

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS

Company Secretary

496/4, II Floor, 10th Cross

Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080

Tel : +91 80 23610847

Telefax : +91 80 41231106

e-mail : parameshwar@vjkt.in

parameshwar.g.bhat@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

Mr. K Ajith Kumar Rai

Chairman and Managing Director

Suprajit Engineering Limited

Plot No. 100, Bommasandra Ind Area

Bangalore - 560 099

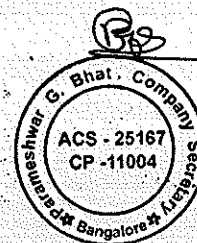
Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (ACS No 25167, CP No 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore - 560 080 was duly appointed as Scrutinizer by Suprajit Engineering Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 30th Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Thirtieth Annual General Meeting of the Members of the Company held on 19th September, 2015. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 30th Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 16th September, 2015 (9.00 A.M. IST) till 18th September, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding equity shares as on the "cut-off date" i.e. 11th September, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 30th Annual General Meeting.



The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 18th September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 19th September, 2015, in presence of Mr. Gopinath J and Mr. S. Giridhar, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. www.evotingindia.com and based on such reports,

- 31 members have cast their votes through remote e-voting.
- 37 members have cast their votes through Ballot Form at the Annual General Meeting.

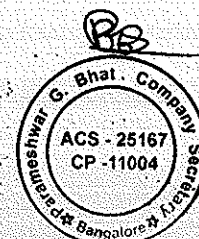
The brief analysis of the results of the remote e-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditor's and Board's thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	31	67706903	34	267984	65	67974887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA



Item No. 2: Appointment of Dr. Supriya A Rai, Non Executive Director who retires by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	31	67706903	34	267984	65	67974887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA

Item No. 3: Confirmation of payment of Interim Dividend and declaration of Final Dividend:

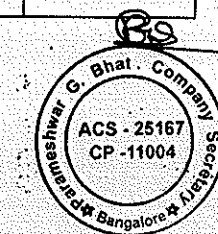
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	31	67706903	34	267984	65	67974887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA

Item No.4: Appointment of Messrs Varma & Varma, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	



Assent	29	67076903	34	267984	63	67344887	99.17
Dissent	1	565000	Nil	Nil	1	565000	0.83
Total	30	67641903	34	267984	64	67909887	100.00
Abstained/ Invalid	1	65000	3	85	4	65085	NA

SPECIAL BUSINESS:

Item No. 5: Appointment of Messrs G N V and Associates, Cost Accountants, Bangalore, as Cost Auditors for conducting cost audit of the accounts for the financial year ending March 31, 2016:

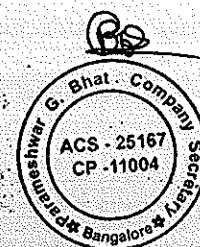
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	30	67641903	34	267984	64	67909887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	30	67641903	34	267984	64	67909887	100.00
Abstained/ Invalid	1	65000	3	85	4	65085	NA

Item No. 6: Appointment of Mr. B S Patil as an Independent Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	30	67706902	34	267984	64	67974886	100.00
Dissent	1	1	Nil	Nil	1	1	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA



Item No. 7: Appointment of Mr. Ian Williamson as an Independent Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	31	67706903	34	267984	65	67974887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA

Item No. 8: Appointment of Mr. Suresh Shetty as an Independent Director:

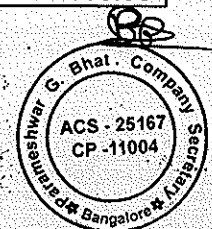
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	31	67706903	34	267984	65	67974887	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA

Item No.9: Approval of Payment of Commission to the Directors:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	30	67706902	34	267984	64	67974886	100.00



Dissent	1	1	Nil	Nil	1	1	NA
Total	31	67706903	34	267984	65	67974887	100.00
Abstained/ Invalid	Nil	Nil	3	85	3	85	NA

Based on the foregoing, the resolution numbers from 01 to 09 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely,

Bhat

Parameshwar G Bhat
Practising Company Secretary
Membership No: 25167
C.P. No: 11004



Date: 19.09.2015

Witness:

G. h. J.

1. Mr. Gopinath J.

S. Giridhar

2. Mr. S. Giridhar



Suprajit Engineering Limited

Registered & Corporate Office :

#100, Bommasandra Industrial Area, Bangalore - 560 099.

