

# TRIFA LAMPS GERMANY GmbH Hauenstein

Long-form audit report  
Annual financial statements  
31 March 2020

*Translation from the German language*

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft



*Translation from the German language*

**Table of contents**

	Page
A. Audit engagement	1
B. Reproduction of the auditor's report	1
C. Performance of the audit	5
I. Subject of the audit	5
II. Nature and scope of the audit	5
III. Independence	7
D. Findings on the financial reporting	7
I. Legal compliance of the financial reporting	7
II. Overall presentation of the annual financial statements	8
1. Valuation bases	8
2. Contrived forms	8
3. Overall conclusion	8
E. Closing remark	11

**Exhibits**

1	Balance sheet
2	Income statement
3	Notes to the financial statements
4	Legal background

**Engagement Terms, Liability and Conditions of Use**  
**General Engagement Terms**

Note: Due to rounding differences, figures in tables and cross-references may differ slightly from the actual figures (units of currency, percentages, etc.).

*Translation from the German language*

**A. Audit engagement**

In accordance with a resolution approved at the shareholder meeting on 26 April 2019, the management board of TRIFA LAMPS GERMANY GmbH, Hauenstein (“TRIFA” or the “Company”), engaged us to audit the Company’s annual financial statements as of 31 March 2020 together with the underlying books and records.

The “General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]” dated 1 January 2017, which are attached to this report, are applicable to this engagement and also govern our relations with third parties in the context of this engagement. In addition, please refer to the liability provisions contained there in no. 9 and to the exclusion of liability towards third parties and the other provisions of the enclosed “Engagement Terms, Liability and Conditions of Use.”

This long-form audit report is addressed to the Company.

**B. Reproduction of the auditor’s report**

We issued the following auditor’s report on the annual financial statements:

**“Independent auditor’s report**

To TRIFA LAMPS GERMANY GmbH

**Opinion**

We have audited the annual financial statements of TRIFA LAMPS GERMANY GmbH, Hauenstein, which comprise the balance sheet as at 31 March 2020, the income statement for the fiscal year from 1 April 2019 to 31 March 2020, and notes to the financial statements, including the recognition and measurement policies presented therein.



### *Translation from the German language*

In our opinion, on the basis of the knowledge obtained in the audit, the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 March 2020 and of its financial performance for the fiscal year from 1 April 2019 to 31 March 2020 in compliance with German legally required accounting principles.

Pursuant to Sec. 322 (3) Sentence 1 HGB [“Handelsgesetzbuch”: German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

#### **Basis for the opinion**

We conducted our audit of the annual financial statements in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the “Auditor’s responsibilities for the audit of the annual financial statements” section of our auditor’s report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the annual financial statements.

#### **Responsibilities of the executive directors for the annual financial statements**

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

*Translation from the German language*

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

**Auditor's responsibilities for the audit of the annual financial statements**

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the annual financial statements.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit of the annual financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of this system of the Company.



*Translation from the German language*

- ▶ Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- ▶ Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit."

*Translation from the German language*

**C. Performance of the audit**

**I. Subject of the audit**

Under our engagement, we examined in accordance with Sec. 317 HGB whether the books and records and the annual financial statements, which comprise the balance sheet, the income statement and notes to the financial statements, comply with the relevant legal requirements.

The applicable financial reporting framework for our audit of the annual financial statements comprised the accounting requirements of Secs. 242 to 256a and Secs. 264 to 288 HGB and the special requirements of the GmbHG [“Gesetz betreffend die Gesellschaften mit beschränkter Haftung”]: German Limited Liability Companies Act]. No additional accounting requirements result from the articles of incorporation and bylaws.

**II. Nature and scope of the audit**

We conducted our audit in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW).

The audit does not extend to providing assurance of the Company’s ability to continue as a going concern or of management efficiency and effectiveness.

