

December 29, 2022

The Manager,	
BSE LIMITED	National Stock Exchange,
Phiroze Jeejeebhoy Towers	Exchange Plaza, 5 TH Floor,
Dalal Street	Plot No. C/1, G Block, Bandra Kurla Complex,
Mumbai - 400001	Mumbai-400 051
<u>BSE Code: 532904</u>	<u>Symbol: SUPREMEINF</u>

Subject: Notice of Extra -Ordinary General Meeting (EGM) as required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (' Listing Regulation').

Dear Sir/Madam,

With reference to our earlier letter dated 28th December, 2022 we would like to inform you that the Extra- Ordinary General Meeting (" EGM") of the Company will be conducted through video conferencing with reference to the Ministry of Corporate Affairs circular no 11/2022 dated 28th December, 2022

Pursuant to Regulation 30 of the Listing Regulations, attached herewith is the Notice and Explanatory Statement of the Extra- Ordinary General Meeting (" EGM") of the Company to be held on Saturday, January 21, 2023 at 11.30 a.m. The Cut off date for Voting shall be Saturday, January 14, 2023.

The Remote e-voting commences for this purpose shall be on Wednesday, January 18, 2023 (from 09:00 a.m. Indian Standard Time, "IST") and ends on Friday, January 20, 2023 (at 5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time.

Kindly take on the record and oblige.

Thanking You,

Yours Faithfully,

For **SUPREME INFRASTRUCTURE INDIA LIMITED**

VIKRAM

BHAVANISHANKAR

AR SHARMA

Digitally signed by VIKRAM
BHAVANISHANKAR SHARMA
Date: 2022.12.29 16:10:17
+05'30'

VIKRAM BHAVANISHANKAR SHARMA

Managing Director

DIN : 01249904

SUPREME INFRASTRUCTURE INDIA LIMITED

Supreme House, Plot No.94/C, Pratap Gad, I.I.T. Main Gate, Powai, Mumbai – 400 076

Tel : + 91 22 6128 9700, Mob-+ 91 8425833332 Fax : + 91 22 6128 9711, website : www.supremeinfra.com

CIN: L74999MH1983PLC029752

SUPREME INFRASTRUCTURE INDIA LIMITED
CIN: L74999MH1983PLC029752
Regd. Off. : SUPREME HOUSE, PRATAP GADH, PLOT NO. 94/C, OPP. IIT,
POWAI MUMBAI MH 400076 IN
Tel: 22 6128 9700 / 2579 4216 Email: cs@supremeinfra.com
Web: www.supremeinfra.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting (“EGM”) of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED** (“the Company”) will be held on **Saturday, 21st January, 2023 at 11.30 AM IST** through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”) facility to transact the following items of business:

SPECIAL BUSINESS:

ITEM NO. 1: RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for the re-classification of the existing Authorised Share Capital of the Company from Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,25,00,000 (Seven Crores Twenty Five Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 72,50,00,000/- (Rupees Seventy Two Crores Fifty Lakhs only) and 25,00,000 (Twenty Five Lakhs) 1% Non-cumulative redeemable preference shares of Rs. 10/- each aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs Only) **to:**

- I. 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only);
- II. 25,00,000 (Twenty Five Lakhs) 1% Non-Cumulative Redeemable Preference Shares of Rs. 10/- each aggregating to Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs Only); and
- III. 3,75,00,000 (Three Crores Seventy Five Lakhs) 0.01% Non-cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 37,50,00,000/- (Rupees Thirty Seven Crores Fifty Lakhs Only).

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), the existing Clause V of the Memorandum of Association of the Company be and is hereby repealed and replaced with the following Clause V:

“V. The Authorised Share Capital of the Company is Rs.75,00,00,000/- (Rupees Seventy Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only), 25,00,000 (Twenty Five Lakhs) 1% Non-cumulative redeemable preference shares of Rs. 10/- each aggregating to Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs Only) and 3,75,00,000 (Three Crores Seventy Five Lakhs) 0.01% Non-cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 37,50,00,000/- (Rupees Thirty Seven Crores Fifty Lakhs Only) with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that the Company shall always have the power to issue shares and redeemable preference shares at a premium, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals, in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any of the Director(s), Company Secretary or any other Officer(s).”

