



**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



Date: August 31, 2016

BSE Limited,  
Department of Corporate Services,  
P.J. Towers, Dalal Street,  
Mumbai-400 001

BSE Scrip Code: 532509


Dear Sir,

Sub: Compliance under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby enclosed the Notice of 31st Annual General Meeting to be held on 24th September, 2016.

Kindly acknowledge the receipt.

For Suprajit Engineering Limited,

  
Medappa Gowda J.  
Company Secretary

**SUPRAJIT ENGINEERING LIMITED**

CIN: L29199KA1985PLC006934

**Registered & Corporate Office:** No. 100, Bommasandra Industrial Area, Bengaluru-560 099

Telephone: +91-80-4342 1100, Fax: +91-80- 2783 3279.

Website: www.suprajit.com, Email: info@suprajit.com

**NOTICE OF THE THIRTY FIRST ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty First Annual General Meeting of Suprajit Engineering Limited will be held at Plot No. 101, Bommasandra Industrial Area, Bengaluru-560 099 at 1.00 p.m. on Saturday, the 24<sup>th</sup> September, 2016 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow of the Company for the year ended as on that date together with the Auditors' Report thereon and Report of the Board of Directors including Secretarial Audit Report.
2. To appoint Dr. C Mohan, Executive Director (DIN. 05229359) who retires by rotation and being eligible, offers himself for reappointment.
3. To confirm the payment of Interim Dividend and to declare Final Dividend.
4. To ratify appointment of Messrs Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S) as Statutory Auditors of the Company and authorise Board of Directors to fix their remuneration.

**SPECIAL BUSINESS:**

5. To ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2016-17.

To consider and if thought fit, 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, 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 on a remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand only) plus applicable taxes and reimbursement of out-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."

By Order of the Board

For **Suprajit Engineering Limited**

**Place : Bengaluru**

**Date : 8<sup>th</sup> August, 2016**

**Medappa Gowda J**

Company Secretary

Membership No.: 4111

## NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his / her behalf and the proxy need not be a member of the Company.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

3. The Register of Members and the Share Transfer books of the Company will remain closed from 21<sup>st</sup> September, 2016 to 24<sup>th</sup> September, 2016 (both days inclusive).

4. An Interim Dividend of ₹ 0.50 (50%) as recommended at the Board Meeting held on 9<sup>th</sup> February, 2016 was paid to those members, whose names appeared on the Company's Register of Members/ Beneficial Owners Position as per the records of the depositories as on 19<sup>th</sup> February, 2016. (Record Date).

5. Final Dividend of ₹ 0.55 (55%) per Equity Share as recommended by the Board, if approved at the Meeting, will be paid to those members whose names appear on the Register of Members of the Company/ Beneficial Owners Position as per the records of depositories as on 20<sup>th</sup> September, 2016.

6. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's Registrar and Share Transfer Agent, Integrated Enterprises (India) Limited, situated at No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003, Phone : +91-80-23460815 to 818, Fax: +91-80-23460819, E-mail: irtg@integratedindia.in. Shareholders, whose shareholding are in electronic format are requested to direct change of address notification(s), registration of email address and updation of bank account detail to their respective depository participants.

7. Members are requested to quote the Folio Numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence to the Registrar and Share Transfer Agents of the Company.

8. Members holding shares in physical form in identical orders of names in more than one folio are requested to send to the Company, or Integrated Enterprises (India)

Limited, the details of such folio together with the shares certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

9. In case of joint holders attending the meeting, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members seeking any information with regard to the Annual Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

11. The notice of the Annual General Meeting will be sent to those Members/Beneficial Owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 19<sup>th</sup> August, 2016.

12. Pursuant to SEBI notification no. MED/ DOP/ Circular/05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/ RTA to enable/effect transfer of Shares in physical form.

13. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN Code No. INE399CO1030. All Shareholders holding Shares in physical form are requested to make use of this facility. Members are requested to open Demat account with any of the depository participants to enable transacting in the Stock Exchanges.

