



**Suprajit
Engineering
Limited**

Registered & Corporate Office :

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Corporate Identity Number (CIN) : L29199KA1985PLC006934



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD
OF DIRECTORS AT ITS INVESTMENT COMMITTEE MEETING HELD ON
22ND FEBRUARY, 2016 AT THE REGISTERED OFFICE OF THE COMPANY
AT 100, BOMMASANDRA INDUSTRIAL AREA, ANEKAL TALUK,
BENGALURU-560099**

**"To consider and approve the closing of the Qualified Institutions
Placement and the matters incidental thereto**

"RESOLVED THAT pursuant to the powers conferred upon the Committee by the Board of Directors of the Company in connection with the proposed Placement of Securities to Qualified institutional Buyers ("QIBs") pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), Section 23, 42,62 and any other applicable provisions of the Companies Act, 2013, as amended and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the "Issue") and as approved by the Board pursuant to a resolution passed thereby at its meeting held on February 3, 2015 and by the Shareholders of the Company pursuant to a Special Resolution passed dated March 23, 2015, and as opened pursuant to the resolution passed by the Committee at its meeting dated February 17, 2016, the bid period in connection with the Issue be and is hereby declared as closed on the date of this resolution with immediate effect.

RESOLVED FURTHER THAT in respect of the issue of Equity Shares of the Company of face value of Re. 1/- each, ("Equity Shares") by the Company to Qualified Institutional Buyers ("QIBs") in terms of the Issue, the Company be and is hereby authorized to issue and allot up to 1,13,18,774 Equity Shares at a price of Rs. 132.50/- per Equity Share (including Rs.131.50/- towards share premium), aggregating to Rs. 1,49,97,37,555 (Rupees One Hundred and Forty Nine Crore Ninety Seven Lakh Thirty Seven Thousand Five Hundred and Fifty Five Only ("Issue Price"), to successful bidders who are QIBs, in accordance with the terms and conditions of the preliminary Placement Document, the Issue

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RESOLVED FURTHER THAT the Placement Document, in respect of the issue of 1,13,18,774 Equity Shares of the Company, for an aggregate amount of Rs.1,49,97,37,555 by the Company, to the QIBs in terms of the Issue, as per the copy placed before the QIP Committee for the purpose of identification, be and is hereby adopted and approved for filing with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**")."

RESOLVED FURTHER THAT the Confirmation of Allocation Note, as per the copy placed before the QIP Committee for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the serially numbered copies of the Placement Document, together with the serially numbered copies of the Confirmation of Allocation Note, be sent to such eligible QIBs to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Mr. Medappa Gowda J, be and are hereby severally authorized to sign the placement document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the Placement Document, and make any changes to the Placement Document that he, at his absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the placement document as may be necessary or desirable.

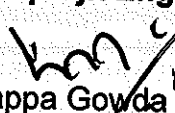
RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Mr. Medappa Gowda J, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to delivering the Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under the Companies Act, 2013, as amended with the Registrar of Companies, Bangalore, Karnataka and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the common seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the ICDR Regulations, the Companies Act,

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2013, as amended and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time

For Suprajit Engineering Limited,


Medappa Gowda J.
Company Secretary
Membership No.4111