**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

DNV
ISO / TS 16949
REGISTERED FIRM

Date: 24.09.2016

National Stock Exchange of India Limited
Bandra Kurla Complex, Bandra (E), Mumbai,
Maharashtra 400051

Dear Sir/Madam,

Sub: **Voting Results and Scrutinizer's Report**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at Thirty First Annual General Meeting ('AGM') held on 24th September,2016 at No.101, Bommasandra Industrial Area, Bangalore-560099. All the Resolutions were passed by with requisite majority

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL the voting results of the 31st AGM.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully

For Suprajit Engineering Limited

Medappa Gowda J.
Company Secretary

**SUPRAJIT ENGINEERING LIMITED**

**Date of AGM :** 9/24/2016

**No of Share Holders As on Record Date (17/09/2016 cut off date ) :** 12389

**No of Share Holders Cast their Vote through**

| | |
|---|---|
| Evoting | 101 |
| Voting at the Venue | 26 |

**No of Votes Cast by**

| | |
|---|---|
| Promoters and Promoters Group | 9 |
| Public | 118 |

**Resolution 1 ORDINARY RESOLUTION**
**ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016.**

Whether promoter/promoter Group are interested in the Agenda/Resolution:

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 | 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 |
|---|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-voting | 62213157 | 62213157 | 100.00 | 62213157 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **62213157** | **62213157** | **100.00** | **62213157** | **0** | **100.00** | **0.00** | 0 |
| Public Institutions | E-voting | 21161008 | 15180424 | 71.74 | 15180424 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **21161008** | **15180424** | **0.00** | **15180424** | **0** | **100.00** | **0.00** | 0 |
| Public Non Institutions | E-voting | 47964609 | 11694871 | 24.38 | 11694871 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 534144 | 1.11 | 534144 | 0 | 100.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **47964609** | **12229015** | **25.50** | **12229015** | **0** | **100.000** | **0.000** | 0 |
| **Total** | | **131338774** | **89622596** | **68.24** | **89622596** | **0** | **100.000** | **0.000** | 0 |

For Suprajit Engineering Limited

MEDAPPA GOWDA J
Vice President - Finance & Company Secretary

**Resolution 2 ORDINAY RESOLUTION**

**APPOINTMENT OF DR C MOHAN, AS EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION.**

Whether promoter/promoter Group are interested in the Agenda/Resolution:

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 | 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 |
|---|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-voting | 62213157 | 62213157 | 100.00 | 62213157 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **62213157** | **62213157** | **100.00** | **62213157** | **0** | **100.00** | **0** | 0 |
| Public Institutions | E-voting | 21161008 | 15180424 | 71.74 | 15180424 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **21161008** | **15180424** | 71.74 | **15180424** | **0** | **100** | **0** | 0 |
| Public Non Institutions | E-voting | 47964609 | 11694871 | 24.38 | 11694371 | 0 | 100.00 | 0.00 | 500 |
| | Poll | | 534144 | 1.11 | 534144 | 0 | 100.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **47964609** | **12229015** | **25.50** | **12228515** | **0** | **99.996** | **0.000** | **500** |
| **Total** | | **131338774** | **89622596** | **68.24** | **89622096** | **0** | **99.999** | **0.000** | 0 |

**Resolution 3 ORDINARY RESOLUTION**

**TO CONFIRM THE PAYMENT OF INTRIM DIVIDEND AND DECLARE FINAL DIVIDEND.**

Whether promoter/promoter Group are interested in the Agenda/Resolution:

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 | 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 |
|---|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-voting | 62213157 | 62213157 | 100.00 | 62213157 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **62213157** | **62213157** | **100.00** | **62213157** | **0** | **100.00** | **0** | 0 |
| Public Institutions | E-voting | 21161008 | 15180424 | 71.74 | 15180424 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **21161008** | **15180424** | **71.74** | 15180424 | **0** | **100.00** | **0.00** | 0 |
| Public Non Institutions | E-voting | 47964609 | 11694871 | 24.38 | 11694721 | 150 | 100.00 | 0.00 | 0 |
| | Poll | | 534144 | 1.11 | 534144 | 0 | 100.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **47964609** | **12229015** | **25.50** | **12228865** | **150** | **99.999** | **0.001** | 0 |
| **Total** | | **131338774** | **89622596** | **68.24** | **89622446** | **150** | **100.000** | **0.000** | 0 |

