SUPRAJIT ENGINEERING LIMITED

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POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To

The Members of Suprajit Engineering Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") (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, pass, the resolutions noted herein below by way of postal ballot.

The Resolutions along with the Explanatory Statements setting out the material facts are as follows:

SPECIAL BUSINESS:

1. Acceptance of Deposits :

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

"RESOLVED THAT approval be and is hereby accorded in terms of Sections 73 and 76 of the Companies Act, 2013, and other applicable provisions of the Act, if any, to accept deposits from its members and from persons other than members on such terms and conditions, including the provision of security, if any, or for the repayment of such deposits with interest subject to the fulfilment of the conditions stipulated under the said Sections.

RESOLVED FURTHER THAT the compliances in respect of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, be fully met with, by the Company.

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

2. Increase In Borrowing Powers:

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

"RESOLVED that pursuant to Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) notwithstanding the fact that such borrowings together with the monies already borrowed by the Company may exceed aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of, banks or other lenders, to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the banks or other lenders.

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

3. Loans and investments:

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 Section 186 and other applicable provisions of the Companies Act, 2013, if any, approval be and is hereby accorded to the Board of Directors of the Company to:

a. give any loan to any person or other body corporate;

b. give any guarantee or provide security in connection with a loan to any other body corporate or person; and

c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as the Board may deed fit, up to Rs. 300 Crores (Rupees Three Hundred Crores only) notwithstanding that the aggregate amount of all the existing loans/ guarantees/investments together with the proposed loan and investments may exceed sixty percent of the aggregate of paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

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

4. Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association:

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

Increase in Authorised Capital:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), and all the other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- (Rupee One only) each".

Alteration in Memorandum of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 13(1) of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered in the following manner:

a) By deleting 'I', 'II', 'III', 'IV', 'V' and 'VI' and by replacing the same with '1st' '2nd', '3rd', '4th', '5th' and '6th' respectively to represent the various main clauses in the Memorandum of Association.

b) By deleting the existing Clause III (C).

c) By deleting the existing Clause 4 and by substituting the following new Clause 4 thereof as hereunder:

'4. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

d) By deleting the existing Clause 5 and by substituting the following new Clause 5 thereof as hereunder:

'5. The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- (Rupee One only) each.' "

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

5. Further issue of share capital under Section 62 by way of QIP / Preferential issue/share swap:

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

"RESOLVED THAT in accordance with the provisions of Sections 42 and 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'), Listing Agreements entered into, by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum of Association and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board') (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, whether shareholders of the Company or not, by way of Qualified Institutional Placement ('QIP')/Preferential issue/swap issue, to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed 10% existing issued and paid up share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP issue, the same shall be completed within 12 months from the date of passing of this resolution.

RESOLVED FURTHER THAT in case of QIP issue the Relevant Date for determination of the floor price of the Equity Shares to be issued shall be - i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue. ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing,

underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, documents, etc. with Lead Manager(s) and to seek the listing of such securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge or mortgage or hypothecation, if so warranted, on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers in such manner as they may deem fit."

6. Amendments to Articles of Association of the Company:

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as warranted by the aforesaid Act, Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company and as may be suggested by the Stock Exchanges in terms of the Listing Agreements executed by the Company with them, and as per the draft Articles of Association available for inspection at the Registered Office of the Company and as may be uploaded on the website of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

FURTHER RESOLVED THAT the new set of Articles of Association be and are hereby adopted by the shareholders to incorporate the provisions relating to the Companies Act, 2013 as below:

ARTICLES OF ASSOCIATION
OF
SUPRAJIT ENGINEERING LIMITED

(Company limited by shares)

(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)

PRELIMINARY

(1) In these Articles:

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

“Affiliate” in respect of any Company, means any legal entity which, controls or is controlled by that Company, or is controlled by the same individual or entity which controls that Company. For the purposes of this definition, any entity is controlled by another entity or individual where that entity or individual owns, directly or indirectly, more than fifty percent of the shares entitled to a vote at general meetings of shareholders or has the power to cause the election of a majority of the Board of Directors of the first entity.