ITEM NO. 2: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 14, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (‘Act’), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Article 4 a of the Articles of Association of the Company be and is hereby amended and substituted by the following:

“4. a. The Authorised Share Capital of the Company shall be as specified from time to time, in the Memorandum of Association of the Company, provided that the Company through its Board of Directors may always increase or reduce, sub-divide or consolidate its share capital by such amount as it thinks expedient and issue shares at a premium subject to the provisions of the Companies Act, 2013. The Company shall always have the power to issue shares and redeemable preference shares at a premium, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

ITEM NO. 3: ISSUE AND ALLOTMENT OF 0.01% NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCNCRPS) TO OPERATIONAL CREDITORS PURSUANT TO SCHEME OF COMPROMISE AND ARRANGEMENT BETWEEN SUPREME INFRASTRUCTURE INDIA LIMITED AND ITS OPERATIONAL CREDITORS DULY APPROVED BY THE HON. NATIONAL COMPANY LAW TRIBUNAL BY ITS ORDER DATED 16.06.2022 (THE “SCHEME”)

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

“RESOLVED THAT pursuant to the Scheme of Compromise and Arrangement between Supreme Infrastructure India Limited and its Operational Creditors (the “Scheme”) duly approved by the Hon. National Company Law Tribunal by its order dated 16.06.2022 (the “Scheme”), provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create, offer, issue and allot, unlisted **0.01% Non- Cumulative, Non-Convertible Redeemable Preference Shares for an amount not exceeding Rs. 2,54,81,43,400/- (Rupees Two Hundred and Fifty Four Crores Eighty One Lakhs Forty Three Thousand and Four Hundred Only) comprising of 2,54,81,434, 0.01% Non- Cumulative, Non-Convertible Redeemable Preference Shares of face value of Rs.10/- each (‘NCNCRPS’) to be issued at a premium of Rs. 90/- each** to the Operational Creditors of the Company as approved in the Scheme, in settlement of their dues on such terms and conditions as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, 3 regulations and notifications, including any modification or re-enactment thereof, the particulars in respect of the issue are as under:

1. NCNCRPS shall be issued of 4 series as follows:

Sr. No.	Amount due to Operational Creditors (IN Rs.)	Series of NCNCRPS
1	Below Rs. 1,00,000/-	Series I
2	Between Rs. 1,00,000/- to Rs. 5,00,000/-	Series II
3	Between Rs. 5,00,000/- to Rs. 50,00,000/-	Series III
4	Above Rs. 50,00,000/-	Series IV

2. Each Series of NCNCRPS shall have different Maturities as mentioned by the Scheme as follows:

Sr. No.	Series of NCNCRPS	Maturity
1	Series I	1 year
2	Series II	3 Years
3	Series III	6 Years
4	Series IV	9 Years

3. Each Series of NCNCRPS shall have right to earlier redemption which shall be at discount as mentioned below as mentioned in the Scheme:

Sr. No.	Series of NCNCRPS	Early redemption eligibility from	Discount Rate
1	Series I	N.A.	Nil
2	Series II	Year 1	20.28%
3	Series III	Year 3	34.25%
4	Series IV	Year 6	39.14%

4. NCNCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
5. NCNCRPS shall be non-participating in the surplus funds;
6. NCNCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
7. The dividend payment to holders of NCNCRPS is discretionary (non-guaranteed) and non-cumulative in nature;
8. NCNCRPS shall not be convertible into equity shares;
9. NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
10. NCNCRPS shall be redeemable at premium of Rs. 90/- (Rupees Ninety Only) upon maturity.
11. NCNCRPS will carry a dividend rate of 0.01% p.a.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of NCNCRPS to comply with the Scheme, subject to the provisions of the Act without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

