

SANSERA ENGINEERING LIMITED

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the members of Sansera Engineering Limited will be held on Wednesday, the 2nd June 2021 at 10:30 A.M. (IST) at the registered office of the Company at Plant-7, No.143/A, Jigani Link Road, Bommasandra Industrial Area, Anekal Taluk, Bangalore 560105 to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the consolidated and standalone Financial Statements for the year ended as at 31st March 2021 together with the Auditors' and Board's Report thereon.
2. To appoint a Director in place of Mr. Raunak Gupta (DIN: 06624489) Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **RE-APPOINTMENT OF MRS. REVATHY ASHOK AS AN INDEPENDENT DIRECTOR AND FIXING OF REMUNERATION.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions, each as amended, (the **“Companies Act”**), Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and the Articles of Association of the Company, further to the recommendation of the Nomination and Remuneration, Mrs. Revathy Ashok, DIN:00057539 who possesses relevant expertise and experience and is not being disqualified under Section 164(2) of the Companies Act, 2013 (including the rules framed thereunder) and who has signified her consent to act as an independent director of the Company, if appointed and has submitted a declaration that she meets the eligibility criteria for independence provided in Section 149(6) of the Companies Act and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a period of FIVE consecutive years with effect from 28th July 2021 to 27th July 2026 and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Revathy Ashok, DIN: 00057539, shall be entitled to receive sitting fees of Rs. 25,000 (Rupees Twenty five thousand only) for attending each meeting of the Board and shall be entitled to receive sitting fees of Rs. 12,500 (Rupees Twelve thousand and Five Hundred only) for attending each meeting of a committee of

the Board along with fixed commission not exceeding Rs. 12.00 Lakhs (Rupees Twelve Lakhs only) per annum and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company do note the consent letter received from Mrs. Revathy Ashok, DIN:00057539, providing her consent to act as an independent director and declaration that he meets the eligibility criteria for appointment as an independent director of the Company.”

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

4. RE-APPOINTMENT OF MR. MUTHUSWAMI LAKSHMINARAYANAN AS INDEPENDENT DIRECTOR AND FIXING OF REMUNERATION.

To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions, each as amended, (the “**Companies Act**”), Regulation 16(1)(b) and 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Articles of Association of the Company, further to the recommendation of the Nomination and Remuneration, Mr. Muthuswami Lakshminarayan DIN: 00064750, who will be attaining the age of seventy five on September 6, 2021 and who possesses relevant expertise and experience and is not being disqualified under Section 164(2) of the Companies Act, 2013 (including the rules framed thereunder) and who has signified his consent to act as an independent director of the Company, if appointed and has submitted a declaration that he meets the eligibility criteria for independence provided in Section 149(6) of the Companies Act and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a period of FIVE consecutive years with effect from 28th July 2021 to 27th July 2026 and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Muthuswami Lakshminarayan DIN: 00064750, shall be entitled to receive sitting fees of Rs. 25,000 (Rupees Twenty five thousand only) for attending each meeting of the Board and shall be entitled to receive sitting fees of Rs. 12,500 (Rupees Twelve thousand and Five Hundred only) for attending each meeting of a Committee of the Board along with fixed commission not exceeding Rs. 12.00 Lakhs (Rupees Twelve Lakhs only) per annum and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company do note the consent letter received from Mr. Muthuswami Lakshminarayan DIN: 00064750, providing his consent to act as an independent director and declaration that he meets the eligibility criteria for appointment as an independent director of the Company.

