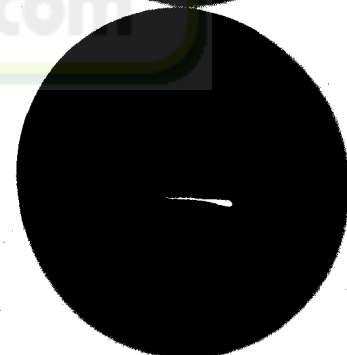
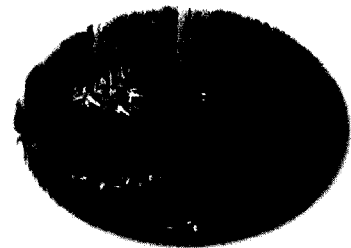
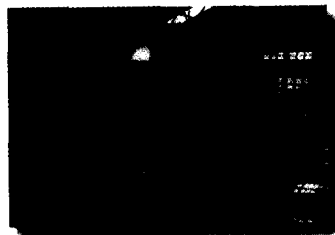


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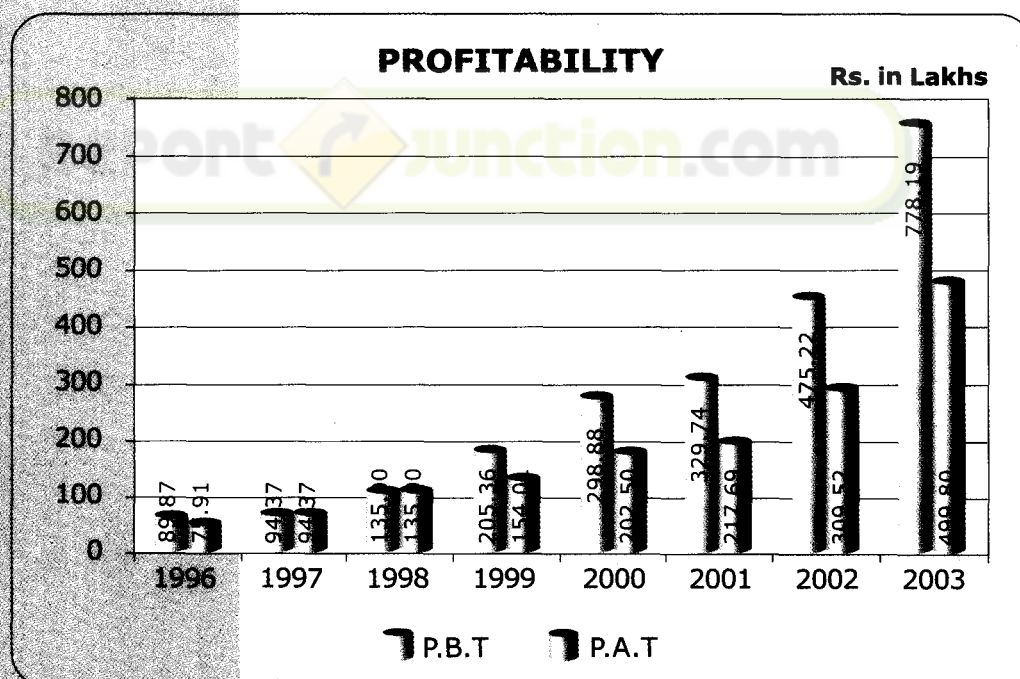
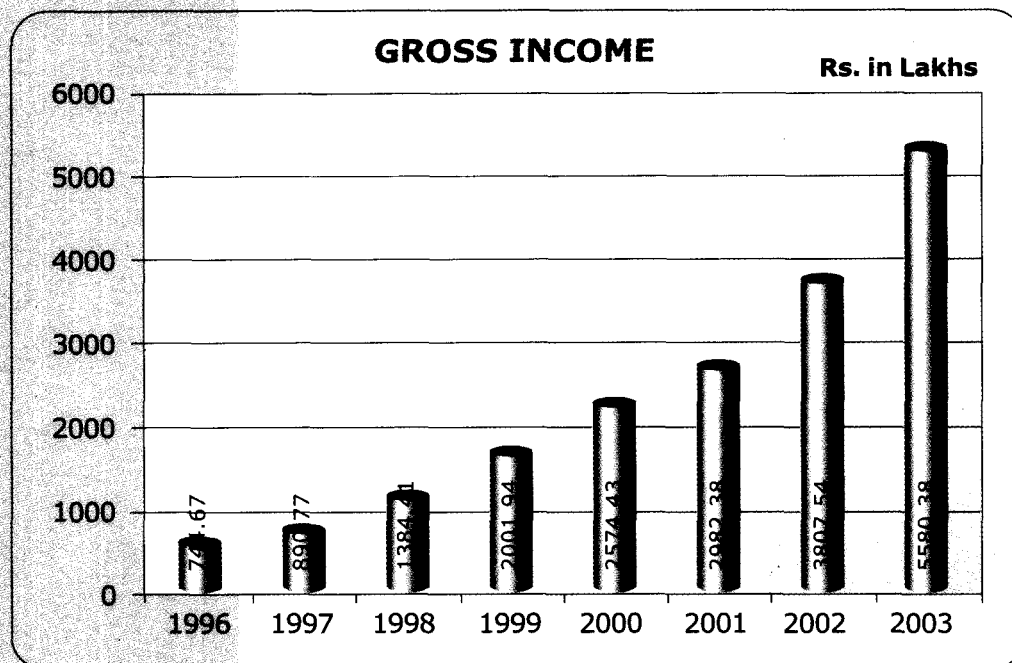
Automotive Cables • Speedometers • Components



