

February 13, 2025
SEL/SEC/ 2024-2025/100

BSE Limited Department of Corporate Services P. J. Towers, 25th Floor, Dalal Street, Mumbai- 400 001 Ref: 532509	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Ref: SUPRAJIT
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Dear Sir/ Madam,

Sub: Postal Ballot Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot along with the explanatory statement seeking approval of the Members of the Company for:

1. Appointment of Mr. Gaya Nand Gauba (DIN:00034596) as a Non-Executive Independent Director of the Company.
2. Appointment of Mrs. Rajni Anil Mishra (DIN: 08386001) as a Non-Executive Independent Director of the Company:
3. Re-Appointment of Mr. Akhilesh Rai (DIN: 07982469) as Whole Time Director and Chief Strategy Officer of the Company:
4. Re-Appointment of Mr. Harish Hassan Visweswara (DIN: 08742808) as an Independent Director of the Company:
5. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:
6. Approval for increase in overall borrowing limits of the company as per section 180(1)(c) of the Companies Act, 2013.

Calendar of events for the postal ballot as follows:

Sl. No.	Event	Date
1	Cut-off date	February 7, 2025
2	Voting period beginning date / Time	February 14, 2025/09.00 AM
3	Voting period end date/ Time	March 16, 2025/5.00 PM
4	Date of submission of scrutiniser's report	On or before March 18, 2025
5	Date of announcement of result	On or before March 18, 2025

Kindly take the same on your record.

For Suprajit Engineering Limited

Medappa Gowda. J
CFO & Company Secretary



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

CIN: L29199KA1985PLC006934, Telephone 080 4342 1100, Fax 080 2783 3279
Email: info@suprajit.com, Website: www.suprajit.com

POSTAL BALLOT NOTICE

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

Dear Members

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, various circulars issued by the Ministry of Corporate Affairs (MCA) namely, Circular No. 14/2020 dated April 8, 2020, read with other relevant circulars issued in this regard the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Regulation 44 of SEBI Listing Regulations and other applicable provisions of the Act (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Suprajit Engineering Limited ("the Company"), to consider and if thought fit, to transact the special businesses as set out hereunder by passing Special / Ordinary Resolution, by way of Postal Ballot/e-voting.

Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof are annexed hereto for your consideration.

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

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions under the Section 'INSTRUCTIONS FOR E-VOTING' in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Sunday, March 16, 2025, (the last day to cast vote electronically) to be eligible for being considered.

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

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

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. GAYA NAND GAUBA (DIN: 00034596) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Gaya Nand Gauba (DIN: 00034596), who was appointed as an Additional Director of the Company by the Board of Directors to be effective from April 1, 2025 and who holds office up to the time period of three months from the date of his appointment by the Board or the date of the next General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and as per the recommendations of the Nomination and Remuneration Committee and the Board, Mr. Gaya Nand Gauba (DIN: 00034596), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act, and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 consecutive years up to March 31, 2030 with effect from April 1, 2025 and that his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Medappa Gowda J., Chief Financial Officer & Company Secretary, be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above said Resolution and 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.”

2. APPOINTMENT OF MRS. RAJNI ANIL MISHRA (DIN: 08386001) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Rajni Anil Mishra (DIN: 08386001), who was appointed as an Additional Director of the Company by the Board of Directors to be effective from April 1, 2025 and who holds office upto the time period of three months from the date of his appointment by the Board or the date of the next General Meeting, whichever is earlier, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and as per the recommendations of the

Nomination and Remuneration Committee and the Board, Mrs. Rajni Anil Mishra (DIN: 08386001), who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act, and is eligible for appointment as an Independent Woman Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 consecutive years up to March 31, 2030 with effect from April 1, 2025 and that her office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Medappa Gowda J., Chief Financial Officer & Company Secretary, be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above said Resolution and 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.”

