



**Suprajit
Engineering
Limited**

Registered & Corporate Office :

#100, Bommasandra Industrial Area, Bangalore - 560 099.

Tel: +91-80-43421100 / 27833828, Fax: +91-80-27833279

E-mail: info@suprajit.com Web : <http://www.suprajit.com>

Corporate Identity Number (CIN) L29199KA1985PLC006934



October 14, 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sirs,

Sub: Notice of 32nd Annual General Meeting.

Further to our intimation dated October 11, 2017, we are enclosing herewith a copy of the Notice of 32nd Annual General Meeting of the Company to be held on Saturday, November 11, 2017 at 2.30 P.M.

Request you to take the same on your records.

Thanking you,

Yours faithfully,

For SUPRAJIT ENGINEERING LIMITED,

**MEDAPPA GOWDA J
CFO & COMPANY SECRETARY**

Encl: as above

SUPRAJIT ENGINEERING LIMITED

CIN: L29199KA1985PLC006934

Registered & Corporate Office: No. 100, 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 SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of Suprajit Engineering Limited will be held on Saturday, 11th November, 2017 at Plot No. 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, 2017, the Statement of Profit and Loss 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 Dr. Supriya A. Rai, Non Executive / Non Independent Director (DIN- 01756994) who retires by rotation and being eligible, offers herself for reappointment.
3. To confirm the payment of Interim Dividend and to declare Final Dividend.
4. To appoint Messrs S. R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration.

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

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder 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 Messrs S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of this Annual General Meeting untill the conclusion of Thirty Seventh Annual General Meeting of the Company subject to ratification by the Members every year at the Annual General Meeting at such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS:

5. To appoint Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as the Director and also as Whole Time 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. Mohan Srinivasan Nagamangala (DIN: 01916468), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2017 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 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. Mohan Srinivasan Nagamangala (DIN: 01916468) as a Whole Time Director and to designate him as Director & CEO of the Company for a period of 5 years with effect from February 13, 2017, who is liable to retire by rotation, on the following terms and conditions:

1. BASIC SALARY: ₹ 4,03,200 /- (Rupees Four Lakhs Three Thousand and Two Hundred only) per month.
2. HOUSE RENT ALLOWANCE: ₹ 2,01,500/- (Rupees Two Lakhs One Thousand and Five Hundred only) per month.
3. CONVEYANCE ALLOWANCE: ₹ 2,01,500/- (Rupees Two Lakhs One Thousand and Five Hundred 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 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 and driver allowance of ₹ 15,000/- (Fifteen Thousand only) per month.

4. ANNUAL BONUS: 20% of Basic salary i.e ₹ 9,67,680/- (Rupees Nine Lakhs Sixty Seven Thousand and Six Hundred and Eighty only) per annum.
5. MEDICAL EXPENSES: Medical expenses incurred in respect of self, spouse and two dependent unmarried children less than 21 years of age will be reimbursed to the extent of ₹ 20,000 /- (Rupees Twenty Thousand only) per annum. He will be covered under Medical and Personal Accident Insurance policies taken by the Company.
6. LEAVE: As per the policy of the Company.
7. LEAVE TRAVEL ALLOWANCE: Expenses for self and family (as defined above) of travel anywhere in India on leave will be reimbursed once a year subject to a ceiling of ₹ 20,000/- (Rupees Twenty Thousand only) per annum.
8. EDUCATION ALLOWANCE: Education allowance up to ₹ 20,000 /- (Rupees Twenty Thousand only) per annum.
9. PROVIDENT FUND: Contribution of 12% of the basic salary by the appointee to the Provident Fund with 13.36 % contribution by the Company.
10. GRATUITY: The gratuity payable will be ₹ 2,32,727/- (Rupees Two Lakhs Thirty Two Thousand and Seven Hundred Twenty Seven only) per annum.
11. REIMBURSEMENT OF BUSINESS EXPENSES: Reimbursement of actual conveyance/reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.
12. PERFORMANCE COMMISSION: He is eligible to receive a commission, linked to Revenue Growth (consolidated group Operational Gross Income) and consolidated EBIDTA (% to Operational Gross Income) for the year 2017-18 as assessed and recommended by the Nomination & Remuneration Committee of the Board of Directors.
13. 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 the 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.

14. 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.
15. The contract is terminable with three months notice on either side.
16. He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

"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 Mr. K Ajith Kumar Rai Chairman and Managing Director 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 and 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 ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2017-18:

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, Bengaluru, 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, 2017-18 amounting to ₹ 85,000/- (Rupees Eighty 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."