"Article" or "these Articles" means the Articles set out herein.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

“Chairman” means the Chairman of the General Meetings and Board as referred to, in these Articles.

"the Company” or “the Corporation" means **SUPRAJIT ENGINEERING LIMITED.**

"Director" means a Director appointed to the Board of the Company.

“Managing Director” means the Managing Director or Managing Directors of the Company for the time being.

“Dividend” includes any interim dividend.

“General Meeting” means the Annual General Meeting and Extraordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the memorandum of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively under the Act.

"Month" means Calendar Month.

"Office" means the registered office for the time being of the Company.

" Paid up" includes credited as paid-up.

"Person" includes corporations as well as individuals.

"The Registrar" means the Registrar of Companies of the state in which the registered office of the Company is situated for the time being.

The word "debenture" includes debenture-stock.

"Seal" means the common seal for the time being of the Company.

"Shareholder" means any person(s) who is a holder of any class of Shares.

"Shares" and "Shares in the Company" mean all classes of shares in the Capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

(2) Unless the context otherwise requires, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act, or any statutory modification thereof in force on the date on which these Articles become binding on the Company.

1. APPLICATION OF TABLE `F'

For the matters not provided herein, the provisions contained in Table `F' shall apply to the Company.

2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, with a minimum Paid up Capital of Rupees Five lakhs or such higher paid up capital as may be prescribed and accordingly:

(i) Does not restrict the right to transfer its shares;

(ii) Does not limit the number of its members to be two hundred:

Provided further that

(A) persons who are in the employment of the company; and

(B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

(iii) does not prohibit any invitation to the public to subscribe for any securities of the Company;

3. SHARE CAPITAL

(1) The Authorised Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.

(2) The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper.

4. TRANSFER OF SHARES

(1) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

5. TRANSMISSION OF SHARES

(1) On the death of sole member, his nominee(s), if any, shall be the only person(s) recognised by the Company as having any title to his interest in the shares to the exclusion of succession laws applicable to the deceased member.

(2) Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.

(3) In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased member himself, in the following order of precedence:

a. a spouse, if any;

b. child or children, if any, jointly;

EXPLANATION: This includes both unmarried and married children of both sexes.

6. NOMINATION

Equity holders of shares/Debentures may nominate a person to whom its shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in Companies Act, 2013.

7. SHARES IN ELECTRONIC FORM

(A). Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub section (1) of section 2 of the Depositories Act, 1996.

'SEBI Board' means the Securities and Exchange Board of India;

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996:

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force:

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations:

'Regulations' means the regulations made by the SEBI Board;

'Security' means shares, debentures and such other security as may be specified by the SEBI Board from time to time.

(B). Dematerialisation of securities

Not withstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities in a dematerialised form, pursuant to the Depositories Act and the rules framed there under.

5(e) 'The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialised in future or issued in future in dematerialised form'.

5(f) 'The Company shall be entitled to dematerialize its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any'.

(C). Option to receive security certificates or hold securities with Depository

Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.

Where a person opts to hold a security with a Depository, the company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(D). Securities in depositories to be in fungible form

(1) All securities held by a Depository shall be dematerialised and shall be in fungible form.

(2) Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(3) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply".

(E). Rights of Depositors and Beneficial Owners

(1) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.

(2) Save as otherwise provided in clause (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.

(3) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.

(4) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

(F). Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

(G). Option to opt out in respect of any such security

(1) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.

(2) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.

(3) The Company shall, within (30) days of the receipt of intimation from a Depository and fulfilment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

(H). Section 56 of the Act not to apply

Notwithstanding anything to the contrary contained in the Articles:

(1) Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

(I). Registers and Index of beneficial owners

(1) The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.

(2) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

(3) The Company shall keep a Register and index of Members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of members resident in that State or Country.

