

February 23, 2024  
SEL/SEC/ 2023-2024/87

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

**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. Re-Appointment of Mr. K. Ajith Kumar Rai (DIN: 01160327) as Executive Chairman of the Company.**
- 2. To pay remuneration in excess of Rs. 5 Crores or 2.5 % of the net profit, whichever is more to Mr. K Ajith Kumar Rai, Executive Chairman of the Company.**
- 3. Re-Appointment of Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as Managing Director and Group CEO.**

Calendar of events for the postal ballot as follows:

<b>Sl. No.</b>	<b>Event</b>	<b>Date</b>
1	Cut-off date	February 16, 2024
2	Voting period beginning date / Time	February 24, 2024/09.00 AM
3	Voting period end date/ Time	March 24, 2024/5.00 PM
4	Date of submission of scrutiniser's report	On or before March 26, 2024
5	Date of announcement of result	On or before March 26, 2024

We request you to take this into your records.

Thanking you,

Yours faithfully,  
**For Suprajit Engineering Limited****Medappa Gowda J**  
**CFO & Company Secretary**

Encl: as above



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](mailto:info@suprajit.com), Website: [www.suprajit.com](http://www.suprajit.com)

## POSTAL BALLOT NOTICE

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### **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. 19/2021 dated December 8, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 (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 pass the Resolutions Exhibited herein below 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.

The Company has proposed to reappoint Mr. K. Ajith Kumar Rai (DIN: 01160327) as Executive Chairman of the Company for a term of 5 years and Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as Managing Director and Group CEO for a period of 5 years. Based on the recommendation of the Nomination and Remuneration Committee the Board has approved and recommended the reappointments of the above Directors for the period up to March 31, 2029 with effect from April 1, 2024.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations"), the approvals of shareholders by way of Resolutions are required for the reappointment of Directors.

The Company is therefore seeking your consent for the said reappointments as contained in the Resolutions appended below.

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 Saturday, March 16, 2024, (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. TO REAPPOINT MR. K. AJITH KUMAR RAI (DIN: 01160327) AS EXECUTIVE CHAIRMAN OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 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. K Ajith Kumar Rai (DIN 01160327) as Executive Chairman of the Company for a period of 5 (five) years w.e.f April 01, 2024 on the following terms and conditions:

- i. **BASIC SALARY** Rs. 30,00,000 – 3,00,000 – 42,00,000 per month.
- ii. **HOUSE RENT ALLOWANCE** of Rs. 2,80,000 – 28,000 – 3,92,000/- per month.
- iii. **COMMISSION:** Commission of 3% of the net profits of the Company in any year computed in accordance with the Companies Act, 2013, subject however to the condition that the overall remuneration shall not exceed 3% of the profits of the Company calculated in terms of Section 198 of the Companies Act, 2013 in any financial year.
- iv. Use of Company's telephone at residence, the rent, call charges and other outgoings in respect thereof to be paid by the Company except the personal long distance calls of the Executive Chairman.
- v. Reimbursement of actual conveyance expenses incurred by the Executive Chairman for the purpose of the business of the Company.
- vi. Use of chauffeur driven motorcar, all expenses running and upkeep of such motorcar as also the salary of the chauffeur to be borne by the Company.

- vii. Reimbursement of entertainment expenses incurred by Executive Chairman for the purpose of the business of the Company.
- viii. Benefit of the Company's Provident Fund scheme, Gratuity benefits, Encashment of Leave etc., is as per the rules and as applicable to the employees of the Company from time to time.
- ix. Executive Chairman will not be entitled to sitting fees for attending the meetings of the Board of Directors and of any Committees thereof.
- x. The contract is terminable with three months' notice on either side.
- xi. He shall not become interested or otherwise concerned directly or indirectly in any selling agency of the Company's products without complying with the provisions of the Companies Act, 2013.
- xii. Executive Chairman shall be liable to retire by rotation.
- xiii. Annual revision in the salary, if any: Annual revision in the salary, if any shall be decided by the Nomination and Remuneration Committee or Board, based upon the Company's performance and personal performance measured against agreed objectives for the year as decided by the Board or Nomination and Remuneration Committee in line with policy of the Company from time to time subject to the condition that the overall remuneration shall not exceed the limits as specified under Companies Act, 2013 and Schedule V of the Companies Act, 2013.
- xiv. Subject to the approval of the Members in General Meeting and pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, the aforesaid remuneration be paid as a minimum remuneration notwithstanding that in any financial year during the tenure of his appointment the Company makes no profit or its profits are inadequate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Mr. Medappa Gowda J, Chief Financial Officer & Company Secretary be and are hereby severally authorized to do such acts, deeds, things as may be required to give effect to the above resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any, as may be required pursuant to the provisions of Companies Act, 2013 or such other regulations."