7. Approval of SEL Employee Stock Appreciation Rights Plan 2017:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the "SEL Employee Stock Appreciation Rights Plan 2017" ("ESAR 2017" "Plan") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred in this resolution) to create, issue, offer and grant from time to time up to not exceeding 1% of the issued Equity Shares i.e 13,98,725 (Thirteen Lakhs Ninety Eight Thousand Seven Hundred Twenty Five Equity Shares) in the Company in aggregate of face value of ₹ 1/- each, of Employee Stock Appreciation Rights ("ESARs"), to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company including Director(s) whether whole-time or otherwise, of the Company and its Subsidiary Company(ies), (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided solely by the Board under the Plan, exercisable into not exceeding 1% of the existing issued equity shares i.e 13,98,725 (Thirteen Lakhs Ninety Eight Thousand Seven Hundred Twenty Five Equity Shares) in the Company in aggregate of face value of ₹ 1/- each, on such terms and conditions, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

RESOLVED FURTHER THAT the Board for this purpose be and is hereby authorised to issue and allot Equity Shares

upon exercise of ESARs from time to time in accordance with the ESAR 2017 and to the extent permitted under SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Equity Shares issued and allotted, if any, as mentioned hereinbefore shall rank pari passu with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organization, change in capital and others, if any, additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 13,98,725 (Thirteen Lakhs Ninety Eight Thousand Seven Hundred Twenty Five Equity Shares) of ₹ 1/- each shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESAR Grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESAR 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Shares allotted under the ESAR 2017 on the Stock Exchanges, where the Shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the concerned Stock Exchanges and other applicable Guidelines, Rules and Regulations, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESAR 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts

that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESAR 2017 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESAR 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

8. Approval of grant of ESARs to the Employees/Directors of the Subsidiary Company(ies) / of the Company under ESAR 2017.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under Regulation 6 of the Securities and Exchange Board of India

(Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred in this resolution) to the offer, grant and issue from time to time, in one or more tranches of such number of Employee Stock Appreciation Rights ("ESARs") under 'SEL Employee Stock Appreciation Rights Plan 2017' ("ESAR 2017" "Plan") within the limit prescribed therein, to or for the benefit of the permanent employees including Directors (other than Promoter(s), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India, as may be decided solely by the Board, exercisable into an appropriate number of fully Paid-up Equity Shares in the Company of face value of ₹ 1/- each, on such terms and conditions, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

By Order of the Board

For **Suprajit Engineering Limited**

Place : Bengaluru

Date : September 13, 2017

Medappa Gowda J

Company Secretary

Membership No.: FCS - 4111

NOTES

1. An Explanatory Statement pursuant to 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 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 8th November, 2017 to 11th November, 2017 (both days inclusive).
4. An Interim Dividend of ₹ 0.50 (50%) as declared at the Board Meeting held on February 13, 2017 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 23, 2017. (Record Date).
5. Final Dividend of ₹ 0.60 (60%) 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 on November 11, 2017.
6. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited situated at No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003, Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: gopi@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 Registrar and Share Transfer Agents 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 Integrated Registry Management Services Private Limited, 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 6.00 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 will be sent to those Members / beneficial owners, whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on October 14, 2017.
13. Pursuant to SEBI notification no. MED/ DOP/ Circular/05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTA to enable / effect transfer of Shares in physical form.
14. 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 De-mat account with any of the Depository Participants to enable transacting in the Stock Exchanges.
15. Members are requested to bring copy of the Annual Report along with them to the Annual General Meeting.
16. Pursuant to Sections 124 and 125 of the Companies Act, 2013 (Corresponding to Sections 205A, 205B & 205C of the Companies Act, 1956), the total dividend amount which remain unpaid/unclaimed for a period of seven years, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the Members whatsoever shall subsist on the said amount. Therefore, shareholders are requested to claim dividend before the expiry of said period.

Further, the particulars of unpaid / unclaimed dividend etc. are available on the Company's website, www.suprajit.com in compliance with the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.

17. Details of the Directors proposed to be appointed/re-appointed:

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

i. Dr. Supriya A. Rai (DIN : 01756994):

Dr. Supriya A. Rai is a dentist by profession having experience of around 30 years. She is wife Mr. Ajith Kumar Rai, Chairman & Managing Director of the Company. She has been appointed as Director of the Company with effect from May 30, 2014.

