

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 FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting of Suprajit Engineering Limited will be held on Saturday, 10th day of August, 2019 at the Registered office of the Company at Plot No. 100 & 101, Bommasandra Industrial Area, Bengaluru - 560 099 at 2.30 PM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company which include Audited Balance Sheet as at March 31, 2019, the 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 Ms. Supriya A. Rai (DIN 01756994), Director who retires by rotation and being eligible, offers herself for re-appointment.
3. To confirm the payment of Interim Dividend of Re. 0.70 (70%) and to declare Final Dividend of Re. 0.85 (85%) for the financial year 2018-19.

SPECIAL BUSINESS

4. **To appoint Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as Managing Director and Group Chief Executive 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 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 or any amendment thereof, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) who is currently Whole Time Director (designated as Director & Chief Executive officer), as Managing Director and Group Chief Executive officer, for a period of 5 years with effect from April 01, 2019, on the following terms and conditions:

- i. **BASIC SALARY:** ₹ 5,12,000/- (Rupees Five Lakhs Twelve Thousand) only per month.
- ii. **HOUSE RENT ALLOWANCE:** ₹ 2,55,000/- (Rupees Two Lakhs Fifty Five Thousand) only per month.
- iii. **CONVEYANCE ALLOWANCE:** ₹ 1,95,000/- (Rupees One Lakh Ninety Five Thousand) only per month. The Car will be provided by the Company. The expenditure

towards taxes, maintenance and insurance of the car will be borne by the Company. Fuel Expenses up to ₹ 20,000/- (Rupees Twenty Thousand) per month and driver allowance of ₹ 15,000/- (Fifteen thousand) only per month will be provided by the Company. Fuel expenses in excess of ₹ 20,000/- per month will be reimbursed by the Company, if incurred for official purpose.

- iv. **ANNUAL BONUS:** 20% of Basic salary i.e ₹12,28,800/- (Rupees Twelve Lakhs Twenty Eight Thousand Eight Hundred) only per annum.
- v. **LEAVE:** As per the policy of the Company.
- vi. **LEAVE TRAVEL ALLOWANCE:** Expenses for self and family (as defined above) of travel anywhere in India on leave will be reimbursed up to ₹ 1,00,000/- (Rupees One Lakh) only per annum.
- vii. **PROVIDENT FUND:** Contribution of 13% of the basic salary by the Company to the Provident Fund.
- viii. **GRATUITY:** The gratuity payable will be ₹ 2,95,526/- (Rupees Two Lakhs Ninety Five Thousand and Five Hundred Twenty Six) only per annum.
- ix. **CONTRIBUTION TO NATIONAL PENSION SCHEME (NPS):** Contribution towards NPS shall be ₹ 51,200/- (Rupees Fifty One Thousand Two Hundred) only per month.
- x. **REIMBURSEMENT OF BUSINESS EXPENSES:** Reimbursement of actual conveyance, reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.
- xi. **PERFORMANCE COMMISSION:** He is eligible to receive a performance based commission, linked to Revenue Growth (consolidated group Operational Income) and consolidated EBITDA (% to Operational Income) for every year as assessed and recommended by the Nomination & Remuneration Committee of the Board of Directors and as approved by the Board from time to time.
- xii. **ANNUAL REVISION IN THE SALARY, IF ANY:** Annual revision in the salary, if any, shall be decided by the Nomination and Remuneration Committee of the 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 and Schedule V of the Companies Act, 2013.

- xiii. He shall not become interested or otherwise concerned directly or indirectly in any selling agency of Company's products nor be involved in any other gainful employment directly or indirectly.
- xiv. The contract is terminable with three months notice on either side.
- xv. He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.
- xvi. He shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to 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 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 regulations."

