

**August 14, 2018**

Ref: 532509 BSE Limited Department of Corporate Services P. J. Towers, 25 <sup>th</sup> 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 voting and poll) and Scrutinizer's Report on the Resolutions passed by the Members at the Thirty Third Annual General Meeting ('AGM') of the Company held on August 14, 2018 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
NSE Symbol	SUPRAJIT
MSEI Symbol	
ISIN	INE399C01030
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)	14-08-2018
Start time of the meeting	1:00 PM
End time of the meeting	1:35 PM



Scrutinizer Details	
Name of the Scrutinizer	PARAMESHWAR G BHAT
Firms Name	INDIVIDUAL
Qualification	CS
Membership Number	FCS8860
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	14-08-2018



Voting results	
Record date	03-08-2018
Total number of shareholders on record date	46076
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	49
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	6
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 & report of Auditors thereon & report of Board for the financial year 2017-2018				
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	22995428	18190771	79.106	18190771	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18190771	0	100
Public- Non Institutions	E-Voting	54663888	21984934	40.2184	21984934	0	100	0
	Poll		343036	0.6275	343036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	22327970	40.8459	22327970	0	100
Total		139872473	102731898	73.4468	102731898	0	100	0
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	57941



Resolution(2)								
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 Director & CEO, 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	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	22995428	18190771	79.106	18153733	37038	99.7964	0.2036
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18153733	37038	99.7964
Public- Non Institutions	E-Voting	54663888	21984934	40.2184	21984934	0	100	0
	Poll		343036	0.6275	343036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	22327970	40.8459	22327970	0	100
Total		139872473	102731898	73.4468	102694860	37038	99.9639	0.0361
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								



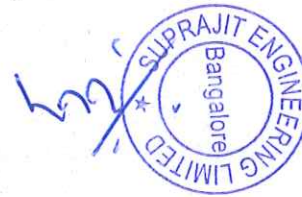


Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	57741





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 of Re. 0.60 (60%) and to declare Final Dividend of Re.0.80 (80%) for the financial year 2017-2018				
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	22995428	18190771	79.106	18190771	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18190771	0	100
Public- Non Institutions	E-Voting	54663888	21984934	40.2184	21982384	2550	99.9884	0.0116
	Poll		343036	0.6275	343036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	22327970	40.8459	22325420	2550	99.9886
Total		139872473	102731898	73.4468	102729348	2550	99.9975	0.0025
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	57941



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Akhilesh Rai as Chief Strategy Officer 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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	0	0	0	0	0
Public- Institutions	E-Voting	22995428	18190771	79.106	18190771	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18190771	0	100
Public- Non Institutions	E-Voting	54663888	18429184	33.7136	18429184	0	100	0
	Poll		43036	0.0787	43036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	18472220	33.7924	18472220	0	100
Total		139872473	36662991	26.2117	36662991	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	





Text Block	
Textual Information(1)	Votes cast by the related parties have not been taken in to account and they have been treated as invalid pursuant to second proviso to section 188 (1) read with Section 2 (76) and (77) and Rules 3 & 4 of the Companies (Specification of Definitions Details) Rules, 2014.





Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	62213157
Public Insitutions	
Public - Non Insitutions	3913491



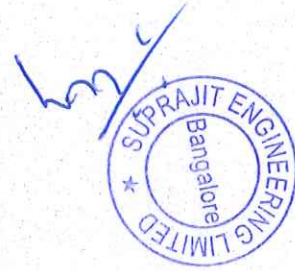
Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Ashutosh Rai "Head - Suprajit Tech Centre (STC)"				
Category	Mode of voting	No. 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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62213157	0	0	0	0	0
Public-Institutions	E-Voting	22995428	18190771	79.106	18190771	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18190771	0	100
Public- Non Institutions	E-Voting	54663888	18429184	33.7136	18429184	0	100	0
	Poll		43036	0.0787	43036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	18472220	33.7924	18472220	0	100
Total		139872473	36662991	26.2117	36662991	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Textual Information(1)



Text Block	
Textual Information(1)	Votes cast by the related parties have not been taken in to account and they have been treated as invalid pursuant to second proviso to section 188 (1) read with Section 2 (76) and (77) and Rules 3 & 4 of the Companies (Specification of Definitions Details) Rules, 2014.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	62213157
Public Insitutions	
Public - Non Insitutions	3913491





Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratify the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2018-19				
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	22995428	18190771	79.106	18190771	0	100	0
	Poll							
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22995428	18190771	79.106	18190771	0	100
Public- Non Institutions	E-Voting	54663888	21984934	40.2184	21984834	100	99.9995	0.0005
	Poll		343036	0.6275	343036	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		54663888	22327970	40.8459	22327870	100	99.9996
Total		139872473	102731898	73.4468	102731798	100	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	57741.