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

5. RE-APPOINTMENT OF MR. SYLVAIN BILAINE AS INDEPENDENT DIRECTOR AND FIXING OF REMUNERATION.

To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions, each as amended, (the “**Companies Act**”), Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Articles of Association of the Company, further to the recommendation of the Nomination and Remuneration, Mr. Sylvain Bilaine DIN:00128817 who possesses relevant expertise and experience and is not being disqualified under Section 164(2) of the Companies Act, 2013 (including the rules framed thereunder) and who has signified his consent to act as an independent director of the Company, if appointed and has submitted a declaration that he meets the eligibility criteria for independence provided in Section 149(6) of the Companies Act and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a period of ONE year with effect from 28th July 2021 to 27th July 2022 and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sylvain Bilaine (DIN:00128817), shall be entitled to receive sitting fees of Rs. 25,000 (Rupees Twenty five thousand only) for attending each meeting of the Board and shall be entitled to receive sitting fees of Rs. 12,500 (Rupees Twelve thousand and Five Hundred only) for attending each meeting of a Committee of the Board along with fixed commission not exceeding Rs. 12.00 Lakhs (Rupees Twelve Lakhs only) per annum and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company do note the consent letter received from Mr. Sylvain Bilaine DIN:00128817, providing his consent to act as an independent director and declaration that he meets the eligibility criteria for appointment as an independent director of the Company.

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

6. AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. F.R. SINGHVI

To consider and if thought fit to pass, with or without modification/s, following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant the provisions of Section 152, 196, 197 read with schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the terms of appointment of Mr. Fatheraj Singhvi (DIN: 00233146), who is presently the Joint Managing Director for a term of five years with effect from August 6, 2019 and not liable to retire by rotation are hereby amended. He will, with effect from March 18, 2021 be liable to retire by rotation. All other terms and conditions of his appointment will however remain unchanged as per resolution approved by the shareholders on 27th September 2019.

7. OFFER OF EQUITY SHARES OF THE COMPANY IN AN OFFER FOR SALE BY THE SELLING SHAREHOLDERS IN THE INITIAL PUBLIC OFFER OF THE COMPANY

To consider and if thought fit to pass, with or without modification/s, following resolution as a Special Resolution:

“**RESOLVED THAT** subject to the consent of Securities and Exchange Board of India (“**SEBI**”), Government of India, Reserve Bank of India (“**RBI**”), Registrar of Companies, Karnataka at Bangalore (“**RoC**”), and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board), and in accordance with applicable provisions of the Companies Act, 2013, as amended (“**Companies Act**”), the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including without limitation, Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable regulations and guidelines issued by SEBI, the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the RBI and the uniform listing agreements to be entered into with the relevant stock exchanges where the Equity Shares are proposed to be listed, the shareholders hereby takes note of the proposal to undertake an initial public offering of equity shares of ₹2 each of the Company (“**Equity Shares**”) through an offer for sale by Client Ebene Limited, CVCIGP II Employee Ebene Limited (collectively the “**Investor Selling Shareholders**”), S. Sekhar Vasan, Fatheraj Singhvi, Lalitha Singhvi, Praveen Singhvi, Lata Singhvi, Tara Singhvi, Indira Singhvi, Unni Rajagopal K and Devappa Devaraj (the “**Other Selling Shareholders**”, collectively with the Investor Selling Shareholders, the “**Selling Shareholders**”) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share or discount as may be fixed and determined by the Company in consultation with the BRLMs and the Selling Shareholders, within the price band as determined by the Company and the Investor Selling Shareholders in consultation with the BRLMs and the Other Selling Shareholders, to such category of persons who may or may not be shareholders of the Company including anchor investors, if any, one or more of the members, employees in accordance with the

SEBI Regulations or other provisions of law as may be prevailing at that that time (the “Offer”).”

RESOLVED FURTHER THAT the Equity Shares transferred in the Offer for Sale shall continue to be subject to the Memorandum of Association and the Articles of Association of the Company and shall continue to rank pari passu in all respects with the existing equity shares of the Company that are not being offered in the Offer for Sale, including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and any other committee thereof, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the securities are to be allotted or transferred, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors with the consent of Investor Selling Shareholder and in consultation with the BLRMs and the Other Selling Shareholders and in accordance with the SEBI ICDR Regulations, the number of securities to be allotted or transferred in each tranche, the determination of the minimum subscription for the Offer, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit, approval of the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”), withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the Selling Shareholders and BRLMs, provided that the size of the Offer, the timing of the Offer and the price band for the Offer shall be determined by the Board, or any committee thereof with the consent of the Investor Selling Shareholder and in consultation with the Other Selling Shareholders and the BRLMs, and to do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, transfer and allotment of the Equity Shares, and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.”