5. To appoint Mr. K. Ajith Kumar Rai (DIN: 01160327) as Executive Chairman of the Company:

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

"RESOLVED THAT pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the Members of the Company be and is accorded to appoint Mr. K Ajith Kumar Rai (DIN 01160327) as Executive Chairman of the Company for a period of 5 (five) years w.e.f April 01, 2019 on the following terms and conditions:

- i. Basic salary ₹ 15, 00,000- 1,50,000 – 21,00,000 per month.
- ii. House Rent Allowance of ₹ 2,00,000 – 20,000 – 2,80,000/- per month.
- iii. Commission: Commission of 3% of the net profits of the Company in any year computed in accordance with the Companies Act, 2013, subject however to the condition that the overall remuneration shall not exceed 3% of the profits of the Company calculated in terms of Section 198 of the Companies Act, 2013 in any financial year.

- iv. Use of Company's telephone at residence, the rent, call charges and other outgoings in respect thereof to be paid by the Company except the personal long distance calls of the Executive Chairman.
- v. Reimbursement of actual conveyance expenses incurred by the Executive Chairman for the purpose of the business of the Company.
- vi. Use of chauffeur driven motorcar, all expenses running and upkeep of such motorcar and also the salary of the chauffeur to be borne by the Company.
- vii. Reimbursement of entertainment expenses incurred by Executive Chairman for the purpose of the business of the Company.
- viii. Benefit of the Company's Provident Fund scheme, Gratuity benefits, Encashment of Leave etc., is as per the rules and as applicable to the employees of the Company from time to time.
- ix. Executive Chairman will not be entitled to sitting fees for attending the meetings of the Board of Directors and of any Committees thereof.
- x. The contract is terminable with three months' notice on either side.
- xi. He shall not become interested or otherwise concerned directly or indirectly in any selling agency of Company's products without complying with the provisions of the Companies Act, 2013.
- xii. Executive Chairman shall be liable to retire by rotation.
- xiii. Annual revision in the salary, if any: Annual revision in the salary, if any shall be decided by the Nomination and Remuneration Committee or Board, based upon Company's performance and personal performance measured against agreed objectives for the year as decided by the Board or Nomination and Remuneration Committee in line with policy of the Company from time to time subject to the condition that the overall remuneration shall not exceed the limits as specified under Companies Act, 2013 and schedule V of the Companies Act, 2013.

xiv. **MINIMUM REMUNERATION**

Subject to the approval of the Members in General Meeting and pursuant to 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 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.”

6. To pay remuneration in excess of ₹ 5 Crores or 2.5 % of the net profit, whichever is more to Mr. K Ajith Kumar Rai, Promoter & Executive Director of the Company:

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

“RESOLVED THAT pursuant Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to pay remuneration in excess of 2.5 % of the net profit or ₹ 5 Crores, whichever is higher, to Mr. K Ajith Kumar Rai, Promoter and Executive Director, subject to the above conditions and limits, during the tenure of his appointment.

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.”

7. To pay gratuity amount due to Mr. K. Ajith Kumar Rai, Chairman of the Company:

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

“RESOLVED THAT pursuant applicable provisions of the Companies Act, 2013 and Rules made there under, if any and also, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of Members of the Company be and is hereby accorded to pay gratuity due to Mr. K. Ajith Kumar Rai, who has attained the age of 60 years and eligible to receive gratuity amount as per Payment of Gratuity Act, 1972, which was part of the remuneration earlier approved by the Shareholders.

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.”

8. To appoint of Mrs. Bharati Rao (DIN-01892516) 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, Mrs. Bharati Rao (DIN: 01892516), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2019 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 Independent Director of the Company for a period of Three (3) years with effect from April 01, 2019.

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.”

9. To appoint Mr. Muthuswami Lakshminarayan (DIN-00064750) 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, Mr. Muthuswami Lakshminarayan (DIN- 00064750), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2019 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 Independent Director of the Company for a period of Three (3) years with effect from April 01, 2019.

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.

10. To ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2019-20:

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 2019-20 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 Resolution.”

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

Medappa Gowda J
Company Secretary

Place: Bengaluru
Date: May 27, 2019

Membership No.: FCS - 4111

NOTES

1. 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.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authorization letter, as applicable.