**2. TO PAY REMUNERATION IN EXCESS OF RS. 5 CRORES OR 2.5 % OF THE NET PROFIT, WHICHEVER IS MORE TO MR. K AJITH KUMAR RAI, EXECUTIVE CHAIRMAN (ALSO PROMOTER) OF THE COMPANY.**

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

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Mr. Medappa Gowda J, Chief Financial Officer and 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.”

**3. TO REAPPOINT MR. MOHAN SRINIVASAN NAGAMANGALA (DIN: 01916468) AS MANAGING DIRECTOR AND GROUP CEO:**

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

**“RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereof, the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Mohan Srinivasan Nagamangala (DIN: 01916468), Managing Director and Group CEO, for a period of 5 years with effect from April 01, 2024, on the following terms and conditions:

- i. **BASIC SALARY:** Rs. 7,98,945 /- (Rupees Seven Lakh Ninety Eight Thousand Nine Hundred and Forty Five) only per month.
- ii. **HOUSE RENT ALLOWANCE:** Rs. 3,91,318/- (Rupees Three Lakhs Ninety One Thousand Three Hundred and Eighteen) only per month.
- iii. **CONVEYANCE ALLOWANCE:** Rs. 3,91,318/- (Rupees Three Lakhs Ninety One Thousand Three Hundred and Eighteen) 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.
- iv. **REIMBURSEMENT OF FUEL & CAR MAINTENANCE** re-imburement up to Rs. 22,665/- (Rupees Twenty Two Thousand Six Hundred Sixty Five) per month.
- v. **DRIVER ALLOWANCE** of Rs. 22,665/- (Rupees Twenty Two Thousand Six Hundred Sixty Five) only per month will be provided by the Company.
- vi. **ANNUAL BONUS:** 20% of Basic salary i.e Rs.19,17,468/- ( Rupees Nineteen Lakhs Seventeen Thousand Four Hundred and Sixty Eight) only per annum.
- vii. **LEAVE:** As per the policy of the Company.
- viii. **LEAVE TRAVEL ALLOWANCE:** Expenses for self and family (as defined above) of travel anywhere in India on leave will be reimbursed up to Rs. 1,13,326/- (Rupees One Lakh Thirteen Thousands Three Hundred and Twenty Six) only per annum.
- ix. **PROVIDENT FUND:** Contribution of 13% of the basic salary by the Company to the Provident Fund.
- x. **GRATUITY:** The gratuity payable will be Rs. 4,61,158/- (Rupees Four Lakhs Sixty One Thousand and One Hundred Fifty Eight) only per annum.

- xi. **REIMBURSEMENT OF BUSINESS EXPENSES:** Reimbursement of actual conveyance/, reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.
- xii. **PERFORMANCE COMMISSION:** He is eligible to receive a performance based commission, linked to Revenue Growth (consolidated group Operational Gross Income) and consolidated EBITDA (% to Operational Gross Income) for every financial year as assessed and recommended by the Nomination & Remuneration Committee of the Board of Directors and as approved by the Board from time to time.
- xiii. **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.
- xiv. **ESAR GRANTS:** He will be eligible for ESAR Grants of 1,00,000 (one lakh ESARS) under the SEL ESAR plan 2017:

<b>Grant Date</b>	<b>Vesting Dates</b>	<b>Vesting Percentage</b>
<b>A</b>	<b>B</b>	<b>C</b>
1-April-2024	1-April-2025	5%
1-April-2024	1-April-2026	10%
1-April-2024	1-April-2027	15%
1-April-2024	1-April-2028	30%
1-April-2024	1-April-2029	40%

- xv. 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.
- xvi. The contract is terminable with three months' notice on either side.
- xvii. He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.
- xviii. 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 and 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."

By the order of the Board  
For Suprajit Engineering Limited

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

Date : February 14, 2024  
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 16, 2024 (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 Saturday, February 24, 2024 at 9.00 AM IST and ends on Sunday, March 24, 2024 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 26, 2024 at the Registered Office of the Company. Additionally, the result will be posted on Company’s website at [www.suprajit.com](http://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 14, 2024

Place : Bengaluru

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

**ITEM NOS. 1 AND 2:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 14, 2024 has reappointed Mr. K. Ajith Kumar Rai, as Executive Chairman of the Company for a period of 5 (Five) years with effect from April 01, 2024 with the terms and conditions as exhibited in the Resolution itself subject to the approval of Members of the Company.

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

In this connection, the Board recommends the Resolutions as set out in Item nos. 1 & 2 for the approval of the Members.