14. Members are requested to bring copy of the Annual Report along with them to the Annual General Meeting.

15. Pursuant to Sections 124 and 125 of the Companies Act, 2013 (Corresponding to Sections 205A, 205B & 205C of the Companies Act, 1956), the total dividend amount which remain unpaid/unclaimed for a period of seven years, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. The last date for claiming unclaimed dividend for the dividend declared for financial year 2008-09 expires on August 19, 2016. Therefore, shareholders are requested to claim dividend before the expiry of said period.

Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, www.suprajit.com in compliance of the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.

16. Details of the Director proposed to be appointed/re-appointed:

The details of Director proposed to be appointed/re-appointed at the ensuing Annual General Meeting are

reproduced below, in terms of Regulation 27 of SEBI (LODR) Listing Regulations, 2015.

#### Dr. C Mohan (DIN 05229359)

Dr. C Mohan, aged 63 years was appointed as Executive Director on 12<sup>th</sup> March, 2012 for a period of three years and the appointment was approved by the shareholders at their Twenty Seventh Annual General Meeting held on 31<sup>st</sup> July, 2012. The Shareholders further appointed Dr. C Mohan for further period of 2 years through Postal Ballot vide Notice dated February 13, 2015.

Dr. C Mohan is an Engineer from PSG College of Technology, MBA in Finance from Annamalai University and Ph.D from Aligarh Muslim University. Prior to joining Suprajit, he was Chief Operating Officer at Kalyani Forge. During his carrier, Dr. C Mohan has worked in many companies, including BPL, LML, Wellwin, Fiem Industries etc.

His other directorships:

Name of the Company	Nature of Interest
Nil	Nil

17. **For the convenience of the Members, the Company will provide coach service from Bengaluru on the day of the Annual General Meeting; Members are requested to report at 11.00 A.M near Bengaluru Stock Exchange, No.51, 1<sup>st</sup> cross, J.C. Road, Bengaluru - 560 002 and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.**

Contact persons:

1. Mr. K S Ranganath - Cellphone No. 9945108318
2. Mr. S L Satish - Cellphone No. 9342135877

18. Notice of the Annual General Meeting along with the Annual Report 2015-16 is being forwarded in electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Integrated Enterprises (India) Limited /Depositories.
20. Information and other instructions relating to e-voting are as under:
- (A) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to its members to exercise their vote on resolutions proposed to be passed in the Thirty First Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (B) The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their

vote by remote e-voting shall be able to vote at the Meeting.

- (C) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The voting period begins on Wednesday, 21<sup>st</sup> September, 2016 (9.00 a.m) and ends on Friday, 23<sup>rd</sup> September, 2016 (5.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

#### 21. The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) 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) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 the 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant SUPRAJIT ENGINEERING LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) Further, members may note the following:
- a. Remote e-voting shall not be allowed beyond the said date and time.
  - b. The Company is providing facility to vote on a poll to the members present at the meeting.
  - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
22. The results of Annual General Meeting shall be declared within three (3) days from the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.suprajit.com](http://www.suprajit.com)) and on the website of CDSL and shall be communicated to BSE Limited (BSE) and National Stock Exchange (NSE).
23. Mr. Parameshwar G. Bhat, Practising Company Secretary (Membership No. ACS-25167), Bengaluru has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 5:**

**To ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants as Cost Auditors of the Company.**

In terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, your Board on recommendation of Audit Committee has appointed Messrs G N V and Associates, as the Cost Accountants of the Company for the financial year 2016 -17 on a remuneration of ₹ 85,000/- plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

The Company has received a Certificate from the Cost Auditors confirming their independence and arm’s length relationship with the Company and their willingness to act as Cost Auditor of the Company.

The remuneration payable to Messrs G N V and Associates, Cost Accountants of the Company for the financial year 2016-17 is proposed to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company, and relatives, is concerned or interested financially or otherwise in resolution set out at Item No. 5.

