



SUPREME INFRASTRUCTURE INDIA LIMITED

Registered Office: Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai Mumbai - 400076.

CIN No. L74999 MH1983 PLC 029752

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of SUPREME INFRASTRUCTURE INDIA LIMITED will be held on Friday, 12th September, 2014 at 3.30 P.M. at The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Audited Statement of Profit and Loss Account for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Mr. Bhawanishankar Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Vikas Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Walker Chandio & Co., Chartered Accountants and M/s. Shah & Kathariya, Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

7. Appointment of Mr. V. P. Singh, as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. P. Singh (DIN 00015784), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to hold office for a term up to March 31, 2019.”

8. Appointment of Mr. Vinod Agarwala, as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vinod Agarwala (DIN 01725158), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to hold office for a term up to March 31, 2019.”

9. Appointment of Mr. Mukul Agrawal, as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mukul Agrawal (DIN 00336450), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to hold office for a term up to March 31, 2019.”

10. Appointment of Mr. Pramod Kasat, as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pramod Kasat (DIN 00819790), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to hold office for a term up to March 31, 2019.”

11. **Approval for payment of commission to Non-Executive Directors**

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

“RESOLVED THAT in supersession of the resolution previously passed by the members at their meeting held on 20th September, 2010 approving payment of remuneration by way of commission to non-executive directors and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-Executive Directors of the Company, in addition to sitting fees being paid / payable to them for attending the meetings of the Board of Directors of the Company (hereinafter referred to as the ‘Board’) and its Committee thereof, commission of an amount not exceeding one percent of the net profits of the Company in any financial year calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed/ determined by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including Board Governance, Nomination and Compensation Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

12. **Issuance of Equity Shares/ Eligible Securities by way of Private Placement of Equity Shares to Qualified Institutional Buyers (“Qualified Institutional Placement” or “QIP”):**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) including any amendments thereto or re-enactment thereof to the extent applicable and all other applicable laws and regulations for the time being in force and the regulations/ guidelines, if any, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and subject to obtaining the requisite approvals and in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the GOI, RBI, SEBI, Stock Exchanges on which the equity shares of the Company are to be listed and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the “Listing Agreements”) and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges on which the equity shares of the Company are listed, any other appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include any Committee duly constituted by the Board in exercise of Board to raise an amount of upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) by offer, issue and allotment of such number of Equity Shares of the Company/ “Eligible Securities” in terms of SEBI ICDR Regulations, as may be necessary including premium, (hereinafter referred to as “Equity Shares”), in one or more tranches, by way of Qualified Institutional Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”), whether or not such investors are existing shareholders of the Company and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within a period of 12 (twelve) months from the date of passing of this resolution by the shareholders approving the proposed QIP or such other time as may be allowed by the SEBI ICDR Regulations from time to time and at a price / discounted price not less than the price as determined in accordance with relevant provisions of SEBI ICDR Regulations and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary, in consultation with the lead manager(s) and/or merchant banker(s) and / or advisor(s) and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard”.

“RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the proposed QIP shall rank *pari passu* in all respects including entitlement to dividend with the existing equity shares of the Company”.

“RESOLVED FURTHER THAT pursuant to the aforesaid resolutions

- a. the Equity Shares to be so created, offered, issued and allotted pursuant to the proposed QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the purpose of determining the floor price of the Equity Shares in accordance with the SEBI ICDR Regulations shall be the date on which the Board or a Committee duly constituted by the Board in exercise of its powers and authorised in this behalf, decides to open the proposed QIP issue, subsequent to the receipt of shareholders' approval in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and determined in accordance with Chapter VIII of the SEBI ICDR Regulations and other applicable laws, regulations and guidelines in relation to the proposed QIP issue”.