Suprajit Engineering Limited



ISO 9001 & 14001 REGISTERED FIRM
DNV Certification B. V., THE NETHERLANDS



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BOARD OF DIRECTORS**M.R.B. Punja**

Chairman

S.R. Singh

Director

M.Jayarama Shetty

Director

K. Ajith Kumar Rai

Managing Director

COMPANY SECRETARY

Medappa Gowda J

AUDITORS

T R Varadarajan & Associates

Chartered Accountants

REGISTRARS AND SHARE**TRANSFER AGENTS**

Alpha Systems Private Limited

No. 30, Ramana Residency

4th Cross, Sampige Road

Malleswaram, Bangalore - 560 003

STOCK EXCHANGES

Bangalore Stock Exchange Limited

The Stock Exchange, Ahmedabad

Madras Stock Exchange Limited

The Stock Exchange, Mumbai

REGISTERED OFFICE

Plot No. 100

Bommasandra Indl. Area

BANGALORE - 562 158

Karnataka

WORKS**Cable Division**

Plot No. 100 & 132

Bommasandra Indl. Area

BANGALORE - 562 158

Karnataka

No. 164 & 165, Sector - 3

IMT Manesar

Gurgaon District

Haryana - 122 001

No. B-13, MIDC

Chakan Industrial Area

Pune - 410501

Maharashtra

Instrument Division

No. 25,26,27A (Part)

Doddaballapur Indl. Area

BANGALORE - 561 203

Karnataka

BANKERS

The Bank of Novascotia

Syndicate Bank



**Suprajit
Engineering
Limited**

**Regd. & Corporate Office:
No.100, Bommasandra Industrial Area,
Bangalore - 562158 Tel: +91 80 7833827/28**

**MEETING OF CREDITORS
OF
SUPRAJIT ENGINEERING LIMITED**

As directed by the Hon'ble High Court of Karnataka by its order dated
30th May 2003 in Company Application No. 371/2003

Date : July 12, 2003

Time : 12. 00 Noon

**Venue : Regd. Office: No.100,
Bommasandra Indl. Area
Bangalore - 562 158.**

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IN THE HIGH COURT OF KARNATAKA AT BANGALORE

Original Jurisdiction

In the matter of the Companies Act, 1956

a n d

In the matter of Sections 391 to 394 of the Companies Act, 1956

a n d

In the matter of SUPRAJIT ENGINEERING LIMITED

a n d

In the matter of Scheme of Amalgamation of Shah Concabs Private Limited with
Suprajit Engineering Limited

Company Application No.371 of 2003

Suprajit Engineering Limited,
Regd. Office: No.100, Bommasandra
Industrial Area,
Bangalore-562 158.

APPLICANT

**NOTICE CONVENING MEETING OF THE CREDITORS OF
SUPRAJIT ENGINEERING LIMITED**

To:
The Creditors of Suprajit Engineering Limited

TAKE NOTICE that by an Order made on the 30th day of May, 2003, in the above Company Application, the Hon'ble High Court of Karnataka at Bangalore has directed that a meeting of the Creditors of the Applicant Company be convened and held at Regd. Office, No.100, Bommasandra Industrial Area, Bangalore - 562 158 on Saturday, the 12th day of July, 2003, at 12.00 noon for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of Shah Concabs Private Limited with Suprajit Engineering Limited.

TAKE FURTHER NOTICE that in pursuance of the said Order, a meeting of the said Creditors of the Applicant Company will be held at Regd. Office, No.100, Bommasandra Industrial Area, Bangalore - 562 158 on Saturday, the 12th day of July, 2003, at 12.00 noon at which time and place, you are requested to attend.

The Court has appointed Shri M R B Punja, Chairman, or failing him, Shri K Ajith Kumar Rai, Managing Director, of the Applicant Company to be the Chairman of the said meeting.

A copy of the Scheme of Amalgamation, the Statement under Section 393 of the Companies Act, 1956 and Attendance Slip are enclosed.

Dated this 12th day of June 2003

M R B PUNJA
Chairman appointed for the Meeting

IN THE HIGH COURT OF KARNATAKA AT BANGALORE

Original Jurisdiction

In the matter of the Companies Act, 1956

a n d

In the matter of Sections 391 to 394 of the Companies Act, 1956

a n d

In the matter of SUPRAJIT ENGINEERING LIMITED

a n d

In the matter of Scheme of Amalgamation of Shah Concabs Private Limited with
Suprajit Engineering Limited

Company Application No.371 of 2003

Suprajit Engineering Limited,
Regd. Office: No.100, Bommasandra
Industrial Area,
Bangalore-562 158.