Date of Birth - November 03, 1962

Directorship in other Listed Entity – Nil

Committee Memberships in the Company- Corporate Social Responsibility Committee

Number of shares held - 14,346,358

ii. Mr. Mohan Srinivasan Nagamangala (DIN: 01916468)

Mr. Mohan Srinivasan Nagamangala is a Graduate in Mechanical Engineering. He is a Member of the Institute of Cost and Works Accountants and he has a Diploma in Management. He has over 28 years of experience of working in India and abroad. He started his career with BOSCH Bengaluru, and thereafter Visteon and Hansen / ZF Transmissions. He has held various positions including that of Chief Operations Officer, Country Manager, Executive Director, Managing Director, etc. He has managed businesses in India, Thailand, China, Belgium and USA.

ADDITIONAL INFORMATION:

Name of Director	Mr. Mohan Srinivasan Nagamangala
Appointment / Re-appointment	Appointment
Expertise in specific functional areas	Mr. Mohan Srinivasan Nagamangala is a graduate in Mechanical Engineering, a Member of the Institute of Cost and Works Accountants of India and has a Diploma in Management. He has held various positions including that of Chief Operations Officer, Country Manager, Executive Director, Managing Director, etc.
Directorships held in other Public Limited Companies	Phoenix Lamps Limited (erstwhile)
Committee positions held in other companies	NIL
Relationship with other Directors	NIL
Number of shares held	4104

- 18. For the convenience of the Members, the Company will provide coach service from Bengaluru on the day of the Annual General Meeting; Members are requested to report at 12.30 PM near Bengaluru Stock Exchange, No.51, 1st cross, J.C. Road, Bengaluru - 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 - Cellphone No. 9945108318
2. Mr. S L Satish - Cellphone No. 9342135877

- 19.** Notice of the Annual General Meeting along with the Annual Report 2016-17 is being forwarded in electronic mode to those Members whose e-mail address 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 mode.

- 20.** 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.

- 21. 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, the Company is pleased to provide e-voting facility to its Members to exercise their vote on resolutions proposed to be passed in the Thirty Second Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(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 vote 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, November 8, 2017 (9.00 a.m.) and ends on November 10, 2017 (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, November 3, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

22. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<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 of 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.
23. 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 a period of not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses 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.
24. The results of the Annual General Meeting shall be declared within two (2) days 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 Limited (NSE).

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

Item No. 5:

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on February 13, 2017 had appointed Mr. Mohan Srinivasan Nagamangala as an Additional Director of the Company with effect from February 13, 2017.

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. Mohan Srinivasan Nagamangala as Director of the Company.

Further, the Board at its meeting held on February 13, 2017, also had appointed Mr. Mohan Srinivasan Nagamangala as a Whole Time Director of the Company and designated him as CEO & Director for a period of five years commencing from February 13, 2017 which was subject to approval of Members of the Company.

In this connection, the Board recommends the resolution as set out in Item no. 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. Mohan Srinivasan Nagamangala as a Whole time Director for a period of five years commencing from February 13, 2017. 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 interested or concerned in the resolution.

Item No. 6:

The Board on the recommendation of the Audit Committee had appointed Messrs G N V and Associates, as the Cost Auditors of the Company for the financial year 2017-18 and fixed a remuneration of ₹ 85,000/- plus applicable taxes and reimbursement of out of pocket expenses at actuals.

Further in terms of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors has 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.6 for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and relatives, is concerned or interested financially or otherwise in resolution set out at Item No. 6.

Item No.s 7 & 8:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme / plan. Your Company believes in rewarding its

employees including Directors of the Company and its Subsidiary Company (ies), for their continuous hard work, dedication and support, which has led the Company on growth path.

The Company intends to implement a new employee stock option plan i.e. SEL Employee Stock Appreciation Rights Plan 2017" ("ESAR 2017"/"Plan"/"Scheme") with a view to retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the achievement of organisational goals and to the overall corporate growth and profitability.

The Company seeks members' approvals in respect of ESAR 2017 and grant of Employee Stock Appreciation Rights ("ESARs") to the eligible employees / Directors (other than Promoters, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and its Subsidiary Company(ies) as decided by the Nomination and Remuneration Committee ("Committee") from time to time indue compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, ("SEBI SBEB Regulations").

The main features of the ESAR 2017 are as under:

(a) Brief Description of the ESAR 2017:

This proposed ESAR 2017 is intended to reward the employees of the Company and its Subsidiary Company(ies) (hereinafter collectively referred to as "Company" unless the context otherwise requires) for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Plan to retain talent in the organization as it views ESARs as instruments that would enable the employees to get a share in the value they create for the Company and align individual objectives of employees with objectives of the Company.