For Supraja Engineering Limited

MEDAPPA GOWDA J
Vice President - Finance & Company Secretary

**Resolution 4 ORDINARY RESOLUTION**
**APPOINTMENT OF AUDITORS OF THE COMPANY**

Whether promoter/promoter Group are interested in the Agenda/Resolution:

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 | 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 |
|---|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-voting | 62213157 | 62213157 | 100.00 | 62213157 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **62213157** | **62213157** | **100.00** | **62213157** | **0** | **100.00** | **0.00** | 0 |
| Public Institutions | E-voting | 21161008 | 15180424 | 71.74 | 15180424 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **21161008** | **15180424** | **71.74** | **15180424** | **0** | **100.00** | **0.00** | 0 |
| Public Non Institutions | E-voting | 47964609 | 11694871 | 24.38 | 11694871 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **47964609** | **11694871** | **24.38** | **11694871** | **0** | **100.000** | **0.000** | 0 |
| **Total** | | **131338774** | **89088452** | **67.83** | **89088452** | **0** | **100.000** | **0.000** | 0 |

**Resolution 5 ORDINARY RESOLUTION SPECIAL BUSINESS**
**APPOINTMENT OF COST AUDITORS**

Whether promoter/promoter Group are interested in the Agenda/Resolution:

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 | 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 |
|---|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-voting | 62213157 | 62213157 | 100.00 | 62213157 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **62213157** | **62213157** | **100.00** | **62213157** | **0** | **100.00** | **0.00** | 0 |
| Public Institutions | E-voting | 21161008 | 15180424 | 71.74 | 15180424 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **21161008** | **15180424** | **71.74** | **15180424** | **0** | **100.00** | **0.00** | 0 |
| Public Non Institutions | E-voting | 47964609 | 11694871 | 24.38 | 11694871 | 0 | 100.00 | 0.00 | 0 |
| | Poll | | 534144 | 1.11 | 534144 | 0 | 100.00 | 0.00 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | **Total** | **47964609** | **12229015** | **25.50** | **12229015** | **0** | **100.000** | **0.000** | 0 |
| **Total** | | **131338774** | **89622596** | **68.24** | **89622596** | **0** | **100.000** | **0.000** | 0 |

For Suprajit Engineering Limited

MEDAPPA GOWDA J
Vice President - Finance & Company Secretary

**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

ISO / TS 16949 REGISTERED FIRM

## CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) from 21st September, 2016 at 9.00 a.m. to 23rd September, 2016 at 5.00 p.m. and poll taken at the 31st Annual General Meeting of the Company held on 24th September, 2016 and the report of the Scrutinizer dated 24th September, 2016, it is hereby declared that the following resolutions has been passed as per the Companies Act, 2013 with requisite majority:

**ORDINARY BUSINESS:**

1. **Adoption of Financial Statements for the year ended March 31, 2016 and Report of the Auditors and Board of Directors including Secretarial Audit Report:**

   "RESOLVED THAT the Financial Statements including the Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended as on that date together with the Directors' and Auditors' Reports thereon be and are hereby received, considered and adopted."

2. **Appointment of Dr. C Mohan, Executive Director (DIN: 05229359), who retires by rotation and being eligible offers himself for reappointment.**

   "RESOLVED THAT Dr C Mohan, Executive Director, (DIN: 05229359) be and is hereby appointed as a Director of the Company who retires by rotation and being eligible, offers himself for reappointment".

3. **Confirmation of payment of Interim Dividend and declaration of Final Dividend:**

"RESOLVED THAT consent of the shareholders be and is hereby accorded to the payment of final dividend of Re. 0.55 per Share of Re.1/- each (55%) in addition to the interim dividend of Re.0.50 per Share of Re. 1/-each (50%) already paid, during the year 2015-16 (for the financial year ended 31st March, 2016 on the fully paid up Equity Shares held by them as on the date of Annual General Meeting)".

**4. Ratification of Appointment of Messrs Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S) as Statutory Auditors of the Company:**

To consider and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of Messrs Varma & Varma, Chartered Accountants, having ICAI Firm Registration No. 004532S, as Statutory Auditors of the Company for the Company's financial year ended 31.03.2017, who were appointed as Auditors of the Company in the 30th Annual General Meeting (AGM) held on 19th September, 2015 to hold office until the conclusion of the 32nd AGM, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

**SPECIAL BUSINESS:**

**5. Ratification of Remuneration payable to Messrs GNV and Associates, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17.**

To consider and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) the remuneration payable to Messrs G N V and Associates, Cost Accountants, Bangalore, Cost Auditors, appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct audit of the cost records for the financial year, 2016-17 amounting to Rs. 85,000/- (Rupees Eighty Five Thousand only) plus applicable service tax and reimbursement of our-of-pocket, at actuals, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution."

