



**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



November 13, 2017

BSE Limited Phiroze Jeejebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex Bandra (East), 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 Second Annual General Meeting ('AGM') of the Company held on November 11, 2017 at Plot No. 101, Bommasandra Industrial Area, Bangalore – 560 099. 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

General information about company	
Scrip code	532509
Name of the company	SUPRAJIT ENGINEERING LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	11-11-2017
Start time of the meeting	2:30 PM
End time of the meeting	3:55 PM



Voting results	
Record date	03-11-2017
Total number of shareholders on record date	45373
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	7
b) Public	42
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements & other documents.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public- Institutions	E-Voting	20432929	15295742	74.8583	15295742	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15295742	0	100
Public- Non Institutions	E-Voting	57226387	7313	0.0128	7313	0	100	0
	Poll		377934	0.6604	377934	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385247	0.6732	385247	0	100
Total		139872473	77894146	55.6894	77894146	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Dr. Supriya A Rai, as Director who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	47866799	76.94	47866799	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		62213157	47866799	76.94	47866799	0	100
Public- Institutions	E-Voting	20432929	15295742	74.8583	15239568	56174	99.6327	0.3673
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15239568	56174	99.6327
Public- Non Institutions	E-Voting	57226387	7313	0.0128	7313	0	100	0
	Poll		377934	0.6604	377934	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385247	0.6732	385247	0	100
Total		139872473	63547788	45.4327	63491614	56174	99.9116	0.0884
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the payment of Interim Dividend and to declare Final Dividend.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public-Institutions	E-Voting	20432929	15295742	74.8583	15295742	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15295742	0	100
Public- Non Institutions	E-Voting	57226387	7313	0.0128	7313	0	100	0
	Poll		377934	0.6604	377934	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385247	0.6732	385247	0	100
Total		139872473	77894146	55.6894	77894146	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public- Institutions	E-Voting	20432929	15295742	74.8583	15295742	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15295742	0	100
Public- Non Institutions	E-Voting	57226387	7313	0.0128	7313	0	100	0
	Poll		376773	0.6584	376773	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	384086	0.6712	384086	0	100
Total		139872473	77892985	55.6886	77892985	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Mohan Srinivasan Nagamangala as the Director and also as Whole Time Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public-Institutions	E-Voting	20432929	15295742	74.8583	15235225	60517	99.6044	0.3956
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15235225	60517	99.6044
Public- Non Institutions	E-Voting	57226387	7313	0.0128	7313	0	100	0
	Poll		377931	0.6604	377931	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385244	0.6732	385244	0	100
Total		139872473	77894143	55.6894	77833626	60517	99.9223	0.0777
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the remuneration payable to the Cost Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public-Institutions	E-Voting	20432929	15295742	74.8583	15295742	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15295742	0	100
Public- Non Institutions	E-Voting	57226387	7313	0.0128	4771	2542	65.24	34.76
	Poll		377931	0.6604	377931	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385244	0.6732	382702	2542	99.3402
Total		139872473	77894143	55.6894	77891601	2542	99.9967	0.0033
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Approve of SEL Employee Stock Appreciation Rights Plan 2017.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public-Institutions	E-Voting	20432929	15295742	74.8583	15235225	60517	99.6044	0.3956
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15235225	60517	99.6044
Public- Non Institutions	E-Voting	57226387	7313	0.0128	4784	2529	65.4177	34.5823
	Poll		377931	0.6604	377931	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385244	0.6732	382715	2529	99.3435
Total		139872473	77894143	55.6894	77831097	63046	99.9191	0.0809
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Approve grant of ESARs to Employees/Directors of Subsidiary under ESAR 2017.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62213157	62213157	100	62213157	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	62213157	100	62213157	0	100
Public-Institutions	E-Voting	20432929	15295742	74.8583	15235225	60517	99.6044	0.3956
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20432929	15295742	74.8583	15235225	60517	99.6044
Public- Non Institutions	E-Voting	57226387	7313	0.0128	4784	2529	65.4177	34.5823
	Poll		377931	0.6604	377931	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		57226387	385244	0.6732	382715	2529	99.3435
Total		139872473	77894143	55.6894	77831097	63046	99.9191	0.0809
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



PARAMESHWAR G. BHAT

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

Company Secretary

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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 32nd Annual General Meeting
Suprajit Engineering Limited
Plot No.101, 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, 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 Polling Paper at the 32nd 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 32nd Annual General Meeting of the Members of the Company held on 11th November, 2017. 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 32nd 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 8th November, 2017 (9.00 A.M. IST) till 10th November, 2017 (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. 3rd November, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 32nd 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 10th November, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 11th November, 2017, in presence of Mr. Vijayakrishna KT 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,

- a. 56 members (folio wise) have cast their votes through remote e-voting.
- b. 30 members (folio wise) 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, 2017 and Report of the 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	56	77516212	27	377934	83	77894146	100%
Dissent	0	0	0	0	0	0	0
Total	56	77516212	27	377934	83	77894146	100%
Abstained/ Invalid	0	0	3	5	3	5	NA

Item No.2: Appointment of Dr. Supriya A. Rai, Non Executive / Non Independent 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	52	63113680	27	377934	79	63491614	99.91%
Dissent	2	56174	0	0	2	56174	0.09%
Total	54	63169854	27	377934	81	63547788	100%
Abstained/ Invalid	2	14346358	3	5	5	14346363	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		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	56	77516212	27	377934	83	77894146	100%
Dissent	0	0	0	0	0	0	0
Total	56	77516212	27	377934	83	77894146	100%
Abstained/Invalid	0	0	3	5	3	5	NA

Item No.4: Appointment of Messrs S. R. Batliboi and Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration:

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	56	77516212	22	376773	78	77892985	100%
Dissent	0	0	0	0	0	0	0
Total	56	77516212	22	376773	78	77892985	100%
Abstained/Invalid	0	0	8	1166	8	1166	NA



SPECIAL BUSINESS:

Item No. 5: Appointment of Mr. Mohan Srinivasan Nagamangala (DIN: 01916468) as the Director and also as Whole Time 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	53	77455695	26	377931	79	77833626	99.92%
Dissent	3	60517	0	0	3	60517	0.08%
Total	56	77516212	26	377931	82	77894143	100%
Abstained/Invalid	0	0	4	8	4	8	NA

Item No. 6: Ratification of Remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2017-18:

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	54	77513670	26	377931	80	77891601	99.99%
Dissent	2	2542	0	0	2	2542	0.01%
Total	56	77516212	26	377931	82	77894143	100%
Abstained/Invalid	0	0	4	8	4	8	NA



Item No. 7: Approval of SEL Employee Stock Appreciation Rights Plan 2017:

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	51	77453166	26	377931	77	77831097	99.92%
Dissent	5	63046	0	0	5	63046	0.08%
Total	56	77516212	26	377931	82	77894143	100%
Abstained/Invalid	0	0	4	8	4	8	NA

Item No. 8: Approval of grants of ESARs to the Employees/Directors of the Subsidiary Company (ies) / of the Company under ESAR 2017:

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	51	77453166	26	377931	77	77831097	99.92%
Dissent	5	63046	0	0	5	63046	0.08%
Total	56	77516212	26	377931	82	77894143	100%
Abstained/Invalid	0	0	4	8	4	8	NA

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



Based on the foregoing, the resolution numbers from 01 to 08 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: 11.11.2017
Place: Bangalore

Witness:



1. Vijayakrishna KT



2. Vinay Kadam