

August 10, 2019

Ref: 532509 BSE Limited Department of Corporate Services P. J. Towers, 25th Floor, Dalai Street, Mumbai- 400 001	Ref: SUPRAJIT National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051
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Dear Sir(s),

Sub: Voting Results and Scrutinizer's Report

Pursuant to the 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 the Thirty Fourth Annual General Meeting ('AGM') of the Company held on August 10, 2019. All the Resolutions were passed with requisite majority.

Further, pursuant to provisions of Section 108 of the Companies Act, 2013 and Rules made there under, the result of the voting is being hosted on the website of the Company and CDSL.

Please take the same on your records.

Thanking you,  
Yours faithfully,  
For SUPRAJIT ENGINEERING LIMITED



MEDAPPA GOWDA J  
CFO & COMPANY SECRETARY

Encl: as above

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, FCS

Company Secretary

# 496/4, II Floor, 10th Cross  
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## 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 34<sup>th</sup> Annual General Meeting  
Suprajit Engineering Limited  
Plot No.100 & 101, Bommasandra Industrial Area,  
Bengaluru - 560099

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole -Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, near Bashyam Circle, Sadashivnagar, Bengaluru – 560080 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 34<sup>th</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 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 34<sup>th</sup> Annual General Meeting of the Members of the Company held on 10<sup>th</sup> August, 2019 at Plot No. 100 & 101, Bommasandra Industrial Area, Bengaluru - 560099 at 2.30 PM. 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 34<sup>th</sup> 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 7<sup>th</sup> August, 2019 (9.00 A.M. IST) till 9<sup>th</sup> August, 2019 (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. 3<sup>rd</sup> August, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 34<sup>th</sup> 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). 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 9<sup>th</sup> August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 10<sup>th</sup> August, 2019, in presence of Mr. J. Gopinath and Ms. Ramya Hegde, 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](http://www.evotingindia.com) and based on such reports,

- a. 90 (Folio wise) members have cast their votes through remote e-voting.
- b. 19 (Folio wise) 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, 2019  
and Report of the Independent Auditors and Board of Directors:**

**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	90	88238039	19	24967	109	88263006	100.00
Dissent	0	0	0	0	0	0	0
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**Item No.2: Appointment of Ms. Supriya A. Rai, Director (DIN: 01756994) who  
retires by rotation and being eligible, offers herself 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	88	88237794	19	24967	107	88262761	99.99
Dissent	2	245	0	0	2	245	0.01
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



**Item No.3: Confirmation of payment of Interim Dividend of Re. 0.70 (70%) and declaration of Final Dividend Re. 0.85 (85%) for the Financial Year 2018-19:**

**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	90	88238039	19	24967	109	88263006	100.00
Dissent	0	0	0	0	0	0	0
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**SPECIAL BUSINESS:**

**Item No. 4: Appointment of Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as Managing Director and Group Chief Executive Officer:**

**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	86	88216883	19	24967	105	88241850	99.98
Dissent	3	15566	0	0	3	15566	0.02
Total	89	88232449	19	24967	108	88257416	100.00
Abstained/ Invalid	1	5590	NIL	NIL	1	5590	NA



**Item No. 5: Appointment of Mr. K. Ajith Kumar Rai (DIN: 01160327) as Executive Chairman 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	87	31353117	19	24967	106	31378084	100.00
Dissent	0	0	0	0	0	0	0
Total	87	31353117	19	24967	106	31378084	100.00
Abstained/ Invalid	3	56884922	NIL	NIL	3	56884922	NA

**Item No. 6: Payment of remuneration in excess of Rs. 5 Crores or 2.5% of the net profit, whichever is more to Mr. K. Ajith Kumar Rai Promoter and Executive Director of the Company:**

**Special 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	82	31337405	19	24967	101	31362372	99.95
Dissent	5	15712	0	0	5	15712	0.05
Total	87	31353117	19	24967	106	31378084	100.00
Abstained/ Invalid	3	56884922	NIL	NIL	3	56884922	NA



**Item No. 7: Payment of gratuity amount due to Mr. K. Ajith Kumar Rai Chairman 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	86	31353116	19	24967	105	31378083	99.99
Dissent	1	1	0	0	1	1	0.01
Total	87	31353117	19	24967	106	31378084	100.00
Abstained/ Invalid	3	56884922	NIL	NIL	3	56884922	NA

**Item No. 8: Appointment of Mrs. Bharati Rao (DIN: 01892516) as an Independent Director 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	87	88193695	19	24967	106	88218662	99.95
Dissent	3	44344	0	0	3	44344	0.05
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



**Item No. 9: Appointment of Mr. Muthuswami Lakshminarayan (DIN: 00064750) as an Independent Director 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	80	85449118	19	24967	99	85474085	96.84
Dissent	10	2788921	0	0	10	2788921	3.16
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**Item No. 10: Ratification of remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2019-20:**

**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	90	88238039	19	24967	109	88263006	100.00
Dissent	0	0	0	0	0	0	0
Total	90	88238039	19	24967	109	88263006	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL			NA

**\*\* Votes cast by the Directors for their own appointment and remuneration has been taken as invalid as good corporate governance.**





Based on the foregoing, the resolution numbers from 01 to 10 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  
C.P. No: 11004



Date: 10.08.2019

Place: Bengaluru

Witnesses:



1. J. Gopinath



2. Ramya Hegde