APPLICANT

STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956:

1. This is a statement accompanying the Notice convening the meetings of the equity shareholders and creditors of Suprajit Engineering Limited, the Applicant Company, which have been convened pursuant to the directions of the Hon'ble High Court of Karnataka for the purposes of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation whereunder the company known as Shah Concabs Private Limited is proposed to be merged with the Applicant Company. The resolutions to be submitted at the said meetings will read as follows:

"RESOLVED THAT pursuant to Sections 391,393 and 394 of the Companies Act, 1956 and other applicable provisions, if any of the said Act, and subject to the sanction by the Hon'ble High Court of Karnataka, the Scheme of Amalgamation placed before the meeting and initialled by the Chairman of the meeting for purposes of identification whereunder the company known as Shah Concabs Private Limited is proposed to be merged with the Applicant Company, be and is hereby approved.

FURTHER RESOLVED THAT the Directors of the Applicant Company be and are hereby authorised to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Karnataka while sanctioning the Scheme."

2. The reasons which have necessitated the proposed Scheme of Amalgamation are summarised as hereunder:
 - a) The Applicant Company was incorporated during the year 1985 to carry on the business of trading and manufacturing of control cables, speedometer etc. The Transferor Company was established in the year 1984 and is engaged in the same

business. The Transferor Company has a plant at Vapi which is about 150 K.Ms. from Mumbai and it is one of the largest and established cable manufacturers in India. During the month of September 2002, the Applicant Company acquired 100% shareholding of the Transferor Company and accordingly the Transferor Company became a Wholly Owned Subsidiary of the Applicant Company. The Transferor Company being a Wholly Owned Subsidiary, is supported by the Applicant Company. The Directors of both the companies are of the opinion that if both the companies are amalgamated as one single unit, it would be beneficial and more profitable in the long run. The Applicant Company and the Transferor Company are profit making companies.

- b) On considering the facts and circumstances and benefits, the Board of Directors of the Applicant Company have approved the Scheme of Amalgamation whereunder the Transferor Company is proposed to be merged with the Applicant Company.
3. The salient features of the proposed Scheme of Amalgamation are as follows:
 - a) The scheme will be effective from the transfer date, that is from 01.04.2003.
 - b) Since both the companies are engaged in similar business activities viz., that of manufacture of automotive cables and certain other related products, it would result in operation synergy besides economy in operational costs.
 - c) Since the business activities of both the companies are similar, operating costs will be considerably reduced and the amalgamated company will be able to operate more economically and efficiently resulting in better turnover and profits.
 - d) Infrastructural facilities of both the companies can be pooled together and can be better utilised to the advantage of the amalgamated company.
 - e) The amalgamated company will have the multiple benefits of financial resources, managerial and technical expertise of both the companies.
 - f) The amalgamated company will have the benefits of the combined reserves, manufacturing and other assets, manpower and cash flows of both the companies. The combined resources of the amalgamated company will be conducive to enhance its capability to face competition in the market place more effectively.
 4. Since the Transferor Company is a Wholly Owned Subsidiary of the Applicant Company, upon the scheme being sanctioned by this Hon'ble Court and the transfers having been effected as provided under the Scheme of Amalgamation, the shares held by the Applicant Company in the Transferor Company will be cancelled and extinguished. Accordingly, there will be no issue and allotment of shares of the Applicant Company to the shareholders of the Transferor Company upon the Scheme of Amalgamation becoming effective.
 5. The current assets and bank balance of the Applicant Company are more than sufficient to meet the liabilities of all the creditors of the Transferor Company and the Applicant Company and that the creditors of both the companies will not be adversely affected by the proposed Scheme of Amalgamation.
 6. The amalgamated company with the pooling of resources of both the companies shall have more than sufficient assets to cover the liabilities of the company towards its creditors.

7. The proposed amalgamation is sought to be made under the provisions of Sections 391 to 394 of the Companies Act, 1956 and the same if sanctioned by this Hon'ble High Court will take effect from 1.4.2003.
8. Under the proposed Scheme of Amalgamation the entire liabilities of the Transferor Company will be taken over by the Applicant Company from 01.4.2003, the Transfer Date.
9. Mr. K Ajith Kumar Rai, Director of the Applicant Company being Director of the Transferor Company be deemed to be interested in the Scheme of Amalgamation.
10. This Statement may also be treated as an Explanatory Statement under Section 173 of the Companies Act, 1956.
11. Copies of the following documents are open for inspection at the registered offices of the Applicant Company and the Transferor Company viz., Shah Concabs Private Limited between 11.00 a.m. and 1.00 p.m. on any working day:
 - i) Memorandum and Articles of Associations of both the companies.
 - ii) Annual Reports of both the companies for the year ended March 31, 2003 containing the audited balance sheet, profit and loss account, Directors' Report, Auditors Report.
 - iii) Scheme of Amalgamation.
 - iv) Certified copy of the order dated 30.05.2003 passed by the Hon'ble High Court of Karnataka, Bangalore convening this meeting.
12. After the scheme is approved by you, it will be further subject to the approval by the Hon'ble High Court of Karnataka.

Dated this the 12th day of June 2003.

M R B Punja
Chairman appointed for the Meeting.