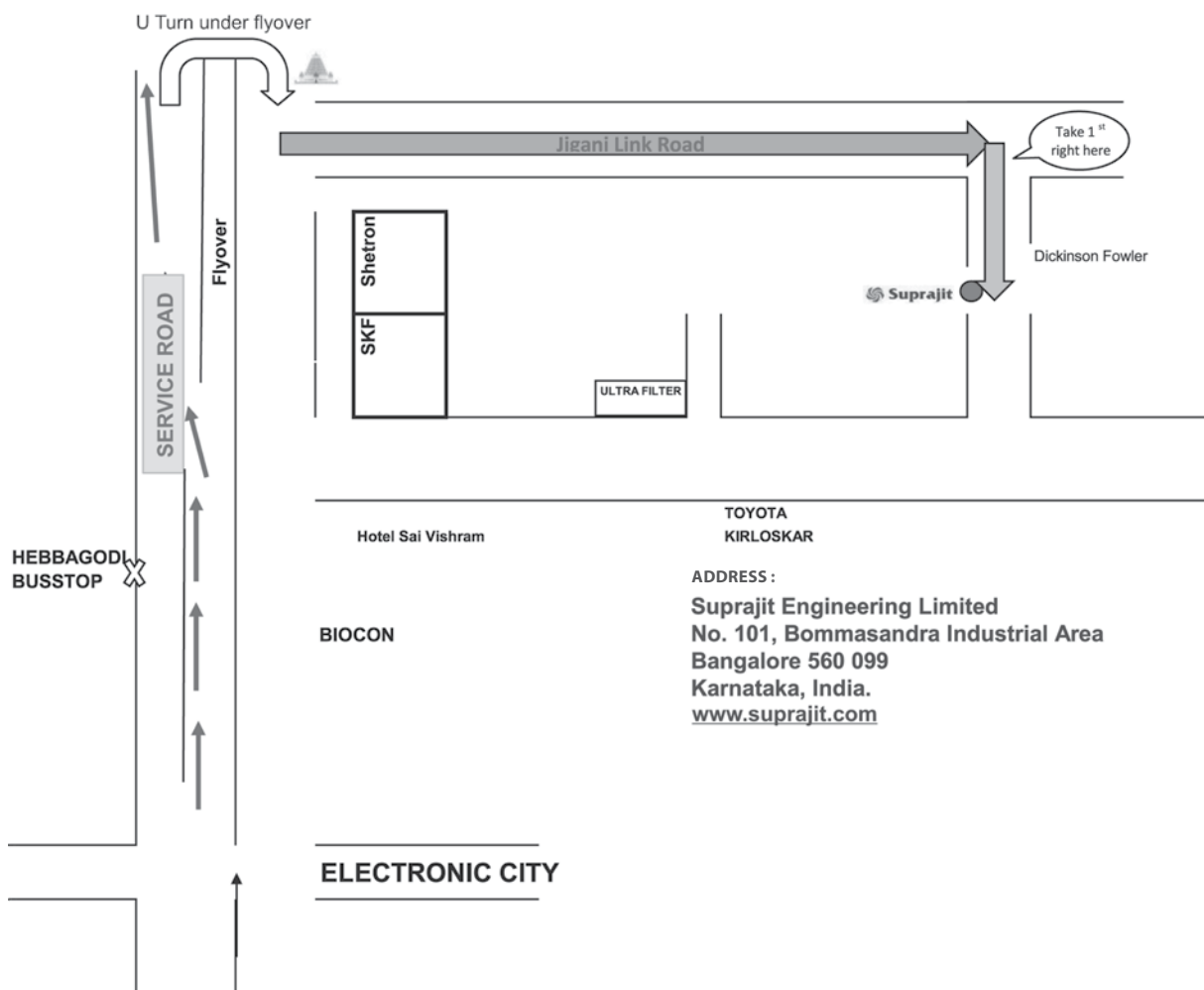
This may be treated as compliance with the SEBI(LODR) Regulations, 2015.