ITEM NO. 4: DELEGATION OF AUTHORITY TO THE BOARD TO ISSUE OF NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES ON A PREFERENTIAL BASIS TO OPERATIONAL/OTHER CREDITORS:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 62, 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and such other rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions as may be necessary from any statutory authorities as may be applicable, the Consent of the Members of the Company be and is hereby accorded to the Board (which term shall include any committee constituted/may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) to create, issue, offer and allot Non-Cumulative Non -Convertible Redeemable Preference Shares (NCNCRPS- Tranche II) upto Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) comprising of 1,00,00,000 (One Crore) Non-Cumulative Non -Convertible Redeemable Preference Shares (NCNCRPS- Tranche II) of face value of Rs.10/- each aggregating to Rs. 10,00,00,000 (Rupees Ten Crores Only) at a premium of Rs. 90/- per share against settlement of dues of respective Operational and/or other Creditors of the Company or against the cash consideration as and when required.

RESOLVED FURTHER THAT the Consent of the Members be and is hereby accorded to the Board (including Committee thereof) to issue, offer and allot 1,00,00,000 Non-Cumulative Non-Convertible Redeemable Preference Shares- Tranche II, in one or more tranches, to the Operational and/or other Creditors of the Company as identified from time to time by the Board of Directors of the Company.

RESOLVED FURTHER THAT the NCNCRPS- Tranche II pursuant to this resolution shall be offered and allotted on the terms and conditions as prescribed under applicable laws and the particulars of the issue of NCNCRPS- Tranche II, as required to be provided under Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, as determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of NCNCRPS- Tranche II, subject to the provisions of the Act without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the NCNCRPS- Tranche II, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or incidental to this resolution, including but not limited to dispatch of letter(s) of offer, sign and file all the necessary forms, returns and documents with all the relevant authorities for and on behalf of the Company and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the said NCNCRPS- Tranche II and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board may in its discretion deem fit and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/any officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

For and on behalf of the Board of Directors

SUPREME INFRASTRUCTURE INDIA LIMITED

Sd/-

VIKRAM BHAVANISHANKAR SHARMA

Managing Director

DIN: 01249904

Registered Office
Supreme House, Plot No 94/C, Pratap Gad,
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Mumbai - 400076, Maharashtra
Phone: +91 22 6128 9700 / 2579 4216
Fax: +91 22 6128 9711
E-mail: cs@supremeinfra.com

Date: 28.12.2022

NOTES:

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extraordinary General Meeting (EGM) (the “Notice”) is annexed hereto and forms part of this Notice.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at 28th December 2022. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

The Board has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries firm represented by Mr. Hitesh Kothari (Partner of Kothari H. & Associates) Mrs. Sonam Jain – (Partner of Kothari H. & Associates) Company Secretary, as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.

The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company www.supremeinfra.com and on NSDL website www.evoting.nsdl.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the Conclusion of the EGM.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, January 18, 2023 at 09:00 A.M. and ends on Friday, January 20, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, January 14, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, January 14, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="695 705 1505 1291">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="695 1291 1505 1459">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="695 1459 1505 1879">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@khacs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@supremeinfra.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@supremeinfra.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@supremeinfra.com). The same will be replied by the company suitably.

For and on behalf of the Board of Directors

SUPREME INFRASTRUCTURE INDIA LIMITED

Sd/-

VIKRAM BHAVANISHANKAR SHARMA
Managing Director

DIN: 01249904

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Date: 28.12.2022

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013).

The following Statement sets out all material facts relating to **Items No.1 & 2** in the accompanying Notice.