(3) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered on the Register of Members in respect thereof.

8. DIVIDEND

DIVISION OF PROFITS

8.1. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares half by them respectively.

THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND

8.2. The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDENDS ONLY TO BE PAID OUT OF PROFITS

8.3. No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out or the profit of the Company and remaining undistributed or out of both, provided that;

(a) If the Company has not provided for depreciation for any previous financial year or years, it shall , before declaring or paying a dividend for any financial year, provides for such deprecation out of the profits of the financial year or our of the profits of any other previous financial year or years;

(b) If the company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both case after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

INTERIM DIVIDEND

8.4. The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgement the position of the Company justifies.

CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND

8.5. Where capital is paid in advance of call, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

DIVIDEND IN PROPORTION TO AMOUNT PAID-UP

8.6. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend accordingly.

RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER

8.7. The Board may retain the dividends payable upon shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

DIVIDEND ETC., TO JOINT HOLDERS

8.8. Any one of several persons who are registered as the Joint-Holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such shares.

NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF

8.9. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

TRANSFER OF SHARES MUST BE REGISTERED

8.10. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

DIVIDEND HOW REMITTED

8.11. Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

UNCLAIMED DIVIDEND

8.12. Dividends unclaimed for one year after having been declared may be invested or otherwise issued by the Board for the benefit of the Company until claimed. All dividends unclaimed on becoming barred by law may be forfeited by the Directors for the benefit of the Company. The Directors may remit the forfeiture whenever then may think proper. No unclaimed dividend shall be forfeited before the claim thereto becomes barred by law.

NO INTEREST ON DIVIDENDS

8.13. No unpaid dividend shall bear interest as against the Company.

TRANSFER TO SPECIAL BANK ACCOUNT

8.14. The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a scheduled Bank to be named suitably to represent the Unpaid Dividend Account of SUPRAJIT ENGINEERING LIMITED within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

TRANSFER TO GENERAL REVENUE ACCOUNT

8.15. If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will have to be transferred to the General Revenue Account of the Central Government, containing the details of the share-holders who have not been paid the dividend and the amount of dividend unclaimed.

DIVIDEND AND CALL TOGETHER

8.16. Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the company and the member, be set off against the calls.

9. CAPITALIZATION OF RESERVE

(1) The Company in General Meeting, may upon the recommendation of the Board, resolve:

a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b. That such sum be accordingly set free for the distribution in the manner specified in Section (2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Section (3), either in or towards:

a. Paying up any amounts for the time being unpaid on any shares held by such members respectively

b. Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or

c. Partly in the way specified in sub Section (a) and partly in that specified in sub Section

(3) A share premium account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the company in pursuance of this article.

10. NUMBER OF DIRECTORS

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors but excluding nominee Directors of the financial institutions.

11. APPOINTMENT AND TENURE OF DIRECTORS

(1) The first Directors of the Company are:

1. Mr. K. Ajith Kumar Rai, who shall be the Managing Director of the Company.

2. Mr. K. Arun Kumar Rai.

(2) The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.

(3) The Board may appoint additional Directors in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 for the benefit of the Company in general, and in particular, when there is no quorum at the Board Meeting, and such meeting has to be conducted without adjournment.

(4) The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161 (2) of the Companies Act, 2013.

(5) **Nominee Director**

(a) Not withstanding anything contained in sub-article (1) and (2) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon.

(b) The Nominee Directors so appointed shall not retire by rotation.

(c) The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other directors.

12. QUALIFICATION OF DIRECTORS

(1) No Director shall be required to hold qualification shares.

13. SITTING FEE & COMMISSION

(1) The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.

(2) The Directors may however be paid all travelling, hotel and other expenses properly incurred by them:

a. In attending and returning from meetings of the Board or any committee thereof or General Meeting of the Company; or

b. In connection with the activities of the Company.