The SEBI SBEB Regulations permit granting ESARs to employees which entitles them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of shares of the Company.

More the market price of Shares of the Company in future, more shall be the Appreciation per ESAR. Your Company expects that ESARs will result in improvement of individual and group performance as a result of alignment of goals of the employees and the organization.

(b) Total number of ESARs to be granted:

Not exceeding 1% of the existing issued equity shares i.e. 13,98,725 (Thirteen Lakhs Ninety Eight Thousand Seven Hundred Twenty Five Equity Shares) of ₹ 1/-each of ESARs would be available for grant to the eligible employees of the Company under ESAR 2017, in one or more tranches exercisable into not exceeding 1% of the existing issued

Equity Shares i.e 13,98,725 (Thirteen Lakhs Ninety Eight Thousand Seven Hundred Twenty Five Equity Shares) in aggregate in the Company of face value of ₹ 1/- each fully paid-up at the discretion of the Board, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

If the settlement results in fractional Equity Shares, then the consideration for fractional shares would be settled in cash.

Vested ESARs lapsed due to non-exercise and / or unvested ESARs that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board authorized to re-grant such lapsed / cancelled ESARs as per the provisions of ESAR 2017, within the overall ceiling.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the ESARs granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

- (c) Identification of classes of employees entitled to participate in ESAR 2017

Following are entitled to participate in ESAR 2017:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary Company(ies)

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

- (d) Requirements of vesting and period of vesting:

The ESARs granted shall vest so long as an employee continues to be in the employment of the Company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESARs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which ESARs granted would vest subject to the minimum vesting period of 1 (One) year.

- (e) Maximum period within which the ESARs shall be vested:

ESARs granted under ESAR 2017 would vest subject to maximum period of 4(Four) years from the date of grant of such ESARs.

- (f) ESAR price or pricing formula:

The ESAR Price per ESAR shall be equal to the market price per Equity Share as on grant date of ESARs

The ESAR Grantee shall pay the face value of a Share prevailing at the time of such allotment per Share allotted subject to additional payment / recovery of applicable taxes as per applicable laws.

- (g) Exercise period and the process of Exercise:

The vested ESARs shall be allowed for exercise any time for 5 (Five) years from the date of vesting of the ESARs during the tenure of employment with the Company. Upon an event of separation from employment, shorter exercise periods have been prescribed under ESAR 2017.

The vested ESARs shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such ESARs in such manner and on such format as may be prescribed by the Committee from time to time. The ESARs shall lapse if not exercised within the specified exercise period.

- (h) Appraisal process for determining the eligibility of employees under ESAR 2017:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be granted ESARs under the ESAR 2017 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

- (i) Maximum number of ESARs to be issued per employee and in aggregate:

The number of ESARs that may be granted per employee under the Plan shall not exceed 1,00,000 Equity Shares.

- (j) Maximum quantum of benefits to be provided per employee under the ESAR 2017:

The maximum quantum of benefits underlying the ESARs issued to an eligible employee shall be dependent on the maximum quantum of ESARs granted and the price as on date of exercise of such ESARs / or sell of resultant shares.

- (k) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The ESAR 2017 shall be implemented and administered by the Company directly.

- (l) Source of acquisition of shares for the implementation of the ESAR 2017:

ESAR 2017 contemplates new issue of Shares / Primary Shares by the Company.

- (m) The amount of loan to be provided for implementation of the ESAR 2017 by the Company to the Trust, its tenure, utilisation, repayment terms etc.

This is currently not contemplated under ESAR 2017.

- (n) Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the scheme.

This is not relevant under ESAR 2017.

- (o) Accounting and Disclosure Policies:

The Company shall follow the 'IND AS/Guidance Note on Accounting for Employee Share-based Payments' and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority from time to time, including the disclosure requirements prescribed therein in due compliance with the Regulation 15 of the SEBI SBEB Regulations.

- (p) Method of ESARs Valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the ESARs granted.

- (q) Method of ESARs Valuation:

In case the Company opts for expensing of ESARs using the Intrinsic Value, the difference between the employee

compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the Fair Value, shall be disclosed in the Board's Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company shall also be disclosed in the Board's Report.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Directors recommend the resolutions for your approval.

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

Place : Bengaluru
Date : September 13, 2017

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

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