- i. Supreme Infrastructure India Limited (the “Company”) is in the business of Infrastructure Project and undertook Build Operate and Transfer (BOT) projects in and around Maharashtra. There was substantial cost overrun in terms of incremental interest during construction, delay due to Land Acquisition issues, policy decision taken by PWD exempting toll on small cars and ST Buses, change in RBI Regulations, delays in restructuring plans resulted in financial stress on the Company and hence non-payment to its Creditors. Resultantly, a Scheme of Compromise and Arrangement with Operational Creditors (hereinafter referred to as the “Scheme”) was presented by SUPREME INFRASTRUCTURE INDIA LIMITED for compromising & settlement with all its Operational Creditors in respect of their existing dues on the terms and conditions in respect thereto as set out in the Scheme, under Section 230 and other relevant provisions of the Companies Act, 2013, by and on behalf of Management led by the Managing Director, Mr. Vikram Sharma along with the other executive Directors, which mean and include them, their administrators, executors, transferee(s), beneficiary(ies), and assignee(s).
- ii. The abovementioned Scheme of Compromise and Arrangement between Supreme Infrastructure India Limited and its Operational Creditors (the “Scheme”) was duly approved by the National Company Law Tribunal by its order dated 16.06.2022. The settlement as mentioned in the Scheme approved issuance of 0.01% Non-Cumulative, Non-Convertible Redeemable Preference Shares of different maturities and at different discount rates to Operational Creditors against their dues. Since, the Company does not have the NCNCRPS as a part of Authorised Share Capital required to comply with the Scheme, the Authorised Share Capital needs to be reclassified to include NCNCRPS as required to be issued pursuant to the Scheme.

The aforesaid re-classification in the Authorised Share Capital by way of introduction in 0.01% Non-Convertible Redeemable Preference Share Capital, will also require consequential amendment in the Capital Clause of the Memorandum of Association as well as amendment to the Articles of Association of the Company. Pursuant to Section 13, 14 and 61(1)(a) of the Act, the increase in Authorised Share Capital and the consequential alteration of the Memorandum of Association and the Articles of Association requires approval of the Members of the Company by way of passing special resolutions to that effect. Accordingly, the approval of the Members is sought to reclassify the Authorised Share Capital as well as to alter the Capital Clause of the Memorandum of Association and amendment to the Articles of Association of the Company. A copy of approved Scheme, Order passed by Hon. NCLT and draft copy of the modified Memorandum of Association and Articles of Association is available for inspection by the Members of the Company as per the process provided in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item No. 1 & 2 of the Notice. The Board recommends the special resolution set forth at Item No. 1 & 2 of the Notice for approval of the Members.

Item No. 3

The abovementioned Scheme of Compromise and Arrangement between Supreme Infrastructure India Limited and its Operational Creditors (the "Scheme") was duly approved by the Hon. National Company Law Tribunal by its order dated 16.06.2022. The settlement as mentioned in the Scheme approved issuance of 0.01% Non-Cumulative, Non-Convertible Redeemable Preference Shares of different maturities and discount rates to Operational Creditors against their dues. The List of Operational Creditors and shares to be issued against their respective dues is available at Company's website. Following are the terms and conditions of the issue of NCNCRPS:

1. NCNCRPS shall be issued of 4 series as follows as approved by the Scheme:

Sr. No.	Amount due to Operational Creditors (IN Rs.)	Series of NCNCRPS
1	Below Rs. 1,00,000/-	Series I
2	Between Rs. 1,00,000/- to Rs. 5,00,000/-	Series II
3	Between Rs. 5,00,000/- to Rs. 50,00,000/-	Series III
4	Above Rs. 50,00,000/-	Series IV

2. Each Series of NCNCRPS shall have different Maturities as mentioned by the Scheme:

Sr. No.	Series of NCNCRPS	Maturity
1	Series I	1 year
2	Series II	3 Years
3	Series III	6 Years
4	Series IV	9 Years

3. Each Series of NCNCRPS shall have right to earlier redemption which shall be at a discount as mentioned below:

Sr. No.	Series of NCNCRPS	Early redemption eligibility from	Discount Rate
1	Series I	N.A.	Nil
2	Series II	Year 1	20.28%
3	Series III	Year 3	34.25%
4	Series IV	Year 6	39.14%

4. NCNCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;

5. NCNCRPS shall be non-participating in the surplus funds;
6. NCNCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
7. The dividend payment to holders of NCNCRPS is discretionary (non-guaranteed) and non-cumulative in nature;
8. NCNCRPS shall not be convertible into equity shares;
9. NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
10. NCNCRPS shall be redeemable at premium of Rs. 90/- (Rupees Ninety Only) upon maturity.
11. NCNCRPS will carry a dividend rate of 0.01% p.a.
12. Pursuant to the Scheme, if Non-cumulative, Non-convertible Redeemable Preference Shareholders do not collect the Share certificate within 360 days from the date of issuance of the Share Certificate, the uncollected certificates shall be cancelled and destroyed at the instructions of the Company. The Shares so cancelled shall be transferred to the Capital Reserve Account of the Company.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of NCNCRPS are as follows:

- a. **The size of the issue and number of preference shares to be issued and nominal value of each share:** 0.01% Non- Cumulative, Non-Convertible Redeemable Preference Shares for an amount not exceeding Rs. 2,54,81,43,400/- (Rupees Two Hundred and Fifty Four Crores Eighty One Lakhs Forty Three Thousand and Four Hundred Only) comprising of 2,54,81,434, 0.01% Non- Cumulative, Non-Convertible Redeemable Preference Shares of face value of Rs.10/- each to be issued at a premium of Rs. 90/- each.
- b. **The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible:** The NCNCRPS will be non-cumulative, non-participating, non-convertible, redeemable preference shares.
- c. **The objectives of the issue:** The Company is issuing these NCNCRPS to the Operational Creditors of the Company against their dues. Hence, there will not be any proceeds of the issue.
- d. **The manner of issue of shares:** The NCNCRPS are proposed to be issued to the Operational Creditors pursuant to the Scheme approved by Hon. NCLT.
- e. **The price at which such shares are proposed to be issued:** The NCNCRPS are proposed to be issued at nominal value of Rs. 10/- each at a Securities Premium of Rs. 90/- each.
- f. **The basis on which the price has been arrived at:** Since the proposed issue of NCNCRPS will be issued at a Premium of Rs. 90/- each. An independent valuation report is **not** required as the NCNCRPS are being issued to settle dues of Operational Creditors as approved by the Scheme.
- g. **The terms of issue, including terms and rate of dividend on each share, etc.:** Mentioned above
- h. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:** Mentioned above

- i. **The manner and modes of redemption:** The NCNCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
- j. **The current shareholding pattern of the Company:** The current shareholding pattern of the Company is annexed to this Notice. (Annexure A)
- k. **The expected dilution in equity share capital upon conversion of preference shares:** Not applicable, since the NCNCRPS are proposed to be issued on non-convertible basis.
- l. **Current and post issue Preference Shareholding Pattern of the Company:** (Annexure B)

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a. Particulars of the offer including date of passing of Board resolution: The Board of Directors of the Company at its meeting held on January 10, 2020 approved the Scheme proposing issuance of NCNCRPS, in one or more tranches, to its Operational Creditors. Hence, 0.01% Non- Cumulative, Non-Convertible Redeemable Preference Shares for an amount not exceeding Rs. 2,54,81,43,400/- (Rupees Two Hundred and Fifty Four Crores Eighty One Lakhs Forty Three Thousand and Four Hundred Only) comprising of 2,54,81,434, 0.01% Non-Cumulative, Non-Convertible Redeemable Preference Shares of face value of Rs.10/- each at a premium of Rs. 90/- each are being offered to the Operational Creditors against their dues.

b. Kinds of securities offered and the price at which security is being offered: The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at nominal value of Rs. 10/- each at a premium of Rs. 90/- each.

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The NCNCRPS shall be issued at a premium of Rs. 90/- each. An independent valuation report is **not** required as the NCNCRPS are being issued to settle dues of Operational Creditors as approved by the Scheme.

d. Name and address of valuer who performed valuation: Not Applicable

e. Amount which the Company intends to raise by way of such securities N.A.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item No. 3 of the Notice. The Board recommends the special resolution set forth at Item No. 3 of the Notice for approval of the Members.