14. APPOINTMENT OF MANAGING/WHOLE TIME DIRECTOR

(1) The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.

(2) The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.

(3) Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 284 of the Act.

15. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by the Act and the Articles of Association of the Company, the Board shall have the following powers:

(a) to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act;.

(b) to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company;

(c) to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company;

(d) to give guarantee or provide any security for any amount, with or without consideration;

(e) to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments;

(f) to make donations in any form, statutorily required or otherwise for the purpose of contribution to:

(1) financial health of the Company; or

(2) welfare of the members and the employees of the Company(and their families) present or past;

(g) to remit or give time for the payment, any debt due by a Director, customer or buyer or an employee;

(h) to write off any bad debts;

(i) to pay preliminary expenses, including those of any Company promoted by the Company;

(j) to adopt, execute any or all the pre-incorporation contracts;

(k) to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation;

(l) to purchase any property movable or immovable in India,

(m) to appoint an attorney(ies) of the Company, with such powers, authorities and discretions(not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments;

(n) to frame rules where required by the provisions of these Articles; and

(o) Generally to do all deeds and things as the expedience of the business warrants.

16. POWERS OF THE CHAIRMAN

(1) The Chairman shall preside over every Board Meeting and General Meeting.

(2) In the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote as a Director or a member as the case may be.

(3) The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;

(a) a quorum is not present within 15 minutes from the time appointed for holding the meeting;

(b) a poll is demanded;

(c) a member raises a point of order(strictly confined to incorrect procedure, irrelevancy and unparliamentarily language or transgressing the provisions of Articles of Association of the Company);

(d) the meeting is turned into a mock show.

(4) The Chairman may at his discretion close a debate of motion by the member if he is satisfied that such debate serves no useful and constructive purpose.

17. AUTHORITY TO CALL BOARD MEETINGS

(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(2) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

18. MEETINGS

The Board and General Meetings of the Company can be convened through video conference as per the Act.

19. QUORUM

(1) Five members present in person at the General Meeting shall be the quorum for such a meeting of the Company.

(2) Two Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the meetings of the Board/Committee.

(3) If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be a quorum.

20. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

(1) A written notice of not less than 21 (Twenty one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.

(2) The period of notice, provided in the foregoing sub-article, shall include the day of posting and delivery of a notice and the day of holding the meeting, and the 48 hours time of postal transit.

(3) A notice, in pursuance of sub-article (i) shall be required to be given for every adjourned meeting of the Company.

21. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

(1) Every notice of a General Meeting shall specify the place, the day, and the time of the meeting and the agenda of business to be transacted thereat.

(2) Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

22. ACCOUNTS

(1) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors).

(2) No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorised by the Board or by the Company in General Meeting.

(3) The Directors shall in all respects comply with the provisions of Sections 128,129,133,134, 135 and 136 of the Act, so far as they are applicable to a Private Company and the Statement of Income and Expenditure, Balance Sheet and Auditors Report and every other documents required by law to be annexed or attached, as the case may be, to the Balance Sheet shall be sent to every member of the Company at least 21 days before the date of the General Meeting of the Company at which they are to be laid.

23. AUDIT

(1) The Auditors of the Company shall be appointed as per the Act.

24. INDEMNITY

Every Officer, Manager, Director or Agent of the Company, be and is hereby indemnified out of the assets of the Company against any liability incurred by him in discharging his acts bonafide.

25. COMMON SEAL

The Common Seal of the Company shall be affixed to any instrument (if such affixing has been authorised by a resolution of the Board or of a Committee of the Board) in the presence of one Director or the Company Secretary of the Company or such other person duly authorised by the Board, if any, and such Director or the Secretary or the said authorised person shall sign every instrument to which the Common Seal of the Company is so affixed in his presence.