The brief resume of Mr. K. Ajith Kumar 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 and their sons being 'Relatives', namely, Mr. Akhilesh Rai none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolutions.

**Item No. 3:**

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its Meeting held on February 14, 2024 has reappointed Mr. Mohan Srinivasan Nagamangala, as Managing Director and Group CEO of the Company for a period of 5 (five) years with effect from April 01, 2024.

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. Mohan Srinivasan Nagamangala. The terms and conditions of his appointment are set out in the resolution.

The brief resume of Mr. Mohan Srinivasan Nagamangala, 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. Mohan Srinivasan Nagamangala, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the said Resolution.

By the order of the Board  
For Suprajit Engineering Limited

Medappa Gowda J  
Company Secretary  
Membership No. FCS – 4111

Date : February 14, 2024

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:**

**1. MR. KULA AJITH KUMAR RAI (DIN: 01160327)**

<b>NAME</b>	<b>MR. KULA AJITH KUMAR RAI</b>
Date of Birth	26 <sup>th</sup> June, 1958
DIN	01160327
Age	65 Years
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	May 24, 1985 Rs. 72.01 Million FY 2022-2023 Four Meetings during the year 2023-24
Brief resume of the director with Expertise in specific functional areas	<p>Mr. Ajith Kumar Rai is a first-generation entrepreneur. He is the Founder and Chairman of the Suprajit Group of companies, a listed top 500 company in India, having presence in multiple geographies. He is also the Chairman of Suprajit Foundation, CSR arm of his family and Suprajit Group.</p> <p>Mr. Ajith Kumar Rai is a mechanical engineer, with a master's degree in industrial engineering from Dalhousie University, Canada.</p> <p>Mr. Ajith Kumar Rai is member CII and ACMA – Local Indian business associations. He is a member on the Board of Governors of Indian Institute of Management Mumbai, Mumbai, National Institute of Technology, Karnataka and also a member of Dalhousie Advisory Committee (DAC).</p>
Terms & Conditions of appointment	As per the resolution of this notice read with the explanatory statement thereto
Qualification	Master's Degree in Industrial Engineering from Dalhousie University, Canada
No. of shares held in the Company	37,99,405
Inter-se relationships with directors and key managerial personnel	Promoter and spouse of Mrs. Supriya Ajith Rai, Director, Father of Mr. Akhilesh Rai. Director and Chief Strategy Officer
Directorship held in other Public and Private Companies	<ol style="list-style-type: none"> <li>1. Suprajit Automotive Private Limited</li> <li>2. Yagna IQ India Private Limited</li> <li>3. Suprajit Europe Limited</li> </ol>

	4. Suprajit USA Inc 5. Ashishesh Trusteeship Services Private Limited 6. V.S.T.Tillers Tractors Ltd
Membership (other than Suprajit) in the Board committees	Nil
Listed Entities from which Mr. Ajith has resigned as Director in past 3 years	Nil
Skills and capabilities required for the role and the manner in which Mr. Rao meets such requirements	Please refer to the Explanatory Statement
Remuneration proposed to be paid	As detailed in 1 <sup>st</sup> item of the notice

## 2. MR. MOHAN SRINIVASAN NAGAMANGALA (DIN: 01916468)

NAME	MR. MOHAN SRINIVASAN NAGAMANGALA
Date of Birth	18 <sup>th</sup> July, 1962
DIN	01916468
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	April 1, 2019 Rs. 25.78 Million FY 2022-2023 Three Meetings during the year 2023-24
Brief resume of the director with 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.  Mr. Mohan Srinivasan Nagamangala has over 39 years of experience having run operations in India, USA, China, Thailand, Europe in the Automotive Industry.
Terms & Conditions of appointment	As per the resolution of this notice read with the explanatory statement thereto
Qualification	Graduate in Mechanical Engineering
No. of shares held in the Company	6689
Inter-se relationships with directors and key managerial personnel	Nil
Directorship held in other Public and Private Companies	1. Suprajit Automotive Private Limited
Membership (other than Suprajit) in the Board committees	Nil
Listed Entities from which Mr. Mohan has resigned as Director in past 3 years	Nil

Skills and capabilities required for the role and the manner in which Mr. Rao meets such requirements	Please refer to the Explanatory Statement
Remuneration proposed to be paid	As detailed in 3 <sup>rd</sup> item of the notice

#### INSTRUCTIONS FOR E-VOTING:

The voting period begins on Saturday, February 24, 2024, at 9.00 AM IST and ends on Sunday, March 24, 2024 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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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-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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at:</li> </ol>

	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <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.</li> </ul>

- (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](http://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](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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.