RESOLVED FURTHER THAT of such Equity Shares to be issued under the Offer as are not allocated may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds/foreign institutional investors/bodies corporate/such other persons or otherwise as the Board may, subject to Applicable Laws, in its absolute discretion, and in consultation with the Investor Selling Shareholders, decide.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

8. ADOPTION OF AMENDED SANSERA ENGINEERING LIMITED EMPLOYEE STOCK OPTION PLAN, 2015.

To consider and if thought fit to pass, with or without modification/s, following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to the earlier resolution passed by the shareholders on August 3, 2018, pursuant to the Ministry of Finance, Government of India, issuing the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Securities and Exchange Board of India notifying the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and certain amendments to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (“**SEBI ESOP Regulations**”), the amended Sansera Engineering Limited Employee Stock Option Plan, 2015 (“**ESOP 2015**”) be and is hereby approved.

RESOLVED FURTHER THAT the Board which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings/application with the regulatory authorities, to effectively implement this resolution.”

9. ADOPTION OF AMENDED SANSERA ENGINEERING LIMITED EMPLOYEE STOCK OPTION PLAN, 2018.

To consider and if thought fit to pass, with or without modification/s, following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to the earlier resolution passed by the shareholders on August 8, 2018, pursuant to the Ministry of Finance, Government of India, issuing the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Securities and Exchange Board of India notifying the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and certain amendments to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (“**SEBI ESOP Regulations**”), the amended Sansera Engineering Limited Employee Stock Option Plan, 2018 (“**ESOP 2018**”) be and is hereby approved.

RESOLVED FURTHER THAT the Board which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings/application with the regulatory authorities, to effectively implement this resolution.”

10. RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.

To consider and if thought fit, to convey assent and dissent to the following Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31st March, 2022, be paid a remuneration not exceeding INR 300,000/- (Rupees Three Lakhs only) plus service tax as applicable and reimbursement of out of pocket expenses.in addition to reimbursement of out of pocket expenses and conveyance as recommended by the audit committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution”.

11. ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any, and in order to align the articles of association of the Company with the requirements of the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the set of existing Articles of Association, as placed before the shareholders of the Company be and is hereby substituted with the amended set of Articles of Association placed before the shareholders of the Company and the same be approved and be adopted as the new Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the board of directors including a Committee thereof if any, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Karnataka at Bangalore.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

By Order of the Board
Sansera Engineering Limited



Rajesh Kumar Modi
Company Secretary
M.No. F5176

Place: Bangalore
Date: May 31, 2021

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. A person can act as a proxy on behalf of members and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. MGT-11 is annexed herewith.
3. Members are also requested to confirm their E-mail ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts.
4. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.
5. Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote the Annual General Meeting.
6. Route map of the venue is attached.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS 3 TO 11 ARE GIVEN BELOW AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 3: RE-APPOINTMENT OF MRS. REVATHY ASHOK AS AN INDEPENDENT DIRECTOR

The shareholders of the Company had appointed Mrs. Revathy Ashok as an Independent Director of the Company in the meeting of shareholders of the Company held on July 28, 2018 for a period of three years with effect from July 28, 2018. Her present tenure of appointment is ending on 27th July 2021. The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee in their meeting held on March 18, 2021 has recommended re-appointment of Mrs. Revathy Ashok (DIN: 00057539) as an Independent Director for a further period of five (5) consecutive years with effect from July 28, 2021 subject to approval of the shareholders of the Company.

The Directors or any of the key managerial personnel of the Company or any relatives of the Directors or key managerial personnel of the Company are not in any way concerned or interested in the resolutions to the extent of their proposed appointment as directors.

The Board recommends Item no. 3 forming part of the Notice for your approval by way of a Special Resolution.

Mrs. Revathy Ashok meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with rule 5 of Companies (Appointment and Qualifications of Directors), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and she is eligible for re-appointment as an Independent Director of the Company.