3. The Register of Members and the Share Transfer books of the Company will remain closed from August 03, 2019 to August 10, 2019 (both days inclusive).
4. An Interim Dividend of Re. 0.70 (70%) as declared at the Board Meeting held on February 11, 2019 was 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 22, 2019. (Record Date).
5. Final Dividend of Re. 0.85 (85%) per Equity Share as recommended by the Board, if approved by the Members, will be paid to those Members whose names appear on the Register of Members of the Company/ beneficial owners as per the records of depositories as at the end of August 02, 2019.
6. Securities and Exchange Board of India (SEBI) vide its notification dated November 30, 2018 has prohibited transfer of shares in physical form. Hence, with effect from April 01, 2019, the shareholders who intend to transfer the physical shares required to dematerialize it before such transfer. The Company had sent necessary reminder to the shareholders to this effect.

For any further information relating to physical shares, shareholders are requested to contact the Company's Registrar and Share Transfer Agent (RTAs), Integrated Registry Management Services Private Limited situated at No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: irg@integratedindia.in

Shareholders, whose shareholdings are in electronic format are requested to direct change of address notification(s), registration of email address and updation of bank account detail to their respective depository participants.

7. Members are requested to quote the Folio Numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence to the RTAs of the Company.
8. Members holding Shares in physical form in identical orders of names in more than one folio are requested to send to the Company or RTAs, the details of such folio together with the Shares Certificates for consolidating their holding in one folio. A consolidated Share Certificate will be returned to such Members after making requisite changes thereon.
9. Relevant documents referred to, in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company 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 Annual General Meeting of the Company.
10. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the Annual Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. The notice of the Annual General Meeting along with the Annual Report 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted modes.

Any person, who acquires shares of the Company and becomes the Member of the Company after dispatch of the Annual Report and holding shares as on the cut-off date (i.e August 03, 2019), may contact the RTAs or email to irg@integrated.in and obtain copy of the Annual Report.

13. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. The Company has entered in to 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. Members are requested to open Demat account with any of the depository participants to enable transacting in the Stock Exchanges.
14. 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
2011-12	2012	Final	0.35	31-Jul-12	5-Sep-19
2012-13	2013	Interim	0.35	30-Jan-13	7-Mar-20
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	11-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

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

The details 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.

i. DR. SUPRIYA A. RAI:

Dr. Supriya A. Rai is a dentist by profession having experience of around 30 years. She is spouse of

Mr. Ajith Kumar Rai, Chairman of the Company. She has been appointed as Director of the Company with effect from May 30, 2014.

ii. MRS. BHARATI RAO

Mrs. Bharati Rao holds a post graduate degree in Economics and a CAIIB. She has more than 40 years of experience in the Banking industry. She joined State Bank of India in 1972 and in her long and distinguished career in the bank, she had held both domestic and international positions and was in-charge of areas such as project finance, credit & risk management, international banking, human resources, mergers and acquisitions. She had held concurrent charge of SBI's 7 associate banks and 7 non-banking subsidiaries. She also played a key role in the planned merger between State Bank of India and State Bank of Saurashtra which was completed in 2008. She retired as the Deputy Managing Director of SBI.

Mrs. Bharati Rao is currently a Member on the Boards of various listed and unlisted companies like Can Fin Homes Limited, Cholamandalam Investments and Finance Company Ltd., Carborundum Universal Limited, TATA Teleservices Ltd., Wheels India Ltd., Delphi TVS Technologies Ltd. SBI Capital Markets Limited, SBI Cap Securities Limited, etc.

iii. MR. M. LAKSHMINARAYAN

Mr. Lakshminarayan, holds Masters degree in Technology from the Indian Institute of Technology, Mumbai. His experience has spanned over 35 distinguished years in companies such as Bosch and Tata Motors. He spent over 22 years at Bosch and retired after serving on the Board of Bosch as Jt. Managing Director for 9 years. He established HARMAN operations in India in 2009, a leader in Connected Car Electronics and Audio Systems, where he was the Chairman of the Company.