The basis of our audit methodology, which is risk and process oriented, is the development of an audit strategy. This strategy is based on the assessment of the economic and legal environment of the Company, its goals, strategies and business risks. The examination of the accounting-related internal control system and its effectiveness is supported by process and data analyses. We perform such analyses in order to identify any risks of material misstatement in the relevant elements of the annual financial statements and the management report, if any, and evaluate our audit risk.



*Translation from the German language*

Findings from our data analyses, the analysis of processes and the accounting-related internal control system were taken into account in choosing the analytical procedures and substantive testing of assets and liabilities, recognition, presentation and valuation in the annual financial statements. The audit program, which is specifically tailored to the Company, determines the key elements of the audit, the nature and scope of audit procedures as well as the timing and staffing of the audit. This approach is based on the principles of risk assessment and materiality. We therefore reached our audit opinion primarily on a test basis.

Our audit program focused on the following audit areas:

- ▶ Analysis of the process related to the annual financial statement close process, the procurement and sales process, and the personnel process
- ▶ Recognition and valuation of inventories
- ▶ Recognition and valuation of trade receivables
- ▶ Completeness and valuation of provisions
- ▶ Recognition of revenue on an accrual basis

We also performed the following standard audit procedures:

- ▶ For those items of the annual financial statements for which we could not rely on business processes, we performed balance reconciliation procedures as well as an analysis of movements shortly before or after the reporting date, taking into account the relevant documents, e.g., contracts, correspondence, etc.
- ▶ We obtained bank confirmations and requested and received confirmation from lawyers regarding pending litigation.
- ▶ We obtained a written report from the Company's tax advisor on pending appeals, disputed tax assessment notices and existing tax risks.

We were provided with all information and evidence requested. In a letter of representation submitted to us, the executive directors confirmed the completeness of this information and evidence provided and of the books and records and annual financial statements.

### **III. Independence**

We were in compliance with the applicable independence requirements during our audit.

#### **D. Findings on the financial reporting**

##### **I. Legal compliance of the financial reporting**

In our opinion, on the basis of the knowledge obtained in the audit, the books and records comply with the legal requirements. Data gathered from other audited documents are properly reflected in the books and records and the annual financial statements.

We concluded our audit, covering

- ▶ legal compliance of the components of the annual financial statements and of their derivation from the books and records;
- ▶ legal compliance of the disclosures in the notes to the financial statements;
- ▶ compliance with recognition, presentation and valuation requirements;
- ▶ compliance with all legal requirements governing financial reporting, including German legally required accounting principles and with all requirements applicable to entities of a specific size, legal form or industry; and
- ▶ compliance with requirements of the articles of incorporation and bylaws of relevance for the content of the financial reporting;

by issuing the auditor's report reproduced in section B.



*Translation from the German language*

## II. Overall presentation of the annual financial statements

### 1. Valuation bases

We provide the following information on the recognition and measurement policies applied as well as the significant factors for the valuation of assets and liabilities, including any effects of changes in such methods:

- ▶ Trade receivables are carried at the lower of nominal value or net realizable value on the reporting date. Specific bad debt allowances provide for identifiable individual risks. In addition, a general bad debt allowance of EUR 9.2k (prior year: EUR 10.4k) or 1.0% (prior year: 1.0%) of the receivables not covered by specific bad debt allowances was recognized to allow for the general credit risk.
- ▶ The Company did not make use of the option under Sec. 274 (1) HGB and did not recognize any **deferred tax assets**.

For further details, please refer to the information on other valuation bases in the notes to the financial statements.

### 2. Contrived forms

A factoring agreement dated 20 October 2010 was concluded with COFACE FINANZ GmbH, Mainz, for the sale of trade receivables (refer to our comments in exhibit 4 Legal background/Significant contracts). As of 31 March 2020, receivables of EUR 0.4m had been assigned to the factor under this agreement, which gave rise to a payment claim of EUR 0.3m asserted against the factor and was settled as of the reporting date.

### 3. Overall conclusion

Based on our audit, which was carried out in accordance with professional standards, we conclude, as stated in our auditor's report, that the annual financial statements as a whole give a true and fair view of the assets, liabilities, financial position and financial



*Translation from the German language*

performance of the Company in accordance with German legally required accounting principles.