She is not disqualified from being appointed as an Independent Director in terms of Section 164 of Companies Act, 2013. Further, she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Detailed Profile

Pursuant to Secretarial Standard-2 issued by ICSI and Regulation 36 of SEBI Listing Regulations, a brief profile of Mrs. Revathy Ashok and other information pertaining to her appointment are given below:

Name of the Director	Mrs. Revathy Ashok
DIN	00057539
Date of Birth and Age	16-Jan-1959 (approx. 63 years)
Nationality	Indian

Date of First Appointment on the Board	28-July-2018
Expertise in specific functional area	Finance, Accounting and Taxation
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	PGDBM from IIM, Bangalore. Mrs. Revathy has an experience in the field of finance, and she was the chief financial officer of Syntel Inc and the Managing Director, Head – Finance of Tishman Speyer India Private Limited.
No. of Board Meetings attended during the year as a Director	4 meetings in the financial year 2020-21.
Directorships held in Listed Companies	Astrazeneca Pharma India Limited, Welspun Corp Limited, ADC India Communications Limited, Qness Corp Limited,
Memberships / Chairmanships of Committees of other Boards	Membership: Stakeholders Relationship Committee of ADC India Communications Limited; Stakeholders Relationship Committee of Qness Corp Limited; Audit Committee of Qness Corp Limited; Stakeholders Relationship Committee of Astrazeneca Pharma India Limited; Chairperson: Audit Committee of ADC India Communications Limited; Astrazeneca Pharma India Limited; Microland Limited and Shell MRPL Aviation Fuels and Services Limited.
Number of Shares held in the Company	Nil
Remuneration last drawn excluding sitting fees	Fixed Commission: Rs.6.00 Lakhs for the financial year 2020-21.
Relationships between Directors inter-se	Nil
Occupation	Management Consultants.

The Board recommends the passing of the Resolution at Item No.3 as a Special Resolution.

Except Mrs. Revathy Ashok, none of the Directors or Key Managerial Personnel or their relatives is concern or interested in the proposed resolution.

ITEM NO. 4: RE-APPOINTMENT OF MR. MUTHUSWAMI LAKSHMINARAYAN AS AN INDEPENDENT DIRECTOR

The shareholders of the Company had appointed Mr. Muthuswami Lakshminarayan DIN: 00064750 as an Independent Director of the Company in the meeting of shareholders of the Company held on July 28, 2018 for a period of three years with effect from July 28, 2018. His present tenure of appointment is ending on 27th July 2021. The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee in their meeting held on March 18, 2021 has recommended re-appointment of Mr. Muthuswami Lakshminarayan DIN: 00064750 as an Independent Director for a further period of five (5) consecutive years with effect from July 28, 2021 subject to approval of the shareholders of the Company.

Additionally, in terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, which will be applicable on the Company from the date when the equity shares of the Company are listed on the stock exchanges, any director who has attained the age of 75, may continue to hold such post or be appointed to such post only upon approval by the shareholders of the company by passing a special resolution. Mr. Muthuswami Lakshminarayan, who is presently 74 years will be turning 75 on September 6, 2021. The Company wishes to retain Mr. Muthuswami Lakshminarayan as a Non-Executive Independent Director for a second term of 5 years (inspite of his age close to 75 years) in light of his vast knowledge and enrich experience which has contributed immensely to the growth of the Company.

The Directors or any of the key managerial personnel of the Company or any relatives of the Directors or key managerial personnel of the Company are not in any way concerned or interested in the resolutions to the extent of their proposed appointment as directors.

The Board recommends Item no. 4 forming part of the Notice for your approval by way of a Special Resolution.

Mr. Muthuswami Lakshminarayan DIN: 00064750 meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with rule 5 of Companies (Appointment and Qualifications of Directors), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and he is eligible for re-appointment as an Independent Director of the Company.