7. Appointment of Executive Director:

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

"RESOLVED THAT pursuant to and in accordance with Sections 196, 197 and 198 read with Schedule V of and other applicable provisions, if any, of the Companies Act, 2013, re- enactment or modification(s) thereof, and subject to the approval of the Central Government, if and when required, the approval of the members be and is hereby accorded to the appointment of, and the remuneration payable to, Dr. C Mohan (holding DIN:05229359) as Executive Director of the Company with effect from 12th March, 2015 for a period of two (2) years on the following terms and conditions:

a) Basic Salary: Rs. 3,30,000/- (Rupees Three Lakhs Thirty Thousand only) per month.

b) House Rent Allowance: Rs. 1,32,600/- (Rupees One Lakhs Thirty Two Thousand Six Hundred only) per month.

c) Conveyance Allowance: Rs. 65,000/- (Rupees Sixty Five Thousand only) per month. The Car is provided by the Company to enable him to perform his functions. The expenditure towards repairs and maintenance of car will be reimbursed on actual basis. Fuel expenses will be reimbursed by the Company not exceeding to Rs. 40,000/- (Forty Thousand only) per month and driver allowance not exceeding to Rs. 15,000/-(Fifteen thousand only) per month.

d) Special Allowance: A general allowance to cover gas, electricity, water, routine furnishing and decoration, household insurance, minor maintenance and similar expenses at residence. This general allowance will be Rs. 50,000/- (Fifty Thousand only) per month.

e) Medical Expenses: Medical expenses incurred in respect of self, spouse and two dependent unmarried children less than 21 years of age will be reimbursed to the extent of Rs. 5,000/- (Five Thousand only) per month. He will be covered under Medical and Personal Accident Insurance policies taken by the Company.

f) Leave and Leave Travel Assistance: One month's leave for every eleven months of completed service. Expenses for self and family (as defined above) of travel anywhere in India on leave will be reimbursed once a year subject to a ceiling Rs. 17,500/- (Seventeen Thousand Five Hundred only) per annum.

g) Provident Fund: Contribution of 12% of the basic salary by the appointee with an equal amount of contribution by the Company.

h) Reimbursement of Business Expenses: Reimbursement of actual conveyance / reasonable travel, entertainment expenses incurred for the purpose of the business of the Company.

i) Performance linked Bonus: He is eligible to receive a performance linked bonus and annual revision in the salary every financial year as decided by the Remuneration Committee of Board of Directors based upon the Company's performance and personal performance measured against agreed objectives for the year as decided by the Board from time to time subject however to the condition that the overall remuneration shall not exceed the limits specified under the Companies Act, 2013 and Schedule V of the Companies Act, 2013.

j) 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.

k) The contract is terminable with three months' notice on either side.

l) He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

m) In the event of absence or inadequacy of profits in any financial year during the currency of tenure of the appointment, the entire applicable remuneration by way of salary and perquisites mentioned above shall be paid as minimum remuneration, subject to the provisions under Schedule V of the Companies Act, 2013.

RESOVED FURTHER THAT in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary the remuneration, including the salary, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Dr. C Mohan, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting.

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

By the order of the Board
For Suprajit Engineering Limited

Date: 13th February 2015
Place: Bangalore

Medappa Gowda J
Company Secretary

Notes:

1. A copy of this notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure A ("the Explanatory Statement").
3. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on 13th day, February, 2015.
4. The Board of Directors of the Company ("the Board") at its meeting held on 3rd February, 2015 appointed Mr. Parameshwar G. Bhat, Practicing 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").
5. The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope ("the Envelope"); or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before 20th March, 2015.
6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers: (i) at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and (ii) at least one English newspaper in English language having a wide circulation in that district.
7. The Shareholders are requested to exercise their voting rights by either using the attached postal ballot form (no other form or photocopy of the postal ballot form is permitted) or through e-voting.
8. Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 13th day of February, 2015, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
9. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of postal ballot forms received but not later than seven days from the last date of receipt of all postal ballot forms.
10. The results of voting by postal ballot will be announced at 5.00 p.m. IST on 23rd March, 2015 at the registered office of the Company. Additionally, the result will be posted on Company's website: www.suprajit.com, and will be communicated to the BSE and the NSE. The date of declaration of the results of the postal ballot voting process will be taken to be the date of passing of the Special Resolution.
11. Shareholders who wish to vote through a ballot form may download the ballot form from the link www.evotingindia.com or seek a duplicate form from Integrated Enterprises (India) Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560003, Telephone Numbers: 080 2346 0815 -818, fill in the details and send the same to the Scrutinizer.
12. Please note that any postal ballot form(s) received after the last date (i.e. 20th March, 2015) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.
13. If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the 'downloads' section of www.evotingindia.com.

