

July 20, 2018

<b>BSE Limited Phiroze Jeejebhoy Towers Dalal Street Mumbai – 400 001</b>	<b>National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex Bandra (East), Mumbai – 400 051</b>
---	---

Dear Sirs,

**Sub: Annual General Meeting and Book Closure.**

This is to inform you that the Thirty Third Annual General Meeting (AGM) of the Company will be held on **Tuesday, the August 14, 2018 at 1.00 P.M at Plot No. 101, Bommasandra Industrial Area, Bengaluru – 560 099.** A copy of the Notice of 33<sup>rd</sup> AGM is enclosed herewith. The same is also available at the website of the Company at [www.suprajit.com](http://www.suprajit.com).

The Register of Members and Share Transfer Books of the Company shall remain closed from **August 11, 2018 to August 14, 2018 (Both days inclusive)** for the purpose of AGM and payment of final dividend, if approved at the AGM.

Please note, final dividend of Re. 0.80/- (80%), if approved at the AGM 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 August 10, 2018.

This is for your information and 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 THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of Suprajit Engineering Limited will be held on Tuesday, 14<sup>th</sup> August, 2018 at Plot No. 101, Bommasandra Industrial Area, Bengaluru - 560 099 at 1.00 PM to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company which includes Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss including the statement of Other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
2. To appoint Mr. Mohan Srinivasan Nagamangala (DIN-01916468), Director and Chief Executive Officer who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of Interim Dividend of Re. 0.60 (60%) and to declare Final Dividend of Re. 0.80 (80%) for the financial year 2017-18.

#### SPECIAL BUSINESS

4. Appointment of Mr. Akhilesh Rai as "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 the provisions of Section 188(1)(f) of Companies Act, 2013 and rules made there under and other applicable provisions, if any of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Akhilesh Rai ('relative' of Mr. K Ajith Kumar Rai, Chairman & Managing Director and Mrs. Supriya A Rai, Director), to hold office or place of profit as "Chief Strategy Officer" of the Company with effect from June 01, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to designate / redesignate Mr. Akhilesh Rai at its discretion and revise the remuneration payable to him from time to time as recommended by the Nomination and Remuneration

Committee, in accordance with the Company's Policy on performance measurement and such other applicable/ relevant policies."

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

5. Appointment of Mr. Ashutosh Rai as "Head – Suprajit Tech Centre (STC) ":

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of Companies Act, 2013 and rules made there under and other applicable provisions, if any of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Ashutosh Rai ('relative' of Mr. K Ajith Kumar Rai, Chairman & Managing Director and Mrs. Supriya A Rai, Director), to hold office or place of profit as "Head – Suprajit Tech Centre (STC) " with effect from June 01, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to designate / redesignate Mr. Ashutosh Rai at its discretion and revise the remuneration payable to him from time to time as recommended by the Nomination and Remuneration Committee, in accordance with the Company's policy on performance measurement and such other applicable/ relevant policies."

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

6. To ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2018-19:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the remuneration payable to Messrs G N V and Associates, Cost Accountants, Bangalore, Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct audit of the cost records for the financial year 2018-19 at a remuneration of ₹ 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 individually/severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above Resolution.”

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

**Medappa Gowda J**

Company Secretary

Place: Bangalore

Date: May 29, 2018

Membership No.: FCS - 4111

## NOTES

1. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

3. The Register of Members and the Share Transfer books of the Company will remain closed from August 11, 2018 to August 14, 2018 (both days inclusive).
4. An Interim Dividend of Re. 0.60 (60%) as declared at the Board Meeting held on February 12, 2018 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, 2018. (Record Date).

5. Final Dividend of Re. 0.80 (80%) 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 August 10, 2018.
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 (RTAs), Integrated Registry Management Services Private Limited situated at No. 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: [irg@integratedindia.in](mailto:irg@integratedindia.in).

Shareholders, whose shareholding 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.

Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 instructed the Companies / RTAs to collect copy of PAN, and bank account details of all securities holders holding securities in physical form. Also, with effect from May 20, 2018, the details like name of the Bank, account number, MICR No., etc are mandatory for revalidation / re-issue of dividend warrants. For further details, shareholders may contact our RTAs.

7. Members are requested to quote the Folio Numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence to the RTAs of the Company.
8. Members holding Shares in physical form in identical orders of names in more than one folio are requested to send to the Company or RTAs, the details of such folio together with the Shares Certificates for consolidating their holding in one folio. A consolidated Share Certificate will be returned to such Members after making requisite changes thereon.
9. Relevant documents referred to, in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to the conclusion of Annual General Meeting of the Company.
10. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names

as per the Register of Members of the Company will be entitled to vote.