“RESOLVED FURTHER THAT the pricing of the Equity Shares shall be made subject to, and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in compliance with the applicable rules/guidelines/ statutory provisions”.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions and sanctions, if any, from any governmental body, authority or regulatory institution including any conditions as may be prescribed/stipulated by any of them in granting such approvals, consents, permissions or sanctions by such governmental bodies, authorities or regulatory institutions, the Equity Shares may have such features and attributes or terms or combinations of such features and attributes or terms that provide for tradability thereof in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, at the option of the Company and/or holders of such Equity Shares, including terms for issue of additional equity shares or variations of the price of equity shares or terms pertaining to voting rights or option(s) of such additional equity shares, as applicable”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including, but not limited to, finalisation and approval for the preliminary as well as final placement document(s),

appointment of advisors, merchant bankers, intermediaries, bankers, lawyers, depositories, registrars, professionals and other agencies, as may be required and to remunerate them by way of commission, brokerage, fees or the like and to enter into and execute any contracts, agreements, arrangements, MOUs, other documents with such agencies as may be necessary or required or desirable in connection with the proposed QIP and listing of the Equity Shares on any stock exchanges, determining the form and manner of the proposed QIP, including the class of investor to whom the Equity Shares are to be issued and allotted, issue price, face value, premium thereon or discount amount on issue price, if any, in respect of the Equity Shares as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilisation of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any Director(s)/ Committee duly authorised by the Board or Chief Financial Officer or Company Secretary or such other persons duly authorised by the Board, to give effect to the aforesaid resolution and is hereby authorised to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such action and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty which may arise in regard to issue and allotment of the Equity Shares.”

13. Increase in the Borrowing Powers of the Company

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

“RESOLVED THAT in supersession of the previous resolution passed through Postal Ballot by members of the Company on 7th March, 2012 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013, and Rules made thereunder as may be amended, from time to time and Articles of Association of the Company, subject to approval, if any, required, the consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and /or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured,

on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.3000 Crores (Rupees Three Thousand Crores) over and above the aggregate of the paid share capital and free reserves of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

14. Creation of Security on the Properties of the Company in favour of the Lenders

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors to create mortgages/charges/hypothecation and/or other encumbrances on all or any part of the immovable and /or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/ to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, from whom the Company has or proposed/proposes to borrow money/sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms

of agreement(s) entered/to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

By Order of the Board of Directors
FOR SUPREME INFRASTRUCTURE INDIA LIMITED

VIJAY JOSHI
COMPANY SECRETARY

Place: Mumbai
Date: 14th August, 2014

Registered Office:
Supreme House, Plot.No.94/C,
Opp. I.I.T. Main Gate, Pratap Gad, Powai,
Mumbai- 400 076

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting as mentioned at Item Nos. 7 to 14 of the Notice, is annexed herewith and forms part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT 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 SHAREHOLDER.

3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as Annexure I as per requirements of clause 49 of the Listing Agreement.

5. Members are requested to bring the Attendance Slip along with the copy of Annual Report at the time of attending the Annual General Meeting. Members are requested to write their Client ID and DP ID/ Folio No. in the attendance slip for attending the meeting.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 5, 2014 to Friday, September 12, 2014 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

7. Dividend, for the year ended March 31, 2014, as recommended by the Directors, if declared at the Annual General Meeting, will be paid / dispatched on or after

September 13, 2014 to those Members, whose names appear on the Register of Members of the Company at the close of business hours on September 4, 2014; and in case of shares held in dematerialized form, to those Members whose names appear as beneficial owners as at the close of business hours on September 4, 2014 as per details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited.

8. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Bigshare Services Private Limited, at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai – 400 076, Maharashtra in respect of their physical share folios, if any.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.

10. Members must quote their Folio No. / Client ID and DP ID and contact details such as e-mail address, contact no., etc. in all their correspondence with the Company / Registrar & Share Transfer Agent.

11. Members holding shares in dematerialized form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) to their respective DP. Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) alongwith their Folio No. to the Company's Registrar & Transfer Agent.