3. RE-APPOINTMENT MR. AKHILESH RAI (DIN: 07982469) AS WHOLE TIME DIRECTOR AND CHIEF STRATEGY OFFICER 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 read with rules and applicable regulation, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the Members of the Company be and is hereby accorded to reappoint Mr. Akhilesh Rai (DIN: 07982469) as Whole Time Director and Chief Strategy Officer of the Company for a period of 5 (five) years w.e.f June 12, 2025 upto March 31, 2030 on the following terms and conditions:

1. **BASIC SALARY:** Rs. 4,50,300/- (Rupees Four Lakhs Fifty Thousand Three Hundred) only per month.
2. **HOUSE RENT ALLOWANCE:** Rs. 2,02,635/- (Rupees Two Lakhs Two Thousand Six Hundred Thirty Five) only per month.
3. **CONVEYANCE ALLOWANCE:** Rs. 2,02,635/- (Rupees Two Lakhs Two Thousand Six Hundred Thirty Five) only per month.
4. **SPECIAL ALLOWANCE:** Rs. 47,720/- (Rupees Fourty Seven Thousand Seven Hundred Twenty) only per month.
5. **REIMBURSEMENT OF FUEL & CAR MAINTENANCE:** Re-imbusement up to Rs. 15,000/- (Rupees Fifteen Thousand) only per month.
6. **DRIVER ALLOWANCE** of Rs. 20,000/- (Rupees Twenty Thousand) only per month will be provided by the Company.
7. **ANNUAL BONUS:** 20% of Basic salary i.e Rs. 10,80,720/- (Rupees Ten Lakhs Eighty Thousand Seven Hundred Twenty) only per annum.

8. **LEAVE TRAVEL ALLOWANCE:** Expenses for self and family (as defined above) of travel anywhere in India on leave will be reimbursed up to Rs. 60,000/- (Rupees Sixty Thousand) only per annum.
9. **PROVIDENT FUND:** Contribution of 13% of the basic salary i.e. Rs. 58,539/- (Rupees Fifty Eight Thousand Five Hundred Thirty Nine only) by the appointee to the Provident Fund with contribution by the Company as per the Statutory Requirement.
10. **GRATUITY:** The gratuity payable will be Rs. 2,59,920/- (Rupees Two Lakhs Fifty Nine Thousand Nine Hundred Twenty) only per annum.
11. **WASHING ALLOWANCE:** He is eligible for Washing allowance of Rs. 3,000/- (Rupees Three Thousand only) per Month.
12. **VARIABLE PAY:** He is eligible for Variable pay of Rs. 34,01,436/- (Rupees Thirty Four Lakh One Thousands Four Hundred and Thirty Six only) per Annum.
13. **REIMBURSEMENT OF BUSINESS EXPENSES:** Reimbursement of actual conveyance/, reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.
14. **ANNUAL REVISION IN THE SALARY, IF ANY:** Annual revision in the salary, if any shall be decided by the Nomination and Remuneration Committee of Board of Directors based upon Company's performance and personal performance measured against agreed objectives for the year as decided by the Board from time to time subject to the condition that the overall remuneration shall not exceed the limits specified under Companies Act, 2013 and schedule V of the Companies Act, 2013.
15. He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.
16. 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 Companies Act, 2013 or such other regulations.”

4. RE-APPOINTMENT OF MR. HARISH HASSAN VISWESWARA (DIN: 08742808) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harish Hassan Visweswara (DIN: 08742808), who was appointed as an Independent Director of the Company upto June 11, 2025, be and is hereby reappointed as an Independent Director of the Company, for a period of five years up to March 31, 2030 with effect from June 12, 2025 and who shall not be liable to retire by rotation.

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

5. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder and in supersession of all the earlier resolutions, the consent of the members on the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to, *inter alia*, (a) give any loan to any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 2000 Crore (Rupees Two Thousands Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

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

6. APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 2,000 crore/- (Rupees Two Thousand Crore Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J.
Company Secretary
Membership No. FCS – 4111