By the order of the Board
For Suprajit Engineering Limited

Date: 13th February, 2015
Place: Bangalore

Medappa Gowda J
Company Secretary

ANNEXURE - A

EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out the material facts for the items 1 to 7 of the Notice.

Your Company has proposed to incorporate and adopt such changes as have been mandated by the new Companies Act, 2013 and the various Rules and Procedures made thereunder. Based on the internal review and experts' advice, the Board of Directors has accordingly studied the needs thereof and hence decided to incorporate and adopt the requirements as per the latest Act. These will include alteration of Memorandum of Association and Articles of Association as well. All these will require your approvals.

Item No.1:

Acceptanance of Deposits

Although your Company has not accepted any Deposits from the public, from the beginning, certain members have deposited small monies in the Company and the rate of interest paid by the Company has always been much lower than the rates at which the Company borrows from the Banks. The amount of deposits at any point of time will be insignificant and the number of such members is less than fifty.

All the compliances under the Companies Act, 1956 werecomplied with fully in the past and this proposed resolution is only to comply with the new requirements under the new Act.

None of the Directors and Key Managerial Personnel is concerned or interested in the resolution except to the extent of any interest payable on their deposits, if any.

The Board of Directors recommends this Ordinary Resolution for your approval.

Item No.2:

Increase in Borrowing Powers

It may be recalled that the Board of Directors was empowered earlier with powers to borrow monies in compliance with the provisions of the Companies Act, 1956. Perhaps, the shareholders have witnessed the growth path achieved by the Company. In order to enable the funding for ongoing plans, fund requirements needs to be evaluated carefully.

Accordingly, the Board in its meeting held on 3rd February, 2015 had considered such needs of the Company commensurate with the growth plans and after careful evaluation, it was decided to increase the borrowing powers of the Board of Directors and raise sum or sums of money from time to time as may be required for the purposes of the business of the Company upto Rs. 300 Crores (Rupees Three Hundred Crores only) notwithstanding the fact that such borrowings including the monies already borrowed will be in excess of the aggregate of the paid-up capital and free reserves of the Company, excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

Further, such enhanced borrowing powers will need the Board of Directors to hypothecate, mortgage and/or charge all the immovable and movable assets of the Company.

These require approval of the Shareholders. Hence, the resolution is brought before you for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested in the resolution.

The Board of Directors recommends this Special Resolution for your approval.

Item No.3:

Loans and investments

As explained earlier, from time to time, the Company may have to either give loans or make investments in the best interests of the Company including building up strong relationships, strategic alliances or such other synergic associations with others including subsidiaries.

Section 186 of the Companies Act, 2013 permits the Company to give loans or acquire securities not exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

Your Company has made investments from time to time in subsidiaries and other Mutual Funds within the prescribed limit. The Board of Directors in its wisdom has recommended that approval of the shareholders be obtained for investments exceeding the limit indicated i.e., up to Rs. 300 Crores (Rupees Three Hundred Crores only) to enable the Company to give loans or acquire securities in the best interest of the Company.

None of the Directors of the Company is concerned or interested in the above resolution except to the extent of their holding of equity shares in the Company.

The Board of Directors recommends this Special Resolution for your approval.

