

December 28, 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,

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 Cutoff 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
BHAVANISHAN
KAR SHARMA

Digitally signed by VIKRAM
BHAVANISHANKAR
SHARMA
Date: 2022.12.28 13:45:02
+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** at Athena Banquet Hall, 8th Floor, Wing B, Supreme Business Park, Hiranandani, Powai, Mumbai-400076, Maharashtra to transact the following special businesses:

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,
Opp. IIT Main Gate, Powai,
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:

1. 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.
2. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The duly completed and signed instrument appointing proxy as per the format included in the Notice should be returned to the Registered Office of the Company not less than 48 (forty eight) hours before the time for holding the EGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote on any Resolution would be entitled to inspect the proxies lodged between 10.00 a.m and 6.00 p.m. during such period, provided that notice in writing of the intention to inspect the proxies lodged is given to the Company at least three days before the commencement of the Meeting.

3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.
5. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 06:00 p.m. (IST) up to the date of the Meeting and also at the venue, till the conclusion of the Meeting.
6. To support the ‘Green Initiative’ announced by the Government of India, electronic copies of the Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company / Depository Participants unless the member has specifically requested for a hard copy of the same. The Members who are desirous of receiving the Notice in physical form may write to the Company’s RTA i.e Bigshare Services Private Limited for a copy of the same.

MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH COMPANY'S RTA /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR E-MAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.

7. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.
8. The Notice, inter-alia indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form, will be sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participants, unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents. Members may note that the Notice is also available on the Company's website viz. www.supremeinfra.com and also on the website of NSDL <https://www.evoting.nsdl.com>.

9. VOTING BY MEMBERS

In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the EGM) through e-voting services provided by National Securities Depositories Limited (NSDL) on all resolutions specified in this Notice. ("remote e-voting").

The facility for voting, through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Saturday, January 14, 2023. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, January 14, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

The Remote e-voting commences 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. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Saturday, January 14, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Details of the process and manner of Remote e-voting along with the user ID and password is being sent to all the members along with the Notice.

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.speciality.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING 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 5:00 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. 14th January 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 14th January 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 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.	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-

	<p>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 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</p> <ol style="list-style-type: none"> 2. 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="737 1192 1208 1478" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 myeasi 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

	<p>period. 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.</p> <p>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> <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</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for e-Voting 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 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.
10. A route map showing directions to reach the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standard (SS-2) on “General Meetings.

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,

Opp. IIT Main Gate, Powai,

Mumbai - 400076, Maharashtra

Phone: +91 22 6128 9700 / 2579 4216

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E-mail: cs@supremeinfra.com

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 ("NCNCRPS- 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

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

Date: 28.12.2022

Annexure A

Latest Shareholding Pattern of the Company

Annexure B

Pre and Post Shareholding of equity shares

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.

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

ATTENDANCE SLIP

[Please complete the attendance slip and hand over at the entrance of meeting venue]

Registered Folio No./DP ID & client ID	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of shares	

We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Saturday, 21st January, 2023 at 11.30 a.m. at Athena Banquet Hall, 8th Floor, Wing B, Supreme Business Park, Hiranandani, Powai, Mumbai- 400076.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Notes:

1. Interested Joint Members may obtain Attendance Slip from the Registered/Corporate office of the Company.
2. Members/Joint Members/Proxies are requested to bring the Attendance Slip with them. Duplicate Attendance Slip will not be issued at the meeting venue.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User Id	Password
123159		

Notes:

1. Please read the instructions for electronic voting printed along with the notice of the Extra-Ordinary general meeting to be held on Saturday, 21st January, 2023 at 11:30 a.m.
2. The remote e-Voting period starts from January 18, 2023 (9.00 a.m.) to January 20, 2023 (till 5.00 p.m.) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
3. A proxy is requested to bring his/her valid photo identity proof at the meeting.

SUPREME INFRASTRUCTURE INDIA LIMITED
CIN: L74999MH1983PLC029752
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Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the

member (s) :

Registered address:

E-mail Id:

I/We, being the member (s) of _____, Equity Shares of the above named company,
hereby appoint

1. Name: _____ Email Id: Address:

Signature: _____, or failing him/ her

2. Name: _____ Email Id: Address:

Signature: _____, or failing him/ her

3. Name: _____ Email Id: Address:

Signature: _____, or failing him/ her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra- Ordinary General Meeting** of the Company, to be held on the **Saturday, 21st day of January 2023 at 11.30 a.m.** at Athena Banquet hall, 8th Floor, B wing, Supreme Business Park, Hiranandani, Powai Mumbai MH 400076 and at any adjournment thereof in respect of such resolutions as are listed below:

Resolution No.	Resolution
1.	Special Resolution For Re-Classification Of Authorised Share Capital And Consequent Alteration In The Capital Clause Of Memorandum Of Association Of The Company

2.	Special Resolution to amend the Articles Of Association Of The Company
3.	Special Resolution for 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”)
4.	Special Resolution for Delegation Of Authority To The Board To Issue Of Non-Cumulative Non-Convertible Redeemable Preference Shares On A Preferential Basis To Operational/Other Creditors

Signed this day of 2023.

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note:

- 1) This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited, at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) A Proxy need not to be a Member of the Company.
- 3) For the Resolutions and Explanatory Statement, please refer to the Notice of the Extra-Ordinary General Meeting.
- 4) It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. It leave you the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

SUPREME INFRASTRUCTURE INDIA LIMITED
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POWAI MUMBAI MH 400076 IN
Tel: 22 6128 9700 / 2579 4216 Email: cs@supremeinfra.com
Web: www.supremeinfra.com
Form No. MGT - 12 Ballot Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 (the Act) and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L74999MH1983PLC029752
Name of Company: SUPREME INFRASTRUCTURE INDIA LIMITED
Regd. Office: Supreme House, Pratap Gadh, Plot No. 94/C, Opp. IIT, Powai, Mumbai - 400 076.
Email: cs@supremeinfra.com . Website: www.supremeinfra.com Tel: 022-6128 9700

Extra Ordinary General Meeting, January 21, 2023 at 11:30 A.M.

POLL PAPER		
Sr. No.	Particulars	Details
1	Name of the First Named Shareholder(In block letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Special Resolution for Re-Classification Of Authorised Share Capital And Consequent Alteration In The Capital Clause Of Memorandum Of Association Of The Company			
2	Special Resolution for Amendment To The Articles Of Association Of The Company			

3	Special Resolution for 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")			
4	Special Resolution for Delegation Of Authority To The Board To Issue Of Non-Cumulative Non-Convertible Redeemable Preference Shares On A Preferential Basis To Operational/Other Creditors			

Place: Mumbai
Date:

(Signature of Shareholder)

ROAD MAP