Date : February 12, 2025
Place : Bengaluru

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, February 7, 2025 (the cut-off date). Physical copies of the postal ballot notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, various circulars issued by the MCA from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. The Members may refer 'INSTRUCTIONS FOR E-VOTING' section of this notice for more details.
6. The e-voting shall commence on Friday, February 14, 2025 at 9.00 AM IST and ends on Sunday, March 16, 2025 at 5.00 PM IST.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
8. The Board of Directors of the Company ("the Board") has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary as the 'Scrutinizer' for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner ("the Scrutinizer").
9. The Scrutinizer will submit his report to Chairman of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot, but not later than 48 (Forty Eight) hours from the last date of e-voting.
10. The results of voting by Postal Ballot will be announced on or before March 27, 2025 at the Registered Office of the Company. Additionally, the result will be posted on Company's website at www.suprajit.com and will be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) simultaneously.
11. The last date specified by the Company for receipt of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J
Company Secretary
Membership No. FCS – 4111

Date : February 12, 2025
Place: Bengaluru

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

ITEM NOS. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 12, 2025, appointed Mr. Gaya Nand Gauba as an Additional Director in the category of Independent Director of the Company, subject to approval of the Shareholders with effect from April 1, 2025.

G N Gauba is an independent business advisor and corporate finance professional with over 42 years of executive leadership experience.

He held the position of Chief Financial Officer with Mother's Group for a period of 26 years. He has participated in all Board Meetings as Group CFO / CFO through the journey of Mother's Group, with high degree of involvement with Board members, including well known Independent Directors. In Mother's Group, served as Board Member on the Board of various subsidiaries of the Mother's Group. He was Key member of strategic team leading the group in setting up the Vision, long term growth plans/ targets, global expansion, implementation of the strategy, risk evaluation & Mitigation actions, funding the growth plans, Involved with discussions and negotiations of large scale global acquisitions done by Group, valuation & due diligence, funding (by debt and equity /FCCB) and structuring of the deals, integration & performance evaluation post-acquisition as well as full financial accounting and reporting. He has a very good understanding of the functioning of the Board as per the Companies Act as well as the SEBI guidelines.

His education background includes membership of Institute of Company Secretaries of India (ICSI) and Institute of Cost Accountants of India (ICMAI) and holds Post Graduation and Bachelor's degree from University of Delhi.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Gaya Nand Gauba, being eligible, offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from April 1, 2025 to March 31, 2030.

Details of Mr. Gaya Nand Gauba in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been exhibited in Annexure A to this Notice.

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

Except Mr. Gaya Nand Gauba, none of the other Directors, Key Managerial Personnel or his relatives is interested or concerned financially or otherwise in the said Resolution.

ITEM NOS. 2:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 12, 2025, appointed Mrs. Rajni Anil Mishra as an Additional Director in the category of Independent Director of the Company, subject to approval of the Shareholders with effect from April 1, 2025.

Mrs. Rajni Anil Mishra has Versatile and experienced career banker for nearly four decades, having worked for the largest public sector bank in the country, State Bank of India and in two of its erstwhile Associate banks, State Bank of Saurashtra and State Bank of Hyderabad, from November 1979 to January 2017.

She has Expertise in Corporate credit with specialized focus on industries like Infrastructure, Power, Steel, Textiles, Diamonds, Healthcare etc. Rich experience in transformational strategies in MSME Credit, mentoring start-ups and units in project management, credit appraisal, restructuring, credit rating etc. Business leader in Retail Credit with an excellent track record in end-to-end solutions for Real Estate and Home Loans. She has a very good understanding of the functioning of the Board and sub-committee meetings (NRC, Risk, CSR, Stakeholder, Audit etc.) as per the Companies Act as well as the SEBI guidelines.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Rajni Anil Mishra, being eligible, offers herself for appointment as an Independent Director of the Company, for a term of five consecutive years from April 1, 2025 to March 31, 2030.

Details of Mrs. Rajni Anil Mishra in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been exhibited in Annexure A to this Notice.

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

Except Mrs. Rajni Anil Mishra, none of the other Directors, Key Managerial Personnel or his relatives is interested or concerned financially or otherwise in the said Resolution.

Item No. 3:

The Shareholders are aware that Mr. Akhilesh Rai has been discharging his functional responsibilities as Whole Time Director and Chief Strategy Officer of the Company based on the approvals granted earlier.