Tel: +91-80-43421100 / 27833828, Fax: +91-80-27833279

E-mail: info@suprajit.com Web : http://www.suprajit.com

Corporate Identity Number (CIN) : L29199KA1985PLC006934



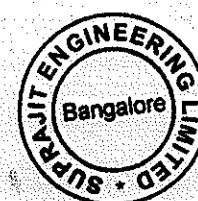
SUPRAJIT ENGINEERING LIMITED

30TH AGM HELD ON 19.09.2015 AT 11:00 AM AT THE REGISTERED OFFICE

DETAILS REGARDING THE VOTING RESULTS IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

SL.NO.	PARTICULARS	DETAILS
1	Date of the AGM/EGM	19-Sep-2015
2	Total number of shareholders on record date (as at cut off date):	12,069
3	No. of Shareholders present in the meeting either in person or through proxy:	53
3A	Promoters and Promoter Group:	7
3B	Public	46
4	No. of Shareholders attended the meeting through Video Conferencing	
4A	Promoters and Promoter Group	NIL
4B	Public:	NIL
5	Details of the Agenda/Resolutions passed:	
5A	Resolutions (Ordinary/Special)	
1	Adoption of Audited Financial Statements for the year ended March 31, 2015.	Ordinary
2	Appointment of Dr. Supriya A Rai as Non Executive Director who retires by rotation.	Ordinary
3	To confirm the payment of Interim Dividend and declare Final Dividend.	Ordinary
4	Appointment of Auditors of the Company.	Ordinary
5	Appointment of Cost Auditors	Special
6	Appointment of Mr. B S Patil, as an Independent Director.	Special
7	Appointment of Mr. Ian Williamson, as an Independent Director.	Special
8	Appointment of Mr. Suresh Shetty, as an Independent Director.	Special
9	Payment of Commission to Directors.	Special
5B	Mode of voting	E-voting & Physical ballot at AGM

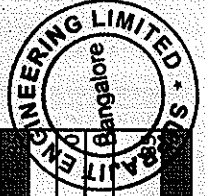
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SUPRAJIT ENGINEERING LIMITED
Clause 35 A Report

Mode of voting : E Voting ; Postal Ballot ; Physical Ballot

Resolution (Ordinary /special)	Promoter/Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes	Resolution passed / not passed
Adoption of Audited Financial Statements for the year ended March 31, 2015.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	380831	0.7724	380746	0	99.9777	0	85	
	Total	120020000	67974972	56.6364	67974887	0	99.9989	0		
Appointment of Dr. Supriya A Rai as Non Executive Director who retires by rotation.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	380831	0.7724	380746	0	99.9777	0	85	
	Total	120020000	67974972	56.6364	67974887	0	99.9989	0		
To confirm the payment of Interim Dividend and declare Final Dividend.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	380831	0.7724	380746	0	99.9777	0	85	
	Total	120020000	67974972	56.6364	67974887	0	99.9989	0		
Appointment of Auditors of the Company.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	4815984	565000	89.5001	0	0	0
	Public-Others	49304046	315831	0.6406	315746	0	99.9731	0	85	
	Total	120020000	67974972	56.6364	67974887	565000	99.9731	0		
Appointment of Cost Auditors	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	315831	0.6406	315746	0	99.9731	0	85	
	Total	120020000	67974972	56.6364	67974887	0	99.9989	0		
Appointment of Mr. B S Patil, as an Independent Director.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	380831	0.7724	380746	1	99.9774	0	85	
	Total	120020000	67974972	56.6364	67974886	1	99.9986	0		
Appointment of Mr. Ian Williamson, as an Independent Director.	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	100.0000	0	0	0
	Public-Institutional holders	8502797	5380984	63.2849	5380984	0	100.0000	0	0	0
	Public-Others	49304046	380831	0.7724	380746	0	99.9777	0	85	
	Total	120020000	67974972	56.6364	67974886	0	99.9986	0		



Particulars	Special	Resolution (s)						Resolution (s) Passed
Appointment of Mr. Suresh Shetty, as an Independent Director.	Special	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	0
		Public-Institutional holders	8502797	5380984	63.2849	5380984	0	0
		Public-Others	49304046	380831	0.7724	380745	0	0
		Total	120020000	6797497	56.5364	6797483	0	85
Payment of Commission to Directors.	Special	Promoter and Promoter Group	62213157	62213157	100.0000	62213157	0	0
		Public-Institutional holders	8502797	5380984	63.2849	5380984	0	0
		Public-Others	49304046	380831	0.7724	380745	1	0
		Total	120020000	6797497	56.5364	6797483	1	85