Item No.4:

Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association:

It may be pointed out that your Company has been constantly pursuing various opportunities and exploring the possibilities of developing its areas and would like to further expand and diversify its business interests by implementing new initiatives. The expansion, diversification and implementation of new initiatives require constant deployment of funds.

Situation may arise for the additional funds needs in which case as a Good Corporate Philosophy, it was felt ideal to optimize the mix of Debt and Equity which can be worked out. Should such a situation arise, in order to enable any issue of Equity Shares subject to careful reviews, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs only) comprising 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Re. 1/- (Rupee One only) each. Consequentially, the Memorandum of Association needs to be altered/amended both of which require your approval.

Further, as per the new Companies Act, 2013, the Memorandum of Association of the Company needs to be altered to fall in line with the Table A of the said Act and accordingly, those alterations are also proposed.

None of the Directors/Key Managerial Personnel is interested in the above Resolution except for their respective shareholdings if any, in the company.

The Board of Directors recommends this Special Resolution for your approval.

Item No. 5:

Further issue of share capital under Section 62 by way of QIP / Preferential issue/share swap

The Company may carefully evaluate the proposal of optimising the mix of Debt and Equity to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets. The fund raising may be through a mix of Debt and/or Equity/Equity-linked instruments, as may be appropriate. Members' approval is sought for further issue of share capital by way of QIP/ Preferential Issue/Share Swap.

A Qualified Institutional Placement (QIP) of the shares of the Company would be less time consuming and more economical than other modes of raising capital. Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue. As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the “relevant date.”The Board may, at its absolute discretion, if the circumstances so warrant, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to Section 53 of the Companies Act, 2013. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines. The “Relevant Date” for the above purpose, shall be - i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board. The Stock Exchange for the same purpose is the Bombay Stock Exchange Limited/National Stock Exchange of India Limited.

None of the Directors/Key Managerial Personnel of the Company is concerned or interested in the above resolution except to the extent of their holding of equity shares in the Company.

The Board of Directors recommends this Special Resolution for your approval.

Item No.6:

Amendments to Articles of Association of the Company

As stated in the preamble, it is proposed to adopt the new set of Articles of Association of the Company as per Table 'F' under the Companies Act, 2013.

The proposed new draft of Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

Copy of the proposed new draft of Articles of Association is available for inspection by members at the registered office of the Company.

None of the Directors/Key Managerial Personnel is interested in the above Resolution except for their respective shareholdings if any, in the Company.

The Board of Directors recommends this Special Resolution for your approval.

Item No. 7:

Appointment of Executive Director

The shareholder may recall that Dr. C Mohan (holding DIN:05229359) was appointed as the Executive Director at the 27th Annual General Meeting held on 31st July, 2012 for a period of 3 years upto 11th March, 2015.

The Board of Directors at its meeting dated 3rd February, 2015 has considered the contribution made by Dr. C Mohan to the Company and based on various criteria and the recommendation of Nomination and Remuneration Committee, has proposed the reappointment of Dr. C Mohan as Executive Director for the period of 2 years from 12th March, 2015. The terms and conditions are captured in the resolution itself.

None of the Directors/Key Managerial Personnel is interested in the above Resolution except Dr. C Mohan since the Resolution relates to himself.

The Board of Directors recommends this Special Resolution for your approval.

By the order of the Board
For Suprajit Engineering Limited

Date: 13th February, 2015
Place: Bangalore

Medappa Gowda J
Company Secretary

Enclosed:

1. Postal Ballot Form
2. Self-addressed and prepaid postage envelope

INSTRUCTIONS

1. Shareholders have an option to vote either through physical mode by submitting the Postal Ballot Form or through e-voting. If a shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical ballot shall be treated as invalid.

2. A Shareholder entitled to vote and desirous of exercising his/ her vote by a postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Board in the Envelope. Inland postage will be paid by the Company. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.

3. A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark () in the appropriate column. Assent or dissent received in any other manner will not be considered valid.