Mr. Lakshminarayan is one of the founders and present Chairman of the 'Bengaluru City Connect Foundation' - a non-profit forum which addresses issues related to urban management in the city of Bengaluru. He has also served as the Chairman at Confederation of Indian Industry (CII), Southern Region and Bangalore Chamber of Commerce and Industries.

Currently, he serves as the Chairman of WABCO India Ltd and TVS Automobile Solutions Pvt. Ltd apart from serving the Boards at Kirloskar Oil Engines, TVS Electronics, Rane Madras and other Companies.

Additional information:

Name	Supriya A. Rai	Bharati Rao	M. Lakshminarayan
Age	57 years	71 years	73 years
Date of Appointment	May 30, 2014	April 01, 2019	April 01, 2019
Relationship between Directors inter-se	Promoter and spouse of Mr. K. Ajith Kumar Rai, Chairman	NIL	NIL
Names of listed entities in which the person holds the directorship	NIL	1. Cholamandalam Investment and Finance Company Limited 2. Carborundum Universal Limited 3. Can Fin Homes Limited 4. Neuland Laboratories Limited	1. ASM Technologies Limited 2. Wabco India Limited 3. Kirloskar Oil Engines Limited 4. Rane (Madras) Limited 5. Wendt India Limited 6. TVS Electronics Limited
Membership of Committees of the Board of other listed entity	NA	Audit Committee 1. Cholamandalam Investment and Finance Company Limited – Member 2. Carborundum Universal Limited - Member 3. Can Fin Homes Limited - Member 4. Neuland Laboratories Limited - Member Nomination & Remuneration Committee 1. Cholamandalam Investment and Finance Company Limited - Member 2. Can Fin Homes Limited – Member 3. Neuland Laboratories Limited - Member Stakeholders' Relationship Committee 1. Cholamandalam Investment and Finance Company Limited – Chair Person 2. Can Fin Homes Limited – Member CSR Committee 1. Cholamandalam Investment and Finance Company Limited – Chair Person 2. Can Fin Homes Limited - Chair Person Risk Management Committee 1. Can Fin Homes Limited - Member	Audit Committee 1. ASM Technologies Limited – Member 2. Wabco India Limited – Member 3. Rane (Madras) Limited – Member 4. Wendt India Limited - Member 5. TVS Electronics Limited – Chairman Nomination & Remuneration Committee 1. ASM Technologies Limited – Member 2. Wabco India Limited – Member 3. Kirloskar Oil Engines Limited – Chairman 4. Rane (Madras) Limited - Chairman 5. Wendt India Limited – Member 6. TVS Electronics Limited - Member Stakeholders' Relationship Committee 1. Wabco India Limited – Member CSR Committee 1. Wabco India Limited – Member 2. TVS Electronics Limited - Member Risk Management Committee 1. Kirloskar Oil Engines Limited - Chairman
No. of shares held in the Company	1,43,46,358	Nil	3,804

16. **For the convenience of the Members, the Company will provide coach service on the day of the Annual General Meeting; Members are requested to report at 12.00 P.M at Town Hall, J.C. Road, Bangalore - 560 002 and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.**

Contact persons:

1. Mr. K S Ranganath- Mobile No. 9945108318
2. Mr. S L Satish - Mobile No. 9342135877

17. 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.
18. Voting through Electronic means:

- A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to exercise their vote on Resolutions

proposed to be passed in the Thirty Fourth Annual General Meeting by electronic means.

- B. The facility for voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their votes by remote e-voting shall be able to vote at the Meeting.
- C. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The voting period begins on August 07, 2019 (9.00 a.m.) and ends on August 09, 2019 (5.00 p.m). During this period, Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date of i.e, August 03, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

19. The instructions for Shareholders voting electronically are as under:

- i. The Shareholders should log on to the e-voting website 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	Applicable for both demat shareholders as well as physical shareholders) <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.

