**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

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

Date: 24.09.2016

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 Court Convened Meeting ('CCM') held on 24th September,2016 at No.101, Bommasandra Industrial Area, Bangalore-560099. All the Resolutions was 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 Court Convened Meeting of the Equity Shareholders.

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

**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
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## SCRUTINIZER'S REPORT

**To**
**Mr. K. Ajith Kumar Rai**
**The Chairman appointed for the Meeting of the Equity Shareholders of Suprajit Engineering Limited held pursuant to the order of the Hon'ble High Court of Karnataka at Bangalore**

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), the undersigned, having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, was duly appointed as Scrutinizer for the purpose of scrutinizing the voting through remote e-voting and Polling Paper at the Meeting of the holders of Equity Shares of Re.1/- each of Suprajit Engineering Limited, convened as directed by the Hon'ble High Court of Karnataka at Bangalore, vide Order dated 20th August, 2016 and held at 1.30 p.m on Saturday, 24th September, 2016 for the purpose of considering and approving the proposed Scheme of Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited.

In terms of the Notice dated 20th August, 2016 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 Meeting.

The Polling Papers received on the day of the Meeting were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

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.



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

The votes cast were unblocked on 24th September, 2016, in the 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 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,

a. 100 members have cast their votes through remote e-voting.
b. 74 members have cast their votes through Ballot Form at the Meeting.

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

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Percentage on valid votes | | 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 | 90694501 | 74 | 16102596 | 174 | 106797097 | 100.00 |
| Dissent | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 100 | 90694501 | 74 | 16102596 | 174 | 106797097 | 100.00 |
| Abstained/ Invalid | Nil | Nil | Nil | Nil | Nil | Nil | NA |

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

Based on the forgoing, the Resolution in favour of the proposed Scheme of Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited may be considered as carried unanimously by the Equity Shareholders present in person or by representation or by proxy or through e-voting.

Thanking You
Yours Sincerely,

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

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

Date: 24.09.2016
Place: Bangalore

Witnesses:

1. Ganesh Hegde

2. Vinay Kadam