



SUPRAJIT ENGINEERING LIMITED

Registered Office: No. 100, Bommasandra Industrial Area
Bangalore- 560 099

CIN: L29199KA1985PLC006934, Telephone 080 4342 1100, Fax 080 2783 3279

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

POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members
Suprajit Engineering Limited
Bengaluru

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Suprajit Engineering Limited ("the Company"), to consider and if thought fit, pass the Resolution noted herein below by way of Postal Ballot/e-voting.

The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (SEBI)(Amendment) Regulations, 2018, which is effective from April 01, 2019, has made it mandatory to pass a Special Resolution for the appointment or continuation of Directorship of a Non-Executive Director, if such Director has attained the age of 75 (Seventy Five) years or more.

The Company proposes to continue the Directorship of Mr. Babugowda Sanganagowda Patil (holding DIN: 00061959), Non-Executive Director of the Company, who has attained the age of 75 (Seventy Five) years on January 20, 2019, as Independent Director of the Company, for the remaining term of his tenure i.e., till February 02, 2020.

The Company is therefore seeking your consent for the said proposal as contained in the Special Resolution appended below.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting, as an alternate for the Members to enable them to cast their votes electronically.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self - addressed envelope, so as to reach the Scrutinizer on or before 5.00 PM IST, March 23, 2019. The

Postal Ballot Form received thereafter shall be treated as not having been received and will not be valid. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions under the section 'INSTRUCTIONS FOR E-VOTING'.

The Board of Directors, at its Meeting held on February 11, 2019 has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

The Resolution along with the Explanatory Statements setting out the material facts are as follows:

SPECIAL BUSINESS:

1. Approval for continuation of Directorship of Mr. Babugowda Sanganagowda Patil (holding DIN: 00061959) as Independent Director of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) and any other applicable Regulation(s), if any of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company be and is hereby accorded to continue the Directorship of Mr. Babugowda Sanganagowda Patil (holding DIN: 00061959), Non-Executive Director of the Company, who has attained the age of 75 (Seventy Five) years on January 20, 2019, as Independent Director of the Company, for the remaining term of his tenure, i.e., till February 02, 2020.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : February 11, 2019
Place : Bengaluru

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended hereto.
2. Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, February 15, 2019 (the cut-off date).

The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent (RTA) and to other Shareholders by permitted mode (Registered Post/Speed Post / Courier). Any Member who has not received the Postal Ballot Forms may write to the Company and may obtain a copy thereof. The same may also be downloaded from the Company's website at:www.suprajit.com.

3. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and published on the Company's website at www.suprajit.com.
4. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on the cut-off date, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
5. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self - addressed envelope, so as to reach the Scrutinizer on or before 5.00 PM IST, March 23, 2019.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. The Members may refer 'INSTRUCTIONS FOR E-VOTING' section of this notice for more details.
7. The e-voting shall commence on Friday, February 22, 2019 at 9.00 AM IST and ends on Saturday, March 23, 2019 at 5.00 PM IST.
8. The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form **or** through e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. A Member cannot exercise his vote by proxy on Postal Ballot.

9. The Board of Directors of the Company (“the Board”) has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary as the ‘Scrutinizer’ for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner (“the Scrutinizer”). The Scrutinizer’s address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru -560 080.
10. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot forms received, but not later than 48 (Forty Eight) hours from the last date of receipt of all Postal Ballot forms.
11. The results of voting by Postal Ballot will be announced on March 25, 2019 at the Registered Office of the Company. Additionally, the result will be posted on Company’s website at www.suprajit.com and will be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) simultaneously.
12. The last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : February 11, 2019
Place : Bengaluru

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The Members of the Company at 30th Annual General Meeting of the Company, held on September 19, 2015 had appointed Mr. Babugowda Sanganagowda Patil (holding DIN:00061959) as Independent Director of the Company for a period of 5 (Five) years, up to February 02, 2020.

Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which will be effective from April 01, 2019, has made it mandatory to pass a Special Resolution for the appointment or continuation of Directorship of a Non-Executive Director, if such Director has attained the age of 75 (Seventy Five) years or more.

In compliance with the above stated requirement, it is proposed to pass a Special Resolution in connection with continuation of Directorship of Mr. Babugowda Sanganagowda Patil, Non Executive Director, who has attained the age of 75 years on January 20, 2019, as Independent Director of the Company, till the completion of remaining tenure (till February 02, 2020).