Item No. 4

The Company, pursuant to the Scheme, have to issue Non-Cumulative, Non-Convertible Redeemable Preference Shares of different maturities and discount rates to Operational Creditors against their dues. However, there may arise further liabilities which are currently contingent in nature and may crystallise in near future. Further, there may be further proceedings against the Company from Creditors (Operational or otherwise), whom the Company may have to issue NCNCRPS in future. In such scenario, in the interest of time, it is necessary to delegate the authority to issue and allot the Non-Cumulative Non- Convertible Redeemable Preference Shares ("NCNRPS- Tranche II") to the

Board of Directors of the Company. The tentative terms and conditions of such NCNCRPS- Tranche II are as follows:

1. NCNCRPS- Tranche II shall be issued of 4 series as follows as approved by the Scheme:

Sr. No.	Amount due to Operational Creditors (in Rs.)	Series of NCNCRPS- Tranche II
1	Below Rs. 1,00,000/-	Series I
2	Between Rs. 1,00,000/- to Rs. 5,00,000/-	Series II
3	Between Rs. 5,00,000/- to Rs. 50,00,000/-	Series III
4	Above Rs. 50,00,000/-	Series IV

2. Each Series of NCNCRPS- Tranche II shall have different Maturities as mentioned by the Scheme:

Sr. No.	Series of NCNCRPS- Tranche II	Maturity
1	Series I	1 year
2	Series II	3 Years
3	Series III	6 Years
4	Series IV	9 Years

3. Each Series of NCNCRPS- Tranche II shall have right to earlier redemption which shall be at a discount as mentioned below:

Sr. No.	Series of NCNCRPS- Tranche II	Early redemption eligibility from	Discount Rate
1	Series I	N.A.	Nil
2	Series II	Year 1	20.28%
3	Series III	Year 3	34.25%
4	Series IV	Year 6	39.14%

4. NCNCRPS- Tranche II shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
5. NCNCRPS- Tranche II shall be non-participating in the surplus funds;
6. NCNCRPS- Tranche II shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
7. The dividend payment to holders of NCNCRPS- Tranche II is discretionary (non-guaranteed) and non-cumulative in nature;
8. NCNCRPS- Tranche II shall not be convertible into equity shares;
9. NCNCRPS- Tranche II shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
10. NCNCRPS- Tranche II shall be redeemable at premium of Rs. 90/- (Rupees Ninety Only) upon maturity.

11. NCNCRPS- Tranche II will carry a dividend rate as may be determined at the time of issue.

12. Pursuant to the Scheme, if Non-cumulative, Non-convertible Redeemable Preference Shareholders do not collect the Share certificate within 360 days from the date of issuance of the Share Certificate, the uncollected certificates shall be cancelled and destroyed at the instructions of the Company. The Shares so cancelled shall be transferred to the Capital Reserve Account of the Company.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the 'NCNCRPS- Tranche II Issue') are as follows:

- a. **The size of the issue and number of preference shares to be issued and nominal value of each share:** Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) comprising of 1,00,00,000 Non- Cumulative, Non-Convertible Redeemable Preference Shares of face value of Rs.10/- each to be issued at a premium of Rs. 90/- each.
- b. **The nature of such shares i.e. cumulative or noncumulative, participating or non-participating, convertible or non-convertible:** The NCNCRPS- Tranche II will be non-cumulative, non-participating, non-convertible, redeemable preference shares.
- c. **The objectives of the issue:** The Company is issuing these NCNCRPS- Tranche II to the Operational / other Creditors of the Company against their dues. Hence, there will not be any proceeds of the issue.
- d. **The manner of issue of shares:** The NCNCRPS- Tranche II are proposed to be issued to the Operational/other Creditors pursuant to the Scheme approved by Hon. NCLT.
- e. **The price at which such shares are proposed to be issued:** The NCNCRPS- Tranche II are proposed to be issued at nominal value of Rs. 10/- each at a Securities Premium of Rs. 90/- each.
- f. **The basis on which the price has been arrived at:** The NCNCRPS- Tranche II will be issued at a Premium of Rs. 90/- each. An independent valuation report is **not** required as these NCNCRPS- Tranche II shares will be issued in settlement of dues of Creditors.
- g. **The terms of issue, including terms and rate of dividend on each share, etc.:** Mentioned above
- h. **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:** Mentioned above
- i. **The manner and modes of redemption:** The NCNCRPS- Tranche II shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
- j. **The current shareholding pattern of the Company:** The current shareholding pattern of the Company is annexed to this Notice. (Annexure A)
- k. **The expected dilution in equity share capital upon conversion of preference shares:** Not applicable, since the NCNCRPS- Tranche II are proposed to be issued on non-convertible basis.
- l. **Current and post issue Preference Shareholding Pattern of the Company:** (Annexure B)

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a. Particulars of the offer including date of passing of Board resolution: Non- Cumulative, Non-Convertible Redeemable Preference Shares not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) comprising of 1,00,00,000 Non- Cumulative, Non-Convertible Redeemable Preference Shares of face value of Rs.10/- each to be issued at a premium of Rs. 90/- each.

b. Kinds of securities offered and the price at which security is being offered: The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at nominal value of Rs. 10/- each at a premium of Rs. 90/- each.