Bangalore.
24.09.2016

K. Ajit Kumar Rai
Chairman
(DIN-00720504)

**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 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]*

To
Mr. K. Ajith Kumar Rai
Chairman of the 31st Annual General Meeting
Suprajit Engineering Limited
No.100, Bommasandra Industrial Area,
Bangalore: 560 099

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, 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 Polling Paper at the 31st Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Polling Paper at the Annual General Meeting venue for the resolutions proposed in the notice of 31st Annual General Meeting of the Members of the Company held on 24th September, 2016. 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 31st Annual General Meeting of the Company, based on the report

Parameshwar G. Bhat * Company Secretary * Bangalore *
FCS - 8860
CP - 11004

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 21st September, 2016 (9.00 A.M. IST) till 23rd September, 2016 (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. 17th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 31st 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 shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA).

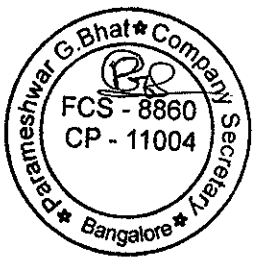
At the end of the voting period on 23rd September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 24th September, 2016, in presence of Mr. Ganesh Hegde and Mr. Vinay Kadam, 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 resolutions that were put to vote, were derived from the Polling Papers 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,

- 101 members have cast their votes through remote e-voting.
- 26 members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Paper are as under:



## ORDINARY BUSINESS:

**Item No.1: Adoption of Financial Statements for the year ended March 31, 2016 and Report of the Auditors and Board of Directors including Secretarial Audit Report :**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Paper | | 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 | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Abstained/ Invalid | Nil | Nil | Nil | Nil | Nil | Nil | NA |

**Item No.2: Appointment of Dr. C Mohan, Executive Director (DIN: 05229359), who retires by rotation and being eligible offers himself for reappointment:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Paper | | 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 | 100 | 89087952 | 26 | 534144 | 126 | 89622096 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 100 | 89087952 | 26 | 534144 | 126 | 89622096 | 100.00 |
| Abstained/ Invalid | 1 | 500 | Nil | Nil | 1 | 500 | NA |

Parameshwar G. Bhat * Company Secretary * Bangalore *
FCS - 8860
CP - 11004

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

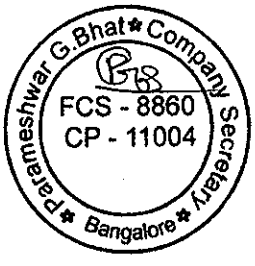
**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Paper | | 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 | 100 | 89088302 | 26 | 534144 | 126 | 89622446 | 99.999 |
| Dissent | 1 | 150 | Nil | Nil | 1 | 150 | 0.001 |
| Total | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Abstained/ Invalid | Nil | Nil | Nil | Nil | Nil | Nil | NA |

**Item No.4: Ratification of Appointment of Messrs Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S) as Statutory Auditors of the Company:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Paper | | 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 | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Abstained/ Invalid | Nil | Nil | Nil | Nil | Nil | Nil | NA |



## SPECIAL BUSINESS:

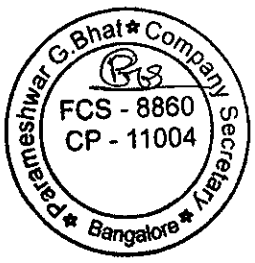
**Item No. 5: Ratification of Remuneration payable to Messrs GNV and Associates, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Paper | | 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 | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 101 | 89088452 | 26 | 534144 | 127 | 89622596 | 100.00 |
| Abstained/ Invalid | Nil | Nil | Nil | Nil | Nil | Nil | NA |

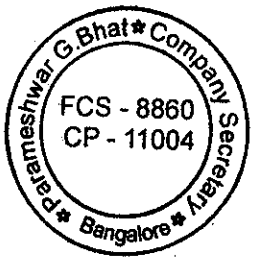
Note: The votes cast by the Directors for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been **passed by requisite majority**.



All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman for preserving safely.

Thanking You
Yours Sincerely,




Parameshwar G. Bhat
Practising Company Secretary
Membership No: FCS 8860
CP No: 11004

Date: 24.09.2016
Place: Bangalore

Witnesses:

1. Ganesh Hegde

2. Vinay Kadam