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on February 12, 2025 has reappointed Mr. Akhilesh Rai, as Whole Time Director and Chief Strategy Officer of the Company for a period of 5 (five) years with effect from June 12, 2025.

Mr. Akhilesh Rai – Director & Chief Strategy Officer (DIN: 07982469):
Masters in Business Administration - From London Business School, UK

Bachelors in Electrical Engineering (Minor in Economics) - From Purdue University, USA
Background at Suprajit (12 years): Group CSO: Lead Acquisitions of Osram Lamp manufacturing plant and Kongsberg Automotive's LDC. Completed turnaround project at Wescon in 2019, reducing inventory significantly, increasing operational efficiency and improving long term EBITDA margins. Started Controls team for ensuring internal controls and best in class systems. Driving IS&T Technology roadmap and running productivity initiatives through digitization, data warehousing and analytics, KPI dashboards and report standardization. Mentor for Chairman's Club, mentoring a select group of 100 high performers through training initiatives, personal performance reviews and supporting accelerated growth where necessary.

In this connection, the Board recommends the resolution as set out in Item no. 3 for the approval of the Members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made there under for the appointment of Mr. Akhilesh Rai. The terms and conditions of his appointment are set out in the resolution.

The brief resume of Mr. Akhilesh Rai, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of Companies and shareholding and other disclosures as required under Companies Act, SEBI Regulations as amended and Secretarial Standard (SS-2) is set out in this Notice as Annexure A.

Except Mr. K. Ajith Kumar Rai, Chairman, Dr. Supriya A. Rai, Director, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolution.

Item No. 4:

Mr. H V Harish has been Independent Director of your Company and has been actively participating in the interactions at the Board and Committee levels.

Based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge, performance and contribution to the Board, the Board has approved and recommended the re-appointment of Mr. Harish HV as an Independent Directors of the Company for a period 5 years up to March 31, 2030 with effect from June 12, 2025, subject to the approval of Shareholders.

Mr. Harish Hassan Visweswara holds a Bachelor of Engineering (Mechanical) degree from UVCE Bangalore, a Post Graduate Diploma in Management from IIM Calcutta and has completed the Advanced Management Program from Harvard Business School. Mr. Harish Hassan Visweswara has over 30 years' experience in Finance, Banking, Governance, Valuation, Investment Banking, Consulting and Strategy. He is the Co-Founder and Managing Director of ECube Investment Advisors Private Limited, a focused ESG platform working on multiple solutions such as Consulting, Capacity Building, Capital and Carbon Solutions for Industry and General Public on the theme of Environment, Social and Governance.

Pursuant to Section 149 (read with Schedule IV) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the approval of Shareholders by way of Special Resolution is required for the appointment of Independent Director for the second term.

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

The Board is of the opinion that the continued association of Mr. Harish HV would benefit the Company and hence it is proposed to continue the services of Mr. Harish HV as Independent Director. Accordingly, the Board recommends the Special Resolution as set out in Item nos. 4 for the approval of the Shareholders.

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

Item No. 5:

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The Company at its General Meeting through postal Ballot dated May 24, 2016, has obtained shareholders' approval under Sec 186 of the Companies Act, 2013 for an amount Rs. 1,000 Crore (Rupees One Thousand Crores Only).

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility, investments and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 2,000 (Rupees Two Thousand Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

The Board recommends the said Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said resolution.

Item No. 6:

The Members vide Special Resolution passed through Postal Ballot on May 24, 2016, had enhanced the borrowing power of the Company under Section 180(1)(c) of the Companies Act, 2013 up to Rs.

1,000 Crore (Rupees One Thousand Crore Only), over and above the paid-up capital and free reserves (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) of the Company. Considering the business requirements/expansions of the Company, it is proposed to increase the borrowing limits from Rs. 1,000 Crore (Rupees One Thousand Crore Only) to Rs. 2,000 Crore (Rupees Two Thousand Crore Only) over and above the paid-up capital, free reserves and securities premium of the Company in terms of provisions of Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the said Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned financially or otherwise in this Resolution except to the extent of their respective shareholding in the Company, if any.