PAN	<ul style="list-style-type: none"> • 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 for the relevant SUPRAJIT ENGINEERING LIMITED 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 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. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the Members present at the meeting.
 - c. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. 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 remote e-voting as well as voting at the General Meeting.
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).

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 4:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on February 11, 2019 has appointed Mr. Mohan Srinivasan Nagamangala, (who has been appointed as Whole Time Director of the Company in February 2017) as Managing Director and Group Chief Executive officer of the Company for a period of 5 (five) years with effect from April 01, 2019.

In this connection, the Board recommends the resolution as set out in Item no. 4 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. Mohan Srinivasan Nagamangala. The terms and conditions of his appointment are set out in the resolution.

Except Mr. Mohan Srinivasan Nagamangala, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolutions.

Item Nos. 5 & 6:

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on February 11, 2019 has appointed Mr. K. Ajith Kumar Rai, as Executive Chairman of the Company for a period of 5 (Five) years with effect from April 01, 2019 and also, subject to the approval of Members of the Company, approved the remuneration payable to him.

Further, Regulation 17(6) (e) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (SEBI) (Amendment) Regulations, 2018, which is effective from April 01, 2019, has made it mandatory to pass a Special Resolution, if annual remuneration payable to Executive Director, who is a Promoter or Members of Promoter Group, exceeds Rupees 5 crores or 2.5 % of the net profits of the Company, whichever is higher.

In this connection, the Board recommends the resolution as set out in Item nos. 5 & 6 for the approval of the Members for the approval of remuneration payable to Mr. K. Ajith Kumar Rai, Chairman. The terms and conditions of his appointment are set out in the resolution.

Except Mr. K. Ajith Kumar Rai, Chairman, Dr. Supriya A. Rai, Director and their Sons, namely, Mr. Akhilesh Rai, Mr. Ashutosh Rai and Mr. Aashish Rai, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolutions.

Item No. 7:

Mr. Ajith Kumar Rai, Chairman of the Company, has attained the age of 60 years in 2018, is eligible to receive gratuity amount accrued to him during the tenure of 33 years of employment from the date of inception of the Company, as per Payment of Gratuity Act, 1972. The Shareholders had approved the remuneration payable to him during all his previous appointments including gratuity payable to him.

Since the gratuity is payable after the attainment of age of 60 years, the Company, as a matter of abundant caution and compliance, proposes to obtaining shareholders' approval once

again for payment of gratuity. In this connection, the Board recommends the resolution as set out in Item no. 7 for the approval of the Members.

Except Mr. K. Ajith Kumar Rai, Chairman, Dr. Supriya A. Rai, Director and their Sons, namely, Mr. Akhilesh Rai, Mr. Ashutosh Rai and Mr. Aashish Rai, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolutions.

Item Nos. 8 & 9:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 28, 2019, had appointed Mrs. Bharati Rao (DIN: 01892516) and Mr. M. Lakshminarayan (DIN: 00064750) as Additional Directors (Independent Directors) of the Company with effect from April 01, 2019.

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 Mrs. Bharati Rao and Mr. M. Lakshminarayan as Independent Directors of the Company for a period of Three (3) years with effect from April 01, 2019. Brief profile and other details of the both have been provided in the notes.

In this connection, the Board recommends the resolution as set out in Item nos. 8 & 9 for the approval of the Members of the Company.

Except Mrs. Bharati Rao and Mr. M. Lakshminarayan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolutions.

Item No. 10:

The Board on the recommendation of Audit Committee had appointed Messrs G N V and Associates, as the Cost Auditors of the Company for the financial year 2019-20 and fixed a remuneration of ₹ 1,25,000/- 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. 10 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.