11. Members seeking any information with regard to the Annual Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. The notice of the Annual General Meeting along with the Annual Report 2017-18 is being sent to those Members/beneficial owners, whose name appeared in the register of Members / list of beneficiaries received from the depositories as on July 13, 2018, in electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

Any person, who acquires shares of the Company and becomes the Member of the Company after dispatch of the Annual Report and holding shares as on the cut-off date (i.e August 03, 2018), may contact the RTAs or email to [irg@integrated.in](mailto:irg@integrated.in) and obtain copy of the Annual Report.

13. Pursuant to the 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. Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 mandates the companies to transfer dividend that has remained unclaimed for a period seven years from the unpaid dividend account to Investor Education and Protection Fund (IEPF). Further, the rules also mandate the transfer of Shares with respect to the Dividend, which has not been paid or claimed for seven consecutive years of more to IEPF. Accordingly, the Dividend for the below mentioned years will be transferred to the IEPF on the respective dates, if the dividend remains unclaimed for seven years, and the respective Shares will also be transferred

to IEPF, if dividend is unclaimed for seven consecutive years.

The particulars of unpaid / unclaimed Dividend etc. are available on the Company's website at [www.suprajit.com](http://www.suprajit.com) ([http://www.suprajit.com/Governance\\_and\\_Compliance](http://www.suprajit.com/Governance_and_Compliance)) which is in compliance with the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.

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

FY	Year of declaration	Type of Dividend	Dividend per share (Re.)	Date of declaration	Due date for transfer
2010-11	2011	Final	0.25	30-Jul-11	4-Sep-18
2011-12	2011	Interim	0.30	29-Oct-11	6-Dec-18
2011-12	2012	Final	0.35	31-Jul-12	5-Sep-19
2012-13	2013	Interim	0.35	30-Jan-13	7-Mar-20
2012-13	2013	Final	0.40	31-Jul-13	5-Sep-20
2013-14	2014	Interim	0.45	31-Jan-14	8-Mar-21
2013-14	2014	Final	0.50	31-Jul-14	5-Sep-21
2014-15	2015	Interim	0.45	3-Feb-15	11-Mar-22
2014-15	2015	Final	0.50	19-Sep-15	25-Oct-22
2015-16	2016	Interim	0.50	9-Feb-15	16-Mar-23
2015-16	2016	Final	0.55	24-Sep-16	30-Oct-23
2016-17	2017	Interim	0.50	13-Feb-17	21-Mar-24
2016-17	2017	Final	0.60	11-Nov-17	18-Dec-24
2017-18	2018	Interim	0.60	12-Feb-18	20-Mar-25

#### 16. Details of the Director proposed to be appointed/re-appointed:

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

##### **Mr. Mohan Srinivasan Nagamangala (DIN: 01916468)**

Mr. Mohan Srinivasan Nagamangala is a Graduate in Mechanical Engineering. He is a member of Institute of Cost and Works Accountants and he has a Diploma in Management. He has over 32 years of experience of working in India and abroad. He started his career with BOSCH Bangalore 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. He joined Suprajit as 'President' in the year 2014 and has been appointed as Director and CEO of the Company w.e.f. February 13, 2017.

**ADDITIONAL INFORMATION:**

Name of Director	Mr. Mohan Srinivasan Nagamangala
Appointment / Re-appointment	Re- appointment
Expertise in specific functional areas	Mr. Mohan Srinivasan Nagamangala is a graduate in Mechanical Engineering, a Member of 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.
Present designation in the Company	Director & CEO
Directorships held in other Public Limited Companies	Nil
Committee positions held in other companies	NIL
Relationship with other Directors	NIL
Number of Shares held	4,890

17. **For the convenience of the Members, the Company will provide coach service on the day of the Annual General Meeting; Members are requested to report at 11.00 A.M at Town Hall, J.C. Road, Bangalore - 560 002 and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.**

Contact persons:

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

18. 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.