4. The Envelope bears the name of the Scrutinizer.

5. The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.

6. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

7. The vote shall not be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.

8. Duly completed Postal Ballot Forms should reach the Scrutinizer before 6.00 PM on March 20th 2015. All Postal Ballot Forms received after this date will be strictly treated as if they have not been received.

9. Where the postal ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its board of directors authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a power of attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such power of attorney.

10. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.

11. There will be one Postal Ballot Form for every 'Registered Folio'/ 'Client ID', irrespective of the number of joint holders.

12. A Shareholder neither needs to use all his/ her votes nor cast his/ her votes in the same way.

13. A Shareholder may request a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer, not later than the date specified at item 8.

14. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.

15. The Scrutinizer's decision on the validity of the postal ballot form shall be final and binding.

16. The Company has appointed Mr. Medappa Gowda J, Company Secretary of the Company as the person responsible for the entire postal ballot voting process.

17. Though not mandatory, the postal ballot form along with the 'Postal Ballot Notice' and Explanatory Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.

18. The votes of a Shareholder will be considered invalid on any of the following grounds:

    - if the Shareholder's signature does not tally with the specimen signature;
    - if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Special Resolutions' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held under Serial No. 4 of the Postal Ballot Form;
    - if the Postal Ballot Form is unsigned incomplete or incorrectly filled;

if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

19. In accordance with Clause 35B of the equity listing agreement entered into by the Company with the stock exchanges on which its equity shares are listed and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its shareholders to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of CDSL to provide e-voting facilities to the shareholders of the Company. It may be noted that e-voting is optional. If a shareholder has voted through e-voting facility, he/she is not required to send the Postal Ballot Form.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 19th February, 2015 at 9 am (IST) and ends on 20th March, 2015 at 6 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 (record date) of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)· • Members who have not updated their PAN with the Company/Depository Participant are requested to use default number.(SUPRAJIT12) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter any one of the details in order to login. In case either of the details are not recorded with the Depository please enter the < No. of Shares held by you as on 13th February 2015> in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant SUPRAJIT ENGINEERING LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(i) Other Instructions:

1. The voting period begins on 19th day of February, 2015 at 9.00 a.m. (IST) and ends on 20th March, 2015 at 6.00 p.m. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th February, 2015.

3. Mr. Parameshwar G. Bhat, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting in a fair and transparent manner.

4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

(ii) The results on Resolutions shall be declared at 5.00 p.m. on 23rd March, 2015 and subject to the receipt of requisite votes, the Resolutions shall be deemed to be passed on the 23rd March, 2015

SUPRAJIT ENGINEERING LIMITED

Registered Office: No. 100, Bommasandra Industrial Area, Bangalore 560 099
CIN: L29199KA1985PLC006934, Telephone 080 4342 1100, Fax 080 2783 3279,
Email: info@suprajit.com and Website www.suprajit.com

POSTAL BALLOT FORM **Sl. No.**

1. Name and registered address of the sole/ first named Shareholder (in block letters)

2. Name(s) of the joint holder(s) if any (in block letters) :

3. Registered Folio No. :

   (Applicable to Shareholders holding Shares in physical form)

   DP ID No. & Client ID No. :

   (Applicable to Shareholders holding Shares in dematerialized form)

4. Number of Shares held :

I/ We hereby exercise my/ our vote in respect of the 'Resolutions' to be passed through postal ballot for the special business stated in the notice dated 13th February, 2015 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said 'Resolutions' by placing the tick mark (✓) in the appropriate box below:

Resolution No.	Description of Resolution	No.of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Acceptance of Deposits			
2.	Increase In Borrowing Powers			
3.	Loans and investments			
4.	Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association			
5.	Further issue of share capital under Section 62 by way of QIP / Preferential issue/share swap			
6.	Amendments to Articles of Association of the Company			
7.	Appointment of Executive Director			

Place:

Date:

(SIGNATURE OF THE SHARE HOLDER)

Note : Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.