*Translation from the German language*

**E. Closing remark**

We issue the above long-form report on our audit of the annual financial statements of TRIFA LAMPS GERMANY GmbH, Hauenstein, for the fiscal year from 1 April 2019 to 31 March 2020 in accordance with Sec. 321 HGB and in compliance with the Generally Accepted Standards for the Issuance of Long-Form Audit Reports promulgated by the IDW (IDW AuS 450 (revised)).

Mannheim, 8 May 2020

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

Grathwol  
Wirtschaftsprüfer  
[German Public Auditor]

G. Becker  
Wirtschaftsprüfer  
[German Public Auditor]

**TRIFA LAMPS GERMANY GmbH, Hauenstein**  
**Balance sheet as of 31 March 2020**

Exhibit 1

Assets	31 Mar 2019		Equity and liabilities	31 Mar 2019	
	EUR	EUR k		EUR	EUR k
<b>A. Fixed assets</b>			<b>A. Equity</b>		
<b>I. Intangible assets</b>			<b>I. Subscribed capital</b>	30.000,00	30
Purchased franchises, industrial and similar rights and assets, and licenses in such rights and assets	7.982,79	16	<b>II. Capital reserves</b>	1.584.903,60	1.585
<b>II. Property, plant and equipment</b>			<b>III. Profit carryforward</b>	2.101.956,91	2.194
1. Plant and machinery	0,00	6	<b>IV. Net loss for the year</b>	-607.390,68	-93
2. Other equipment, furniture and fixtures	31.957,89	30		3.109.469,83	3.716
	31.957,89	36	<b>B. Provisions</b>		
		52	1. Provisions for pensions and similar obligations	11.816,00	13
<b>B. Current assets</b>			2. Other provisions	143.780,60	120
<b>I. Inventories</b>				155.596,60	133
1. Finished goods and merchandise	167.504,35	2.365	<b>C. Liabilities</b>		
2. Prepayments	0,00	60	1. Trade payables	44.062,13	416
	167.504,35	2.425	2. Liabilities to affiliates	524.505,54	963
<b>II. Receivables and other assets</b>			3. Other liabilities	48.405,52	45
1. Trade receivables	945.034,82	1.235	thereof for taxes: EUR 37,479.29 (prior year: EUR 7 k)		
2. Receivables from affiliates	1.716.538,34	1		616.973,19	1.424
3. Other assets	294.909,76	285			
	2.956.482,92	1.521			
<b>III. Cash on hand, Bundesbank balances, bank balances and checks</b>	663.618,70	1.219			
	3.787.605,97	5.165			
<b>C. Prepaid expenses</b>	54.492,97	56			
	3.882.039,62	5.273		3.882.039,62	5.273

**TRIFA LAMPS GERMANY GmbH, Hauenstein**  
**Income statement for fiscal year 2019/2020**

Exhibit 2

	EUR	EUR	2018/2019 EUR k
1. Revenue	8.873.623,43		8.744
2. Other operating income	30.243,30		33
thereof income from currency translation: EUR 7 k (prior year: EUR 21 k)			
		<u>8.903.866,73</u>	<u>8.777</u>
3. Cost of materials			
Cost of raw materials, consumables and supplies and of purchased merchandise	7.576.730,43		6.714
4. Personnel expenses			
a) Wages and salaries	646.416,03		884
b) Social security, pension and other benefit costs	134.898,75		189
thereof for old-age pensions: EUR 3 k (prior year: EUR 4 k)			
5. Amortization, depreciation and impairment of intangible assets and property, plant and equipment	22.417,52		25
6. Other operating expenses	1.121.441,49		1.061
thereof expenses from currency translation: EUR 5 k (prior year: EUR 1 k)			
7. Interest and similar expenses	9.077,02		14
thereof expenses from discounting: EUR 1 k (prior year: EUR 1 k)			
		<u>9.510.981,24</u>	<u>8.887</u>
8. Result from ordinary activities		-607.114,51	-110
9. Income taxes		0,00	-18
10. Earnings after taxes		-607.114,51	-92
11. Other taxes		276,17	1
12. Net loss for the year		<u>-607.390,68</u>	<u>-93</u>

