Membership No. FCS-8860), Bengaluru has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within 48 (Forty Eight) hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses who are not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting.
22. The results of the Annual General Meeting shall be declared within 48 (Forty Eight) hours from the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website (www.suprajit.com) and on the website of CDSL and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
23. Additional information pursuant to Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment / re-appointment at the AGM is annexed separately, which forms part of this Notice.

Voting through Electronic means:

24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

25. The voting period begins on Tuesday, September 22, 2020 and ends on Friday, September 25, 2020. During this period, the Members whose names appear in the Register of Members / list of Beneficial Owners as on September 19, 2020 i.e. the date prior to the commencement of Book Closure date, are entitled to vote on the Resolutions set forth in this Notice. The e-voting module shall be disabled by CDSL for voting thereafter.
26. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
27. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting again. However they can participate in the VC / OAVM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI / EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI / EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> 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)	<ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders 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 for Suprajit on which you choose to vote.
- (xi) 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.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 Aadhaar Card) Company (investors@suprajit.com) / RTA (irg@integrated.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company (investors@suprajit.com) / RTA (irg@integrated.com).

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at (company email id). These queries will be replied to by the company.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xviii) Note for Non - Individual Shareholders and Custodians

- 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 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.
- Alternatively Non Individual Shareholders are required 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; investors@suprajit.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542 / 43.

DETAILS PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED:

A. Mr. K.Ajith Kumar Rai - Executive Chairman



B.E. (Mech. Engg): National Institute of Engineering University of Mysore M.A.Sc. (Ind. Engg.): Dalhousie University, Halifax - Novascotia, Canada.

After completing his Masters, Ajith Rai returned to India and set-up first generation enterprise - SUPRAJIT Engineering, a small scale unit to manufacture

Automotive Control Cables.

Today, Suprajit Engineering Limited is amongst top 500 listed companies in India. Suprajit acquired Phoenix Lamps Limited (Now merged with Suprajit), making halogen bulbs; Wescon Controls, a Wichita, Kansas, USA, based non-automotive cable maker, and more recently India Halogen assets of OSRAM.. Suprajit's rapid growth has been achieved both by organic capacity expansion and six strategic acquisitions through its journey. In the process, it now has five 100% owned subsidiaries - Wescon controls - USA and Suprajit Europe - UK (cable business), Luxlite - Luxembourg and Trifa - Germany (Halogen business) and Suprajit Automotive India. The group's annual cable capacity at 300 million, lamps annual capacity at 110 million are amongst top 2 / 3 in the world, with 20 plants in India and overseas and 7000+ workforce.

As a first generation technocrat entrepreneur, the first cable plant was conceptualized, planned and executed by Ajith Rai. In the past 30+ years, he gained comprehensive experience and in-depth exposure in management by setting up new plants, getting new customers, developing suppliers, building the team, and working closely with all stakeholders. He also gained hands on experience in M&A and setting up of International businesses.

He is the member of American Institute of Industrial Engineers, CII, ACMA, and an active Rotarian. He is involved in many CSR initiatives through Suprajit Foundation. Married to Supriya, a practicing Dental Surgeon and they have 3 sons.

B. Mr. Akhilesh Rai - Director & Chief Strategy Officer



Masters in Business Administration - From London Business School, UK

Bachelors in Electrical Engineering (Minor in Economics) - From Purdue University, USA

Background at Suprajit (10 years):

Group CSO: Lead Negotiation of BBA, APA and executed smooth handover of Osram Chennai Assets including extraction

of SAP and integration into Phoenix. Leading Project Catalyst at Wescon, reducing inventory significantly, increasing operational efficiency and improving long term EBITDA margins. Started Controls team for ensuring internal controls and best-in-class systems. Running initiatives for digitization and Suprajit Learning Center for online employee training and skills management. Developing operational excellence through training and Leading Chairman's Club, a select group of 100 high performers, through training initiatives, personal performance reviews and supporting accelerated growth where necessary.

Head IT: Implemented Oracle's Material Resource Planning (MRP) module. Worked with board on acquisition integration, target diligences, financial audit requirements and technology strategy. Lead branding for Annual reports, market campaigns, TV & social media, Websites, etc. Pioneered use of Electronic Document Interchange (EDI). Co-ordinated multi-geography teams to sync customer ERPs across 25+ plants of BMW, VW, Nissan, ISRI, HBPO. Migrated UK plant to Oracle ERP. Established ERP back-office for Europe operation. Led HR team in implementation of multi-location HR, Payroll & Attendance System, resulting in 80% reduction in payroll processing time. Setup Disaster Recovery Systems and virtualized servers on AWS.

Background Outside Suprajit (3 years):

Grant Thornton: Supported Sell side teams on acquisition projects

Kushers: Built global platform for design and distribution of extremely custom gifts

Yagna: Developed network architecture automation solutions for Cisco Products

Varaha: Designed and developed mobile management system for mobile devices

C. Mr. Harish Hassan Visweswara - Independent Director



Bachelor of Engineering (Mechanical) (UVCE Bengaluru)

Post Graduate Diploma in Management (IIM Kolkata)

Advanced Management Program from Harvard Business School

Education

Has been a distinguished student with top academic results in his education. He was the X ranker in the State in X standard, IV Ranker in the University in Engineering and on the Honour Roll at IIM Kolkata (Top 5). He was part of the first batch of the dedicated Advanced Senior Leadership Program conducted by Oxford University Said Business School for Grant Thornton International.