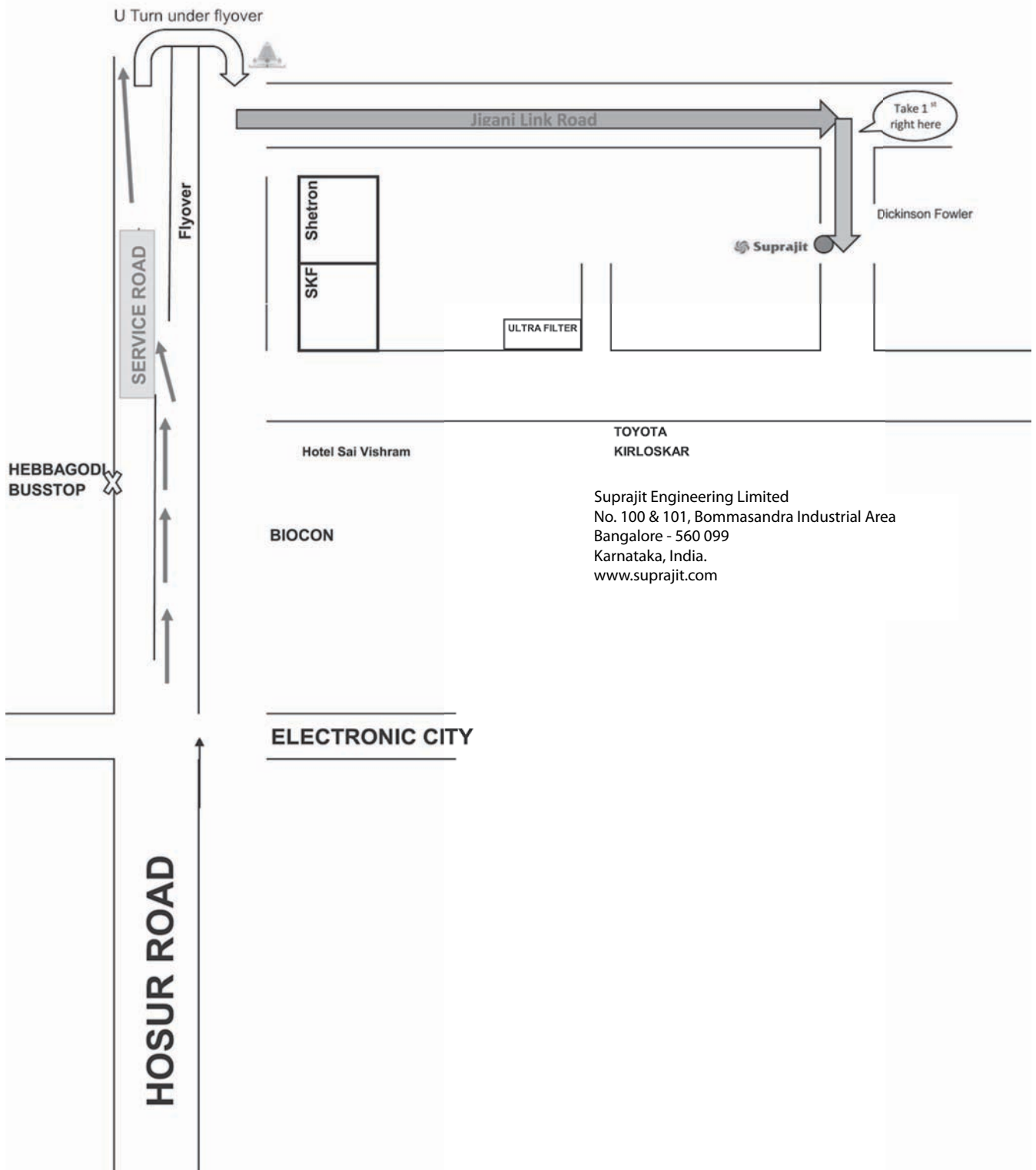
By Order of the Board
For **Suprajit Engineering Limited**

Medappa Gowda J

Place: Bengaluru
Date: May 27, 2019

Company Secretary
Membership No. : FCS - 4111

**ROUTE MAP OF VENUE AS PER SECRETARIAL STANDARDS
EFFECTIVE FROM 1ST JULY, 2015**



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