**TRIFA LAMPS GERMANY GmbH, Hauenstein**  
**Notes to the financial statements for fiscal year 2019/2020**

**1. General**

The financial statements of TRIFA LAMPS GERMANY GmbH were prepared pursuant to the provisions of the HGB [“Handelsgesetzbuch”: German Commercial Code] as well as in accordance with the relevant provisions of the GmbHG [“Gesetz betreffend die Gesellschaften mit beschränkter Haftung”: German Limited Liability Companies Act]. The Company is subject to the requirements for small corporations. The balance sheet was classified in accordance with Sec. 266 (2) and (3) HGB. The income statement was classified in accordance with Sec. 275 (2) HGB (nature of expense method).

Some of the exemptions provided by Sec. 288 HGB were used.

The fiscal year started on 1 April 2019 and ended on 31 March 2020.

**Registration information**

The Company, having its registered office in Hauenstein, is entered under the name of TRIFA LAMPS GERMANY GmbH in the commercial register of Landau in der Pfalz Local Court under HRB no. 3320.

**2. Accounting policies**

The following accounting policies, which essentially remained unchanged in comparison to the prior year, were used to prepare the financial statements.

Assets and liabilities were valued in accordance with the valuation provisions of German commercial law and German principles of proper accounting. No use was made of asset recognition options.

Purchased intangible assets are stated at their acquisition cost and property, plant and equipment at their acquisition or production cost, in each case less amortization or depreciation. Amortization and depreciation are charged using the straight-line method over the useful lives of the assets. The Company opted to immediately expense movable assets with acquisition costs of up to EUR 800.00.

Inventories of merchandise are recognized at the lower of cost or net realizable value.

*Translation from the German language*

**Exhibit 3**

Adequate allowances provide for all identifiable inventory valuation risks resulting from slow-moving stock, reduced usability and lower sales prices or replacement costs.

Apart from normal retentions of title, no inventories have been pledged as security to third parties.

Receivables and other assets are generally stated at their nominal value. Doubtful receivables are recorded at their expected value. Uncollectible receivables are written off. The general credit risk is provided for by a general bad debt allowance of 1% of all net receivables.

Cash and cash equivalents are stated at their nominal value.

Prepaid expenses are expenses that relate to the next fiscal year but were paid in the current fiscal year.

Equity was recognized at its nominal value.

Provisions account for all uncertain liabilities. They are recognized at the settlement value deemed necessary according to prudent business judgment. All recognizable risks were adequately taken into account in the calculation of provisions. Provisions with a residual term of more than one year were discounted.

Provisions for pensions and similar obligations were recognized at the settlement value deemed necessary (Sec. 253 (1) Sentence 2 in conjunction with Sec. 253 (2) HGB). They were valued according to the projected unit credit method on the basis of the 2018 G mortality tables by Dr. Klaus Heubeck, using an interest rate of 2.60% p.a. in accordance with Sec. 253 (2) HGB and assuming a salary increase of 0.0% and a pension increase of 1.8%.

The difference pursuant to Sec. 253 (6) Sentence 1 HGB was EUR 384 and is non-distributable in accordance with Sec. 253 (6) Sentence 2 HGB.

Liabilities are recorded at the settlement value.

Balances in foreign currencies were valued at the mean spot rate.

To determine deferred taxes arising due to temporary or quasi-permanent differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax carrying amounts or due to tax loss carryforwards, these differences are valued using the company-specific tax rates at the time they reverse; the amounts of any resulting tax charge or benefit are not discounted.

Deferred tax assets and liabilities are offset. The option not to recognize deferred tax assets was exercised.

The income tax burden is determined on the basis of the result from ordinary activities.