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The NCNCRPS- Tranche II shall be issued at a premium of Rs. 90/- each. An independent valuation report is **not** required as these NCNCRPS- Tranche II shares will be issued in settlement of dues of Creditors.

d. Name and address of valuer who performed valuation: Not Applicable

e. Amount which the Company intends to raise by way of such securities N.A.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item No. 4 of the Notice. The Board recommends the special resolution set forth at Item No. 4 of the Notice for approval of the Members.

For and on behalf of the Board of Directors

SUPREME INFRASTRUCTURE INDIA LIMITED

Sd/-

VIKRAM BHAVANISHANKAR SHARMA
Managing Director

DIN: 01249904

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Phone: +91 22 6128 9700 / 2579 4216
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E-mail: cs@supremeinfra.com

Date: 28.12.2022

Annexure A

Latest Shareholding Pattern of the Company

Equity Shareholding Pattern

Sr. No.	Category	Pre-Issue		Allotment of Securities		Post-Issue	
		No. of Equity Shares of Rs. 10/- each	% of Shareholding	No. of Equity Shares of Rs.10/-each allotted	% of Share Holding	No. of Equity Shares of Rs. 10/- each held	% of Share Holding
A	Promoter & Promoter Group Holdings						
1	Indian Promoters						
	Individual	42,90,903	16.70	-	-	42,90,903	16.70
	Bodies Corporate	46,22,171	17.99	-	-	46,22,171	17.99
	Sub-Total	89,13,074	34.69	-	-	89,13,074	34.69
2	Foreign Promoters	-	-	-	-	-	-
	Sub-Total(A)	89,13,074	34.68	-	-	89,13,074	34.69
B	Non-Promoters Holding						
1	Resident Indians (Individuals, HUF)	85,87,626	33.42	-	-	85,87,626	33.42
2	Bodies Corporate	30,30,254	11.79	-	-	30,30,254	11.79
3	NRI/FI/FII/NRR	51,67,418	20.11	-	-	51,67,418	20.11
-	-			-	-		
	Sub-Total(B)	1,67,85,298	65.32	-	-	1,67,85,298	65.32
	Total(A+B)	2,56,98,372	100.00	-	-	2,56,98,372	100.00

Annexure B
Pre and Post Shareholding of preference shares

Sr. No.	Category	Pre-Issue		Allotment of Securities		Post-Issue	
		No. of Preference Shares of Rs. 10/- each	% of Shareholding	No. of Preference Shares of Rs.10/-each allotted	% of Share Holding	No. of Preference Shares of Rs. 10/- each held	% of Share Holding
A	Promoter & Promoter Group Holdings						
1	Indian Promoters						
	Individual	-	-	-	-	-	-
	Bodies Corporate	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-
2	Foreign Promoters	-	-	-	-	-	-
	Sub-Total(A)	-	-	-	-	-	-
B	Non-Promoters Holding						
1	Resident Indians (Individuals, HUF)	-		Not# Available	-	Not Available	-
2	Bodies Corporate	2,50,00,000	100	Not Available	-	Not Available	-
3	NRI/FI/FII/NRR	-		-	-	-	-
-	-	-		-		-	-
	Sub-Total(B)	2,50,00,000	100	3,00,00,000	-	5,50,00,000	100
	Total(A+B)	2,50,00,000	100	3,00,00,000	-	5,50,00,000	100

#Since the Shares are to be allotted to Operational Creditors who are huge in number and some of them are contingent liabilities, hence, the clear segregation among these categories is not available.