



**Suprajit
Engineering
Limited**

Registered & Corporate Office :

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Tel: +91-80-43421100 / 27833828, Fax: +91-80-27833279
E-mail: info@suprajit.com Web : http://www.suprajit.com
Corporate Identity Number (CIN) : L29199KA1985PLC006934



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN
INVESTMENT COMMITTEE MEETING OF BOARD OF DIRECTORS
HELD ON 17TH FEBRUARY, 2016 AT THE REGISTERED OFFICE OF THE
COMPANY AT 100, BOMMASANDRA INDUSTRIAL AREA, ANEKAL
TALUK, BENGALURU-560099**

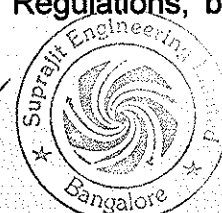
**To consider and approve the opening of the Qualified Institutions
Placement and the matters incidental thereto:**

"RESOLVED THAT pursuant to the powers conferred upon the Investment Committee by the Board of Directors of the Company in connection with the proposed placement of securities to Qualified Institutional Buyers ("**QIBs**") pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"), Section 23, 42, 62 and any other applicable provisions of the Companies Act, 2013, as amended, the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the "**Issue**") and as approved by the Board pursuant to a resolution passed thereby at its meeting held on February 3, 2015 and by the Shareholders of the Company pursuant to a Special Resolution passed through Postal Ballot dated March 23, 2015 and pursuant to the receipt of in-principle approvals from the BSE Limited and National Stock Exchange of India Limited (together, the "**Stock Exchanges**") for the Equity Shares proposed to be listed pursuant to the Issue, the Preliminary Placement Document as per the copy placed before the Investment Committee be and is hereby adopted and approved for filing with the Stock Exchanges.

RESOLVED FURTHER THAT the Issue be opened on February 17, 2016 and Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J, be and is hereby severally authorized to decide the issue closing date.

FURTHER RESOLVED THAT the floor price of Rs. 139.40/- for the issue of Equity Shares pursuant to the Issue, based on the pricing formula prescribed under 85(1) of the ICDR Regulations, and the relevant date of February 17, 2016, in terms of Regulation 81 (c)(i) of the ICDR Regulations, be and is hereby considered and approved.

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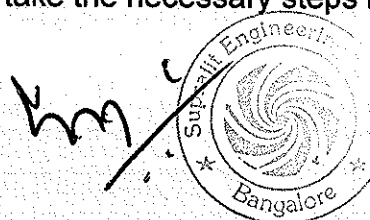
RESOLVED FURTHER THAT in accordance with Regulation 85(1) of the ICDR Regulations, the approvals given by the Board by its resolution dated February 3, 2015 and by the Shareholders of the Company by a special resolution passed through Postal Ballot, the results of which were announced on 23rd March, 2015, the Company may offer a discount of not more than 5% to the floor price at the time of determination of the issue price.

FURTHER RESOLVED THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J., be and is hereby severally authorized to make any changes to the preliminary Placement Document and the Placement Document that he, at his absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments or corrections in the preliminary Placement Document and Placement Document as may be necessary or desirable.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J, be and is hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Company, and all other documents that he deems fit in connection with the Issue, including but not limited to Placement Agreement with the Book Running Lead Managers engaged for the Issue and the Escrow Agreement with the Escrow Agent appointed for the purposes of the Issue.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J, be and is severally authorized to open one or more Escrow Accounts in the name and style of 'Suprajit Engineering Limited – QIP Escrow Account' for the purposes of the Issue and do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, including the Issue related documents as it may at his absolute discretion deem necessary or desirable in connection with, incidental thereto.

RESOLVED FURTHER THAT Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J, be and is hereby severally authorized either on his own or through the agency to undertake the necessary steps in

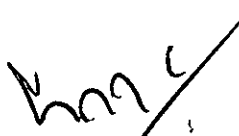




connection with circulation of the Preliminary Placement Document and the Application Form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable.

RESOLVED FURTHER THAT the Mr. K. Ajith Kumar Rai, Chairman and Managing Director and Medappa Gowda J, be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including but not limited to delivering the Preliminary Placement Document to the Stock Exchanges and filing the Preliminary Placement Document along with the records and other particulars of the QIB's to whom the offer is made in the Issue with the Registrar of Companies, Bengaluru and the Securities Exchange Board of India, intimating the Stock Exchanges in relation to the above and making other statutory and regulatory filings, as required to the above and making other statutory and regulatory filings, as required and to affix the common seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the ICDR Regulations, the Companies Act, 2013, as amended and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time."

For Suprajit Engineering Limited


Medappa Gowda J.
Company Secretary
Membership No.4111