**3. Notes to the balance sheet and income statement**

a) Fixed assets

Statement of changes in fixed assets pursuant to Sec. 268 (2) HGB

Changes in fixed assets						
	Acquisition cost as of 1 Apr 2019	Additions	Disposals	Accumulated Amortization, depreciation and impairment	Net book value as of 31 Mar 2020	amortization, depreciation and impairment in the fiscal year
	EUR	EUR	EUR	EUR	EUR	EUR
<u>I. Intangible assets</u>						
Purchased industrial and similar rights	56,001.65			48,016.86	7,982.79	8,050.22
	56,001.65			48,016.86	7,982.79	8,050.22
<u>II. Property, plant and equipment</u>						
1. Plant and machinery	18,300.84		5,836.70	12,464.14	0.00	749.70
2. Other equipment, furniture and fixtures	448,853.98	26,450.13	10,474.18	432,872.04	31,957.89	13,617.60
	467,154.82	26,450.13	16,310.88	445,336.18	31,957.89	14,367.30
	523,156.47	26,450.13	16,312.88	493,353.04	39,940.68	22,417.52

*Translation from the German language*

**Exhibit 3**

b) Inventories

	31 Mar 2020 EUR	31 Mar 2019 EUR k
Merchandise	79,632.80	2,065,236.37
Packaging	0.00	164,995.97
Goods in transit	80,274.70	126,410.89
Promotional articles	7,596.85	8,456.00
Prepayments	0.00	59,766.86
	167,504.35	2,424,866.09

c) Receivables and other assets

As in the prior year, all amounts are due in up to one year. EUR 1,716,538 of the receivables from affiliates relates to trade. There are no receivables from the shareholder.

d) Liabilities

Statement of liabilities

Thereof liabilities due in	<u>less than one year</u> EUR	<u>more than five years</u> EUR	Total EUR	Secured by EUR
- Trade payables	44,062.13	0.00	44,062.13	None
- To affiliates	524,505.54	0.00	524,505.54	None
- other	<u>48,405.21</u>	0.00	<u>48,405.21</u>	None
	<u>616,972.88</u>	<u>0.00</u>	<u>616,972.88</u>	

In the prior year, all liabilities (EUR 1,424k) were due in up to one year.

Liabilities to affiliates amounted to EUR 525k (prior year: EUR 963k). EUR 525k of liabilities to the shareholder relates to trade.

e) Revenue

Revenue amounts to EUR 8,874k for the fiscal year. The sale of inventories following the closure of a storage facility in December 2019 made a significant contribution of EUR 2,014k to revenue. Delayed deliveries at the new storage facility lead to a significant decrease in revenue in the fourth quarter.

However, the COVID-19 pandemic (SARS-CoV-2, coronavirus) has not impacted the Company's revenue in the reporting year so far. In March, we were able to deliver received orders to customers as scheduled.

**4. Contingent liabilities and other financial obligations**

There were no contingent liabilities as of the reporting date. Other financial obligations from rental agreements and leases amounted to EUR 120,234 (prior year: EUR 199k). Of this amount, EUR 47k is due within the next fiscal year.

**5. Off-balance sheet transactions**

The off-balance sheet transactions relate to operating leases and the sale of trade receivables (factoring). The operating leases have the advantage that cash and cash equivalents are not tied up as a result of fixed asset purchases. Factoring has the advantage of a direct inflow of cash at short notice. There are no significant risks of having to make payments for leased assets which are no longer used.

**6. Other notes**

The general manager with sole power of representation is

Frankie Klinkert, engineering graduate, Bergem

In the fiscal year, the Company had an average of 8 salaried employees (prior year: 11) and 7 wage earners (prior year: 13).

The financial statements are included in the consolidated financial statements of Suprajit Engineering Limited, Bangalore, India. Suprajit Engineering Limited prepares the consolidated financial statements for the largest and smallest group of companies which are published on the Company's website.