Areas of Focus

Over 30 years' experience in Consulting, Corporate Governance, Corporate Finance, Investment Banking and Strategy.

Sector experience

Has a wide range of experience in Private and Public Sectors covering a wide range of sectors including technology, real estate, hospitality, pharmaceuticals, engineering, petrochemicals etc.

Professional affiliations and memberships

Past President of Bangalore Chamber of Commerce and Industry, Founder Member and on the Board of Governors, of Center for Sustainable Development, Member Board of Management Studies at T A Pai Management Institute (TAPMI), Director, Harvard Business School Alumni Association, Member iSPRIT Policy Team on Startup India engaged with RBI, SEBI MCA etc. Member of the Manufacturing Task Force

of Govt of Karnataka in 2015. Presently part of the Working Group of Software Product Development Fund of Ministry of Electronics and Information Technology.

Presentations and publications

Very active speaker and is widely quoted in the press and TV. Addressed several public forums and has written articles on management, policy and industry.

Previous work Experience

Worked with Grant Thornton India as Senior Partner and part of National Leadership Team for 14 years. Earlier to this, he was with A F Ferguson & Co. and HSBC for 5 years each and other well-known private sector Companies. Currently, he is Managing Partner at Ecube Investment Advisors.

Additional information:

Name	Mr. K. Ajith Kumar Rai	Mr. Akhilesh Rai	Mr. Harish Hasaan Visweswara
Age	62 years	33 years	57 years
Date of Appointment	May 24, 1985	June 12, 2020	June 12, 2020
Relationship between Directors <i>inter-se</i>	Promoter and spouse of Dr. Supriya A. Rai, Director	Son of Mr. K. Ajith Kumar Rai, Chairman and Supriya A. Rai, Director	NIL
Names of listed entities in which the person holds the directorship	NIL	NIL	NIL
Membership of Committees of the Board of other listed entity	NA	NA	NA
No. of Shares held in the Company	38,16,897	12,07,948	Nil

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item Nos. 4 & 5:

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on June 12, 2020 had appointed Mr. Akhilesh Rai as an Additional Director of the Company with effect from June 12, 2020.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, the approval of the Members of the Company is required to appoint Mr. Akhilesh Rai as Director of the Company. Brief background is exhibited separately.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board has also had appointed Mr. Akhilesh Rai as a Whole Time Director of the Company and designated him as Director and Chief Strategy Officer for a period of five years commencing from June 12, 2020 and fixed remuneration payable to him, which is subject to approval of Members of the Company.

In this connection, the Board recommends the resolution as set out in Item nos. 4&5 for the approval of the Members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made there under for the appointment of Mr. Akhilesh Rai as a Whole Time Director for a period of five years commencing from June 12, 2020. The terms and conditions of his appointment are set out in the Resolution.

Except Mr. Akhilesh Rai, Mr. K. Ajith Kumar Rai, Executive Chairman and Dr. Supriya A. Rai, Director, none of the Directors or Key Managerial Personnel are concerned or interested financially or otherwise, in the said Resolutions.

Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company at its Meeting held on June 12, 2020 have appointed Mr. Harish Hassan Visweswara as an Additional Director (Independent Director) of the Company with effect from June 12, 2020.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, the approval of the Members of the Company is required to appoint Mr. Harish Hassan Visweswara as Director and Independent Director of the Company for a period of five (5) years up to June 11, 2025. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. Brief profile and other details have been provided in the notes.

In this connection, the Board recommends the Resolution as set out in item no. 6 for the approval of the Members of the Company.

Except Mr. Harish Hassan Visweswara, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the said Resolution.

Item No.7:

Mr. Harish Hassan Visweswara, Non-Executive Director has over 30 years of diversified experience in Investment Banking, Mergers& Acquisition, Corporate Finance, Strategy, etc. Considering his experience and proficiency, the Company may avail professional services from Mr. Harish Hassan Visweswara in his capacity other than as Director. In addition to sitting fees and commission, Mr. Harish Hassan Visweswara will be entitled to professional fees, if any, as agreed subject to overall limits prescribed under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

As per the requirement of Regulation 17 (6) (a) and (ca) SEBI (LODR) Regulations, 2015, if any fees and compensation payable to single Non-Executive Director exceeds fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors, the same shall require approval of Shareholders by way of a Special Resolution.

In this connection, the Board recommends the Resolutions as set out in item no. 7 for the approval of the Members of the Company.

Except Mr. Harish Hassan Visweswara, Non-Executive Director, no other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the said Resolution.

Item No.8:

The Board on the recommendation of Audit Committee had appointed Messrs G NV and Associates, as the Cost Auditors of the Company for the financial year 2020-21 and fixed a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses at actuals.

Further, in terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors requires to be ratified by the Members of the Company at the Annual General Meeting.

Hence, your Board recommends the Ordinary Resolution as set out in item no. 7 for the approval of the Members. None of the Directors, Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in the said Resolution.

By Order of the Board
For **Suprajit Engineering Limited**

Medappa Gowda J
Company Secretary
Membership No.: FCS - 4111

Place : Bengaluru
Date : June 12, 2020