

**PARAMESHWAR G. BHAT**

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

Company Secretary

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**SCRUTINIZER'S REPORT**

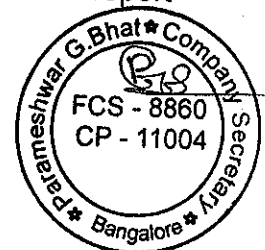
*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]*

To  
Mr. K. Ajith Kumar Rai  
Chairman of the 31<sup>st</sup> Annual General Meeting  
Suprajit Engineering Limited  
No.100, 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, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, 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 31<sup>st</sup> 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 31<sup>st</sup> Annual General Meeting of the Members of the Company held on 24<sup>th</sup> September, 2016. 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 31<sup>st</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 21<sup>st</sup> September, 2016 (9.00 A.M. IST) till 23<sup>rd</sup> 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. 17<sup>th</sup> September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 31<sup>st</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).

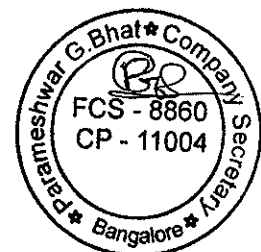
At the end of the voting period on 23<sup>rd</sup> September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 24<sup>th</sup> September, 2016, in 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 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,

- 101 members have cast their votes through remote e-voting.
- 26 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, 2016 and Report of the Auditors and Board of Directors including Secretarial Audit Report :**

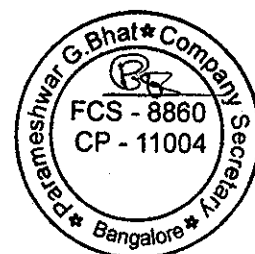
**Ordinary Resolution:**

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	101	89088452	26	534144	127	89622596	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	101	89088452	26	534144	127	89622596	100.00
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	NA

**Item No.2: Appointment of Dr. C Mohan, Executive Director (DIN: 05229359), 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	89087952	26	534144	126	89622096	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	100	89087952	26	534144	126	89622096	100.00
Abstained/Invalid	1	500	Nil	Nil	1	500	NA



**Item No.3: Confirmation of payment of Interim Dividend and declaration of Final Dividend:**

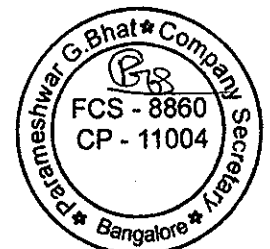
**Ordinary Resolution:**

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	100	89088302	26	534144	126	89622446	99.999
Dissent	1	150	Nil	Nil	1	150	0.001
Total	101	89088452	26	534144	127	89622596	100.00
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	NA

**Item No.4: Ratification of Appointment of Messrs Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S) as Statutory Auditors 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	101	89088452	26	534144	127	89622596	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	101	89088452	26	534144	127	89622596	100.00
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	NA



**SPECIAL BUSINESS:**

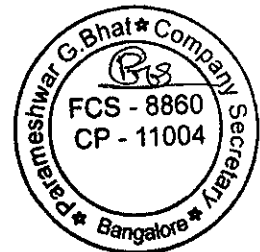
**Item No. 5: Ratification of Remuneration payable to Messrs GNV and Associates, Cost Accountants, Cost Auditors of the Company for the F.Y 2016-17:**

**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	101	89088452	26	534144	127	89622596	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	101	89088452	26	534144	127	89622596	100.00
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	NA

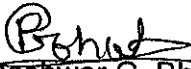
Note: The votes cast by the Directors for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

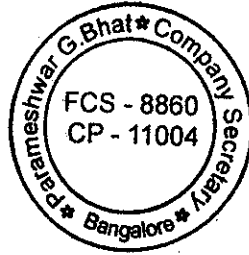
Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been **passed by requisite majority.**



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  
CP No: 11004



Date: 24.09.2016  
Place: Bangalore

Witnesses:

1. Ganesh Redde

  
2. Vinay Kadam