*Translation from the German language*

**Exhibit 3**

**Subsequent events**

The global spread of the coronavirus has continually increased since the beginning of 2020. However, our customers had not canceled any orders and no deliveries had been delayed as of the date of our report. Only a few customers asked for an extension of payment periods or to be able to pay in installments. This is mainly due to regulations in place in the individual countries, e.g., businesses and banks being closed, a lack of foreign currency, etc. We will consider these delays in our receivables management and liquidity planning.

As our supplier purchases most of its goods from the common shareholder, output in India is expected to increase accordingly to cover the ongoing demand from our customers. Other suppliers are based in countries in which the coronavirus has not severely impacted production. For this reason, we do not expect the coronavirus to have any significant adverse effects on our supply chain.

Due to the enormous uncertainties at present concerning the worldwide spread and impact of the Covid-19 pandemic, it is difficult to reliably forecast our business development. We expect only occasional drops in demand and possibly supply difficulties due to the coronavirus outbreak, which could adversely impact growth in the coming fiscal year. The extent of the decline in growth and the impact on our income ratios also depend on the scope and effect of cost-saving measures due to the outsourcing of the warehouse.

Hauenstein, 30 April 2020

Frankie Klinkert  
General Manager

## **TRIFA LAMPS GERMANY GmbH, Hauenstein**

### **Legal background**

---

#### **1. Legal position of the Company**

TRIFA is entered in the Landau in der Pfalz commercial register under HRB no. 3320. An excerpt from the commercial register dated 20 April 2020 with the latest amendments dated 7 January 2020 concerning the amended business address was made available to us.

The articles of incorporation and bylaws dated 27 August 2002 and last amended on 16 September 2013 apply.

#### **Purpose of the Company**

The purpose of the Company is the production and sale of all manner of low-voltage light bulbs. Its purpose is furthermore the sale, production and development of accessories for vehicles and safety and logistics systems as well as the provision of services and the development and sale of software related to such systems.

#### **Fiscal year**

The fiscal year begins on 1 April of a given year and ends on 31 March of the following year.

#### **Capital stock**

The capital stock is fully paid in. The sole shareholder as of the reporting date is Suprajit Engineering Limited, Bangalore, India.

## Management board

The Company's general manager is:

Frankie Klinkert, engineering graduate, Bergem

According to the commercial register, the general manager is exempted from the restrictions prescribed in Sec. 181 BGB ["Bürgerliches Gesetzbuch": German Civil Code].

## Shareholder resolutions

In the fiscal year, the shareholder meeting, by resolution dated 26 April 2019, approved the financial statements for 2018/2019, the carryforward of the net loss for the year of EUR 92,507.02 to new account and the exoneration of the management board. Moreover, in accordance with the shareholder resolution adopted on 26 April 2019, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft was appointed as auditor for fiscal year 2019/2020.

## 2. Significant contracts

### Factoring agreement with COFACE

The Company concluded a factoring agreement with COFACE FINANZ GmbH, Mainz, on 20 October 2010. This is a non-recourse factoring arrangement. The agreement's term ends as of 31 October of a given year. If the agreement is not duly terminated three months before the end of the term, it is automatically extended for another year.

### Office and warehouse lease

The Company concluded an agreement with in.pro.Medien GmbH, Annweiler, for the lease of the office and warehouse situated at In den Bruchwiesen 12, 76855 Annweiler, with effect from 1 January 2012. The agreement was terminated by ordinary notice as of 31 December 2019.

Effective 1 December 2019, a rent agreement was entered into with Grundstücksgemeinschaft Weichhart for the office space situated in Gebrüder-Seibel-Strasse 6, 76846 Hauenstein. It cannot be terminated by ordinary notice until 30 November 2022. The monthly rent is EUR 2k. The rent is linked to the German Federal Statistical Office's consumer price index.

### **3. Relationships with affiliates**

As a subsidiary of Suprajit Engineering Limited, India, the Company is a part of the Suprajit Engineering Limited, Bengaluru, India, and included in its consolidated financial statements.

### **4. Tax background**

The tax field audit for the years 2012 to 2016 was completed in fiscal year 2018/2019 without material findings. No tax field audits were carried out in the fiscal year.