He is not disqualified from being appointed as an Independent Director in terms of Section 164 of Companies Act, 2013. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Detailed Profile

Pursuant to Secretarial Standard-2 issued by ICSI and Regulation 36 of SEBI Listing Regulations, a brief profile of Mr. Muthuswami Lakshminarayan DIN: 00064750 and other information pertaining to his re- appointment are given below:

Name of the Director	Mr. Muthuswami Lakshminarayan
DIN	00064750
Date of Birth and Age	07-Sep- 1946 (approx. 74 years)
Nationality	Indian
Date of First Appointment on the Board	28-July-2018
Expertise in specific functional area	Finance, Management Consultants etc
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<p>Mr. Muthuswami Lakshminarayan holds a master's degree in technology from Indian Institute of Technology, Bombay. He spent over 22 years at Bosch. He retired after serving on the board of Bosch Limited as a Managing Director for nine years. He spent over eight years at Harman International (India) Private Limited in the capacities of Managing Director, Country Manager, India and Advisory Chairman.</p> <p>He chairs the Board of Directors of WABCO (India) Ltd, TVS Automotive Solutions Pvt Ltd., and is an Independent Director with TVS Electronics Ltd., Kirloskar Oil Engines Ltd., Wendt(India)Ltd., ASM Technologies Ltd., Brose Automotive (India) Pvt Ltd., Kostal (India) Private Limited; and Advisor to Board of Directors of ZF Germany.</p>
No. of Board Meetings attended during the year as a Director	3 meetings in the financial year 2020-21
Directorships held in Listed Companies	Kirloskar Oil Engines Limited, Suprajit Engineering Limited, TVS Electronics Limited, Wabco India Limited, Wendt India Limited and ASM Technologies Limited.
Memberships / Chairmanships of Committees of other Boards	<p>Member: a) Audit Committee of WABCO India Limited;</p> <p>b) Audit Committee of ASM Technologies Limited;</p> <p>c) Audit Committee of Wendt (India) Limited;</p>

	Chairman: a) Stakeholders Relationship Committee of WABCO India Limited b) Audit Committee of TVS Electronics Limited c) Audit Committee of Kirloskar Oil Engines Limited
Number of shares held in the Company	Nil
Remuneration last drawn (excluding sitting fees)	Fixed Commission: Rs.6.00 Lakhs for the financial year 2020-21.
Relationships between Directors inter-se	Nil
Occupation	Advisors/ Consultants

The Board recommends the passing of the Resolution at Item No.4 as a Special Resolution.

Except Mr. Muthuswami Lakshminarayan, none of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

ITEM NO.5: RE-APPOINTMENT OF MR. SYLVAIN BILAINE AS AN INDEPENDENT DIRECTOR

The shareholders of the Company had appointed Mr. Sylvain Bilaine (DIN:00128817) as an Independent Director of the Company in the meeting of shareholders of the Company held on July 28, 2018 for a period of three years with effect from July 28, 2018. His present tenure of appointment is ending on 27th July 2021. The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee in their meeting held on March 18, 2021 has recommended re-appointment of Mr. Sylvain Bilaine (DIN:00128817) as an Independent Director for a further period of ONE (1) year with effect from July 28, 2021 subject to approval of the shareholders of the Company.

The Directors or any of the key managerial personnel of the Company or any relatives of the Directors or key managerial personnel of the Company are not in any way concerned or interested in the resolutions to the extent of their proposed appointment as directors.

The Board recommends Item no. 5 forming part of the Notice for your approval by way of a Special Resolution.

Mr. Sylvain Bilaine (DIN:00128817) meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with rule 5 of Companies (Appointment and Qualifications of Directors), 2014 and Regulation 16(1)(b) of SEBI Listing Regulations and he is eligible for re-appointment as an Independent Director of the Company.