**PARAMESHWAR G. BHAT**

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

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 33<sup>rd</sup> Annual General Meeting  
Suprajit Engineering Limited  
Plot No.100, Bommasandra Industrial Area,  
Bengaluru - 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, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, near Bashyam Circle, Sadashivnagar, Bengaluru – 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 33<sup>rd</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 33<sup>rd</sup> Annual General Meeting of the Members of the Company held on 14<sup>th</sup> August, 2018. 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 33<sup>rd</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 four days from 10<sup>th</sup> August, 2018 (9.00 A.M. IST) till 13<sup>th</sup> August, 2018 (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, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 33<sup>rd</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 13<sup>th</sup> August, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 14<sup>th</sup> August, 2018, in presence of Mr. Vinay Hegde and Mr. Dinesh Shanbhag, 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. 105 (Folio wise) members have cast their votes through remote e-voting.
- b. 29 (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, 2018 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	105	102388862	25	343036	130	102731898	100.00
Dissent	0	0	0	0	0	0	0.00
Total	105	102388862	25	343036	130	102731898	100.00
Abstained/ Invalid	0	0	4	57741	4	57741	NA

**Item No.2: Appointment of Mr. Mohan Srinivasan Nagamangala, Director and Chief Executive Officer (DIN: 01916468) 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	102351824	25	343036	125	102694860	99.96
Dissent	5	37038	0	0	5	37038	0.04
Total	105	102388862	25	343036	130	102731898	100.00
Abstained/ Invalid	0	0	4	57741	4	57741	



**Item No.3: Confirmation of payment of Interim Dividend of Re.0.60 (60%) and declaration of Final Dividend Re. 0.80 (80%) 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	104	102386312	25	343036	129	102729348	100.00
Dissent	1	2550	0	0	1	2550	0.00*
Total	105	102388862	25	343036	130	102731898	100.00
Abstained/ Invalid	0	0	4	57741	4	57741	NA

**SPECIAL BUSINESS:**

**Item No. 4: Appointment of Mr. Akhilesh Rai as "Chief Strategy Officer" 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	85	36619955	24	43036	109	36662991	100.00
Dissent	0	0	0	0	0	0	0.00
Total	85	36619955	24	43036	109	36662991	100.00
Abstained/ Invalid	20	65768907	5	357741	25	66126648	NA



Item No.5: Appointment of Mr. Ashutosh Rai as "Head- Suprajit Tech Centre (STC)":\*\*

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	85	36619955	24	43036	109	36662991	100.00
Dissent	0	0	0	0	0	0	0.00
Total	85	36619955	24	43036	109	36662991	100.00
Abstained/ Invalid	20	65768907	5	357741	25	66126648	NA

Item No.6: Ratification of the remuneration payable to Messrs G N V and Associates, Cost Accountants, Cost Auditors of the Company 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	104	102388762	25	343036	129	102731798	100.00
Dissent	1	100	0	0	1	100	0.00*
Total	105	102388862	25	343036	130	102731898	100.00
Abstained/ Invalid	0	0	4	57741	4	57741	NA

\*Numbers being very insignificant, decimals could not be exhibited.

\*\* Votes cast by the related parties have not been taken in to account and they have been treated as invalid pursuant to second proviso to Section 188 (1) read with Section 2 (76) & (77) and Rules 3 & 4 of the Companies (Specification of Definitions Details) Rules, 2014.



Based on the foregoing, the resolution numbers from 01 to 06 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,

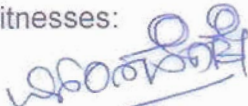


Parameshwar G. Bhat  
Practising Company Secretary  
Membership No: FCS 8860  
C.P. No: 11004



Date: 16.08.2018  
Place: Bengaluru

Witnesses:



1. Vinay Hegde



2. Dinesh Shanbhag