Mr. Babugowda Sanganagowda Patil, retired as Chief Secretary of the Government of Karnataka, and has wide range of experience in heading of State financial Institutions and various Government Departments. His brilliant career helped him to establish contacts with eminent people and institutions across the Country. Considering the deep knowledge and immense experience and his ability to bring in the dynamics to the Board in various matters, which are very helpful in making sound decisions, the Board proposes the continuation of Directorship of Mr. Babugowda Sanganagowda Patil.

Your Board recommends the Special Resolution as set out in Item no. 1 for the approval of the Members.

Except Mr. Babugowda Sanganagowda Patil, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the said Resolution.

By the order of the Board
For Suprajit Engineering Limited

Medappa Gowda J
Company Secretary
Membership No.FCS – 4111

Date : February 11, 2019
Place : Bengaluru

INSTRUCTIONS FOR BALLOT VOTING

1. Shareholders have an option to vote either through physical mode by submitting the Postal Ballot Form or through e-voting. If a Shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and *vice-versa*. However, in case Shareholders cast their vote through both physical Ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical Ballot shall be treated as invalid.
2. A Shareholder entitled to vote and desirous of exercising his/ her vote by a Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Board in the **Business Reply Envelope(BRE)**. Postage for the said article will be paid by the Company. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
3. A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
4. The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
5. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The vote shall not be exercised by a Proxy. However, corporate and institutional Shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer before 5.00 P.M. on Saturday, March 23, 2019. All Postal Ballot Forms received after this date will be strictly treated as if they have not been received.
8. Where the Postal Ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the Resolution of its Board of Directors authorizing such representative to vote on the Resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a Power of Attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such Power of Attorney.
9. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.

10. There will be one Postal Ballot Form for every 'Registered Folio'/ 'Client ID', irrespective of the number of joint holders.
11. A Shareholder may request a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer, not later than the date specified at item 7.
12. Shareholders are requested to fill the Postal Ballot Form with indelible ink and not by any erasable writing mode.
13. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
14. The Company has appointed Mr. Medappa Gowda J, Company Secretary of the Company as the person responsible for the entire Postal Ballot voting process. For any queries, Members may contact Mr. Medappa Gowda. J, at the Registered Office of the Company at No. 100, Bommasandra industrial Area, Bengaluru – 560099.at Tel Number + 080 – 43421100.
15. Though not mandatory, the Postal Ballot Form along with the 'Postal Ballot Notice' and Explanatory Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
16. The votes of a Shareholder will be considered invalid on any of the following grounds:
 - a. if the Shareholder's signature does not tally with the specimen signature;
 - b. if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Special Resolution' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held;
 - c. if the Postal Ballot Form is unsigned incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

INSTRUCTIONS FOR E-VOTING :

The voting period begins on Friday, February 22, 2019 at 9.00 AM IST and ends on Saturday, March 23, 2019 at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i. The Shareholders should log on to the e-voting website at www.evotingindia.com.
- ii. Click on Shareholders / Members

- 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 (iii).

- 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 of SUPRAJIT ENGINEERING LIMITED on which you choose to vote.

- 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 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
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

xx. Further, Members may note the following:

- a. E-voting shall not be allowed beyond the said date and time.
- b. 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 e-voting.



SUPRAJIT ENGINEERING LIMITED

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CIN: L29199KA1985PLC006934, Telephone 080 4342 1100, Fax 080 2783 3279

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

POSTAL BALLOT FORM

(Please read the instructions printed at the end of the accompanying Postal Ballot Notice before completing this form)

1.Name and registered address of the sole/ first named Shareholder (in block letters)	
2.Name(s) of the joint holder(s) if any (in block letters)	
3. Registered Folio No. (Applicable to Shareholders holding Shares in physical form)	
4.DP ID No. & Client ID No. (Applicable to Shareholders holding Shares in dematerialized form)	
5. Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated February 11, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (P) mark at the appropriate box below:

Sl. No.	Description of Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for continuation of Directorship of Mr. Babugowda Sanganagowda Patil (holding DIN: 00061959) as Independent Director of the Company, who has attained the age of 75 years.			

Place:

Date:

Signature of the Member