He is not disqualified from being appointed as an Independent Director in terms of Section 164 of Companies Act, 2013. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Detailed Profile

Pursuant to Secretarial Standard-2 issued by ICSI and Regulation 36 of SEBI Listing Regulations, a brief profile of Mr. Sylvain Bilaine (DIN:00128817) and other information pertaining to his re- appointment are given below:

Name of the Director	Mr. Sylvain Bilaine
DIN	00128817
Date of Birth and Age	13-April-1954 (approx. 67 years)
Nationality	French
Date of First Appointment on the Board	28-July-2018
Expertise in specific functional area	Consultants, Advisors and Strategic decision makers.
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Sylvain holds an engineering degree in electro chemistry and electro metallurgy from the National Higher College, Polytechnic National Institute of Grenoble. He has also successfully completed the program for executive development from the International Institute for Management Development in Lausanne, Switzerland. He has previously worked at Renault for 26 years. Later, he founded and managed SY. B Consulting a limited liability company involved in the business of management consulting and international business development.
No. of Board Meetings attended during the year as a Director	4 meetings in the financial year 2020-21
Directorships held in Listed Companies	Nil
Number of shares held in the Company	Nil
Memberships / Chairmanships of Committees of other Boards	Nil
Remuneration last drawn excluding sitting fees	Fixed Commission: Rs.5.30 Lakhs for the financial year 2020-21 (paid in FY 2021-22).

Relationships between Directors inter- se	Nil
Occupation	Consultant

The Board recommends the passing of the Resolution at Item No.5 as a Special Resolution.

Except Mr. Sylvain Bilaine, none of the Directors or Key Managerial Personnel or their relatives is concern or interested in the proposed resolution.

ITEM NO. 6: AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. FATHERAJ SINGHVI

The Company intends to list its equity shares on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with the equity shares of the Company. Once the equity shares of the Company are listed on the stock exchanges, provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) will be applicable on the Company.

Mr. Fatheraj Singhvi has been appointed as the Joint Managing Director for a term of five years with effect from August 6, 2019 not liable to retire by rotation pursuant to board resolution dated August 6, 2019 and shareholder’s resolution dated 27th Sep 2019.

In order to be compliant with the provisions of the SEBI Listing Regulations and the Companies Act, 2013, Mr. Fatheraj Singhvi is now proposed to retire by rotation with effect from 18th March 2021 with all other terms and conditions of his appointment remaining unchanged as per resolution approved by the shareholders on 27th September 2019.

The Board recommends the passing of the Resolution at Item No.6 as a Special Resolution.

Except Mr. Fatheraj Singhvi, none of the Directors or Key Managerial Personnel or their relatives is concern or interested in the proposed resolution.

ITEM NO. 7: OFFER OF EQUITY SHARES OF THE COMPANY IN AN OFFER FOR SALE BY THE SELLING SHAREHOLDERS IN THE INITIAL PUBLIC OFFER OF THE COMPANY

The Company intends to list its equity shares on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with the equity shares of the Company. For this purpose, it is intended to undertake an initial public offering of the equity shares of face value of ₹2 each (the “**Equity Shares**”) of the Company (the “**Offer**”). (i) CVCIGP II Client Ebene Limited and CVCIGP II Employee Ebene Limited (collectively, the “**Investor Selling Shareholders**”), and (ii) Fatheraj Singhvi, Lalita Singhvi, Praveen Singhvi, Lata Singhvi, Jayaraj Singhvi, Tara Singhvi, Indira Singhvi, S Sekhar Vasan, Unni Rajagopal K and D Devaraj (collectively, the “**Other Selling Shareholders**” together with the Investor

Selling Shareholders, the “**Selling Shareholders**”) intend to offer certain Equity Shares in the Offer. The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers and the Selling Shareholders and other advisors and subject to applicable regulatory approvals.

The Equity Shares held by the Lalita Singhvi, Praveen Singhvi, Lata Singhvi, Jayaraj Singhvi, Tara Singhvi and Indira Singhvi (collectively, the “**Singhvi Selling Shareholders**”) are held by Mr. Fatheraj Singhvi as a trustee for the benefit of the Singhvi Selling Shareholders.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Board has in its meeting held on March 18, 2021 approved the Offer, subject to applicable provisions of the law and the approval of the members of the Company.