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J
Company Secretary
Membership No. FCS – 4111

Date : February 12, 2025
Place : Bengaluru

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

NAME	MR. Gaya Nand Gauba	Mrs. Rajni Anil Mishra	Mr. Akhilesh Rai	Mr. Harish H V
Category	Non-Executive Independent Director	Non-Executive Independent Director	Whole Time Director and Chief Strategy Officer	Non-Executive Independent Director
Date of Birth	25/08/1961	23/01/1957	10/07/1987	03/01/1963
DIN	00034596	08386001	07982469	08742808
Age	63	68	37	62
Date of first appointment on Board	February 12, 2025 to be effective from April 1, 2025	February 12, 2025 to be effective from April 1, 2025	June 12, 2020	June 12, 2020
Last drawn remuneration	Nil	Nil	Rs. 11,90,324	Nil
Number of Board meetings attended	Nil	Nil	4	4
Terms & Conditions of appointment	Appointed as an Independent Director with effect from April 1, 2025	Appointed as an Independent Director with effect from April 1, 2025	Re-Appointed as Whole Time Director and Chief Strategy Officer with effect from June 12, 2025	Re-Appointed as an Independent Director with effect from June 12, 2025
Qualification	Company Secretary Cost & Management Accountant PG in Commerce from Delhi University B.Com (Hons.), SRCC	M.com (Gold Medalist) M S University, Vadodara	MBA, London Business School, UK BE, Purdue University, USA	BE, UVCE Bengaluru Post Graduate Diploma in Management, IIM Kolkata Advanced Management Program, Harvard Business School
No. of shares held in the Company	Nil	Nil	1,201,766	Nil
Inter-se relationships with directors and key managerial personnel	Nil	Nil	Son of Mr. K Ajith Kumar Rai, Chairman and Mrs. Supriya A Rai, Director	Nil
Directorship held in other Public and Private Companies	Nil	1. Toyota Financial Services India Limited 2. Indo-Mim Limited 3. Cupid Limited 4. Aspinwall and Company Limited 5. Ujjivan Small Finance Bank Limited	1. Suprajit Chuhatsu Control Systems Private Limited	1. ADC India Communications Limited 2. The Karnataka Bank Limited 3. Ecube Investment Advisors Private Limited
Membership (other than Suprajit) in the Board committees	Nil	Chairperson - 7 Member - 2	-	Chairperson - 1 Member - 4
Listed Entities from which resigned as Director in past 3 years	Motherson Sumi Wiring India Limited	Nil	Nil	Shetron Limited
Experience and expertise in specific functional area	Good communication through liaison with both internal and external stakeholders including promoter shareholders, joint venture partners and institutional shareholders, regulatory authorities.	Expertise in Corporate credit with specialized focus on industries like Infrastructure, Power, Steel, Textiles, Diamonds, Healthcare etc. Rich experience in transformational strategies in MSME Credit, mentoring start-ups and units	Expertise in corporate strategy and controls and also information technology	Finance, Banking, Governance, Valuation, Investment Banking, Consulting and Strategy

	<ul style="list-style-type: none"> • Open to new ideas and updated with new technologies and latest developments in the business environment • Ability to motivate and lead large teams from experience of managing 200+ people as well as develop leaders • Proficient in change management, maintained negligible employee turnover for continuous period of 25 years 	in project management, credit appraisal, restructuring, credit rating etc. Business leader in Retail Credit with an excellent track record in end-to-end solutions for Real Estate and Home Loans.		
Remuneration proposed to be paid	Sitting fees as approved by the Board of Directors of the Company	Sitting fees as approved by the Board of Directors of the Company	Rs. 1,68,00,024/- p.a	Sitting fees as approved by the Board of Directors of the Company

INSTRUCTIONS FOR E-VOTING:

The voting period begins on Friday, February 14, 2025, at 9.00 AM IST and ends on Sunday, March 16, 2025 at 5.00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-

	<p>Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at: https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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(iii) Login method for e-Voting **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@suprajit.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.