By Order of the Board  
For **Suprajit Engineering Limited**

**Place : Bengaluru**  
**Date : 8<sup>th</sup> August, 2016**

**Medappa Gowda J**  
Company Secretary  
Membership No. : 4111

**ROUTE MAP OF VENUE AS PER SECRETARIAL STANDARDS  
EFFECTIVE FROM 1<sup>ST</sup> JULY, 2015**



# SUPRAJIT ENGINEERING LIMITED

CIN: L29199KA1985PLC006934

Registered & Corporate Office : No. 100, Bommasandra Industrial Area, Bengaluru – 560 099

Telephone: +91-80-4342 1100, Fax: +91-80- 2783 3279.

Website: www.suprajit.com, Email: info@suprajit.com, investors@suprajit.com

FORM NO. MGT - 11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29199KA1985PLC006934  
NAME OF THE COMPANY : SUPRAJIT ENGINEERING LIMITED  
REGISTERED OFFICE : No. 100, Bommasandra Industrial Area, Bengaluru – 560 099

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member(s) of ..... shares of the above named company, hereby appoint.

- Name :  
Address :  
E-mail Id :  
Signature :..... or failing him
- Name :  
Address :  
E-mail Id :  
Signature :..... or failing him
- Name :  
Address :  
E-mail Id :  
Signature :.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the Company, to be held on Saturday, the 24<sup>th</sup> September 2016 at 1.00 p.m. at Plot No. 101, Bommasandra Industrial Area, Bengaluru-560 099 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of Financial Statements for the year ended March 31, 2016.
2.	Appointment of Dr. C Mohan, as Executive Director, who retires by rotation
3.	To confirm the payment of Interim Dividend and declare Final Dividend
4.	Appointment of Auditors of the Company.
<b>Special Business</b>	
5.	Appointment of Cost Auditors

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix  
₹ 1/- Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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Website: www.suprajit.com, Email: info@suprajit.com, investors@suprajit.com

Form No. MGT-12

## Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**31<sup>st</sup> ANNUAL GENERAL MEETING, SATURDAY, THE 24<sup>TH</sup> SEPTEMBER, 2016 AT 1.00 P. M.**

Name of the Company: Suprajit Engineering Limited  
Registered office: No. 100, Bommasandra Industrial Area, Bengaluru – 560 099

### BALLOT PAPER

Sl. No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

### ORDINARY BUSINESS

Sl. No	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements for the year ended March 31, 2016.			
2.	Appointment of Dr. C Mohan, as Executive Director, who retires by rotation			
3.	To confirm the payment of Interim Dividend and to declare Final Dividend			
4.	Appointment of Auditors of the Company.			

### SPECIAL BUSINESS

5.	Appointment of Cost Auditors			
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Place:

Date:

(Signature of the shareholder)



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Website: [www.suprajit.com](http://www.suprajit.com), Email: [info@suprajit.com](mailto:info@suprajit.com), [investors@suprajit.com](mailto:investors@suprajit.com)

### ATTENDANCE SLIP

**31<sup>st</sup> ANNUAL GENERAL MEETING, SATURDAY, THE 24<sup>th</sup> SEPTEMBER, 2016 AT 1.00 P.M.**

Name and Address of the Member \_\_\_\_\_

Reg. Folio/Client ID No. \_\_\_\_\_

I Certify that I am a registered shareholder of the company and hold \_\_\_\_\_ shares.

Please indicate whether Member/Proxy \_\_\_\_\_

I hereby record my presence at the 31<sup>st</sup> ANNUAL GENERAL MEETING of the Company held on Saturday, the 24<sup>th</sup> September, 2016 at 1.00 P.M at plot no. 101, Bommasandra Industrial Area, Bengaluru – 560099.

**Member's/Proxy Name in BLOCK Letter**

**Member's / Proxy's Signature**

**Note :**

Shareholder/Proxy holder must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.