The Company will not make an offer of Equity Shares to any of the promoters, the promoter group, subsidiaries or associates of the Company in the Offer. However, the Directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI Regulations.

No change in control of the Company or its management is intended or expected pursuant to the Offer.

None of the Directors, key managerial personnel, managers of the Company or the relatives of the aforementioned persons are interested in the said resolution, except to the extent of equity shares being sold by them as part of the offer for sale in the Offer.

The Board recommends the resolutions in Item No.7 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to authorize the Offer and all matters related thereto under the applicable provisions of the Companies Act, 2013, as amended.

ITEM NO. 8 AND 9: ADOPTION OF AMENDED SANSEERA ENGINEERING LIMITED EMPLOYEE STOCK OPTION PLAN, 2015 AND EMPLOYEE STOCK OPTION PLAN, 2018.

The Securities and Exchange Board of India (“**SEBI**”) issued the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) in supersession of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Ministry of Finance, Government of India, issued the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA Non-Debt Instrument Rules**”) in supersession of the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 and certain amendments were notified to the SEBI (Share Based Employee Benefits) Regulations 2014.

In light of the above, the Board, on recommendation of the Nomination & Remuneration Committee, has decided to make certain amendments to the current Sansera Engineering Limited Employee Stock Option Plan, 2015 (“**ESOP 2015**”) and the Sansera Engineering Limited Employee Stock Option Plan, 2018 (“**ESOP 2018**”).

Further, the Board has recommended that the ESOP 2015 and ESOP 2018 be amended to provide that if any Option granted under the ESOP 2015 and ESOP 2018 surrendered, lapses, expires, is forfeited or cancelled or becomes un-exercisable due to any reason, under any provision of the Plan, such Option shall be added back to the Options available for further grants under the respective schemes.

The amendments made are not detrimental to the interests of the employees of the Company or the option holders.

The Board recommends the resolutions set out at Item No. 8 and 9 of the accompanying notice for your approval

None of the Directors or Key Managerial Personnel of the Company and their relatives are interested in the said resolution set out at item no. 8 and 9 of the accompanying notice.

ITEM NO.10: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors appointed M/s. Rao, Murthy and Associates, as Cost Auditor for conducting the Cost Audit for the financial year ending 31st March, 2022, on a remuneration not exceeding INR 300,000/- (Rupees Three Lakhs only) plus service tax as applicable and reimbursement of out of pocket expenses. Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No.10 of the Notice. The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 10 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 10 of the accompanying notice.

ITEM NO. 11: ADOPTION OF THE ARTICLES OF ASSOCIATION

In view of the initial public offering, the Company needs to amend and adopt new set of Articles of Association (“**AoA**”) in line with those applicable to Public Listed Companies. Therefore, the Company proposes to amend and adopt new set of Articles of Association.

Copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Annual General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The Board recommends the resolutions in Item No. 11 of the Notice for your approval as a special resolution.

None of the directors or key managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

for Sansera Engineering Limited



Rajesh Kumar Modi
Company Secretary
M.No. F5176

Place: Bengaluru
Date: May 31, 2021

ATTENDANCE SLIP
(To be presented at the entrance)

39TH ANNUAL GENERAL MEETING ON 2ND JUNE 2021 AT 10.30 A.M. (IST)
Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area, Anekal Taluk
Bangalore 560105

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

SANSERA ENGINEERING LIMITED

Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area,
Anekal Taluk Bangalore 560105

MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the Member(s) :

Registered Address :

E-mail id :

Folio No. / Client ID No. :

DP ID No :

I/ We, being the member(s) of **Sansera Engineering Limited** hereby appoint

1. Name:

Address.....

E-mail

Signature

2. Name:.....

Address.....

E-mail

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on June 02, 2021 at 10.30 A.M. (IST) at Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area, Anekal Taluk Bangalore 560105 and at any adjournment thereof in respect of such resolutions as mentioned in the notice of 39th AGM of the Company.

Signed this ____ day of _____ 2021

Signature of shareholder _____

Signature of Proxyholder(s) _____

NOTE: This Form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