19. Voting through Electronic means:

- A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to exercise their vote on Resolutions proposed to be passed in the Thirty Third Annual General Meeting by electronic means.
- B. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their votes by remote e-voting shall be able to vote at the Meeting.
- C. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

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

The voting period begins on August 10, 2018 (9.00 a.m.) and ends on August 13, 2018 (5.00 p.m). During this period, Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date of i.e, August 03, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**20. The instructions for Shareholders voting electronically are as under:**

- i. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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	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"> <li>• 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.</li> </ul>
	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members holding Shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding Shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant SUPRAJIT ENGINEERING LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) Further, Members may note the following:
- a. Remote e-voting shall not be allowed beyond the said date and time.
  - b. The Company is providing facility to vote on a poll to the Members present at the meeting.
  - c. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. A person whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting.
21. Mr. Parameshwar G. Bhat, Practising Company Secretary (Membership No. FCS-8860), Bengaluru has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within 48 (Forty Eight) hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses who are not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting.
22. The results of the Annual General Meeting shall be declared within 48 (Forty Eight) hours from the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.suprajit.com](http://www.suprajit.com)) and on the website of CDSL and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**
**Item Nos. 4 & 5:**

The Board of Directors of the Company has appointed Mr. Akhilesh Rai and Mr. Ashutosh Rai, relatives (Sons) of Mr. K. Ajith Kumar Rai, Chairman & Managing Director and Dr. Supriya A. Rai, Director, as Chief Strategy Officer and Head – Suprajit Tech Centre, respectively, at its Meeting held on May 29, 2018. Background of both is exhibited herein below.

Pursuant to Section 188 (1)(f), any appointment to the office or place of profit requires approval of Members of the Company, if monthly remuneration payable for holding office or place of profit exceeds ₹ 2,50,000/-.

However the remuneration payable to Mr. Ashutosh Rai is presently below ₹ 2,50,000/- per month, the Board has decided to obtain the approval from the Members voluntarily.

Hence, your Board of Directors recommends these Resolutions as set out in item nos. 4 & 5 of the notice for your approval.

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

**Particulars pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014**

Name of the related parties	1. Mr. Akhilesh Rai 2. Mr. Ashutosh Rai
Name of the director or key managerial personnel who is related	1. Mr. K. Ajith Kumar Rai, Chairman & Managing Director 2. Dr. Supriya A. Rai, Director
Nature of relationship	Sons
Nature, material terms, monetary value and particulars of the contract or arrangements;	<p><b>Nature</b> – Appointment to office or place of profit pursuant to Section 188 (1)(f)</p> <p><b>Salary</b> –</p> <ol style="list-style-type: none"> <li><b>Mr. Akhilesh Rai</b> : The Board has fixed a remuneration of Rs. 50,00,000 (Rupees Fifty Lakhs only) per annum w.e.f June 01, 2018, subject to revision based on the recommendation of the Nomination and Remuneration Committee in line with Company's policy on performance measurement from time to time.</li> <li><b>Mr. Ashutosh Rai</b> : The Board has fixed a remuneration of Rs. 20,00,000 (Rupees Twenty Lakhs only) per annum w.e.f June 01, 2018, subject to revision based on the recommendation of the Nomination and Remuneration Committee in line with Company's policy on performance measurement from time to time.</li> </ol>
Any other information relevant or important for the members to take a decision on the proposed Resolutions	<p>Brief profiles of:</p> <ol style="list-style-type: none"> <li><b>Mr. Akhilesh Rai</b> : After graduating as an electrical engineer from Purdue University, he worked at multiple technology companies in IT and e-commerce, in the US and in India. He joined Suprajit 2.0 as head of IT at Suprajit, he guided the Company towards a modern collocated infrastructure and improved systems to enable growth. He led UK ERP and EDI implementation which helped integrate the Company's system with many global automotive OEMs. Following this, he helped IBM standardize message structures that are now part of India's EDI standards and has now been assigned the job of Chief Strategy Officer. He Just completed his MBA from prestigious London Business School.</li> <li><b>Mr. Ashutosh Rai</b> : He has Master degree in Mechanical Engineering from University of Bristol (U.K). He joined the Company in the year 2014. He was trained in various departments of the Company over the last 4 years. Presently he is heading Suprajit Tech Center and has initiated number of new product development programmes. He is also involved with various technical collaboration initiations.</li> </ol>

**Item No. 6:**

The Board on the recommendation of Audit Committee had appointed Messrs G N V and Associates, as the Cost Auditors of the Company for the financial year 2018-19 and fixed a remuneration of ₹ 85,000/- plus applicable taxes and reimbursement of out of pocket expenses at actuals.

Further, in terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors 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 or their relatives, is concerned or interested financially or otherwise in the said Resolution.

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

**Medappa Gowda J**

Company Secretary

Membership No.: FCS - 4111

Place: Bangalore  
Date: May 29, 2018

ROUTE MAP OF VENUE AS PER SECRETARIAL STANDARDS  
EFFECTIVE FROM 1<sup>ST</sup> JULY, 2015