12. Members are informed that Securities and Exchange Board of India (SEBI), has mandated to quote Permanent Account Number (PAN) in all the transactions in the securities market, which includes transfer / transmission of securities. Therefore, for any transfer / transmission of shares, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the DP, if shares are held in dematerialized form or to the Registrar & Share Transfer Agent of the Company, if shares are held in physical form.

13. All documents referred to in this Notice and Explanatory Statement annexed herewith are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Meeting and during the time of the Meeting.

14. The Register/ records under the Companies Act, 2013, which are required to be made available for inspection at the Annual General Meeting will be made available accordingly.
15. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the management to keep the information ready at the meeting.
16. Members are requested to visit the website of the Company www.supremeinfra.com for viewing the quarterly and annual financial results and other information on the Company. For investor-related queries, communication may be sent by an e-mail to cs@supremeinfra.com
17. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
18. For the convenience of the Members, attendance slip and proxy form are enclosed to this Notice. Members / Proxy holders / Authorized Representatives are requested to fill in details and affix their signatures at the space provided therein and surrender the same at the venue of the meeting. Proxy / Authorized Representatives of Members should state on their attendance slip as 'Proxy' or 'Authorized Representative' as the case may be.
19. A brief profile of the Directors proposed to be appointed/ reappointed is given below:

Mr. Bhawanishankar H. Sharma, Executive Chairman:

He is Graduate in Science from Rajasthan University. He was one of the few Quarry Owners in Mumbai when he started quarrying activities few decades ago. After successfully establishing and running of quarrying activities, he started activities of manufacturing of Silica Sand and commenced the activities of quarrying and asphaltting. He then slowly moved into the construction activities and in 1988, he took over the management and ownership of the Company and transformed Supreme into an infrastructure company from an ailing unit which was inherited from its predecessors.

Mr. Vikas B. Sharma, Whole Time Director:

He is a Commerce Graduate from Bombay University and Masters in Management Studies (MMS) with specialization in Finance. After finishing his academics in 2003, he joined the organization as a Whole-time Director, efficiently managing Accounts, Administration and Finance Department. Mr. Vikas B. Sharma has truly been a strong pillar that shoulders significant amount of responsibility.

Mr. V.P. Singh Independent Director:

He is a Master of Commerce, Bachelor of Laws and Certified Associate of Indian Institute of Bankers. He has over three decades of experience in finance and is specialized in Corporate Restructuring, Corporate finance and Investment

Banking. He is a former CMD of IFCI. He also has been the independent director of ONGC. He also holds position of director in other companies.

Mr. Vinod Agarwala, Independent Director:

He is a Science and Law Graduate, Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales. He is practicing Solicitor, Supreme Court of India. He is the Founder partner of VIGIL JURIS, a leading firm of Advocates and Solicitors in Mumbai. He also holds position of director in other public companies.

Mr. Mukul M. Agrawal, Independent Director:

He is a Commerce Graduate from Bombay University. He is actively associated with capital market and is a Promoter Director of Namah Capital Resources Ltd (Member of NSE) and Param Capital Research Pvt. Ltd. (Member of BSE).

Mr. Pramod Kasat, Independent Director:

He holds an Engineering Degree from BITS, Pilani and a Master's in Finance from Sydenham Institute of Management Studies, Mumbai University. With over two decades of experience in Investment Banking and Corporate Finance, he has been part of many notable M&A advisory transactions, as well as equity and debt financing of listed and unlisted entities. He is currently heading Aten's Mumbai office.

20. Voting through electronic means

- A. As per Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members, the facility to exercise their right to vote, for the business to be transacted, as mentioned in this Notice of the Thirty First Annual General Meeting, by electronic means. In this regard, the Company has appointed Central Depository Services Limited (CDSL) for providing e-voting facility. Accordingly, the Members (holding shares both in physical and dematerialized form as on the cut-off date mentioned herein below) are requested to exercise their vote for the business to be transacted in this Notice of the Annual General Meeting by electronic means through the e-voting facility. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion as per the instructions provided herein

The instructions for e-voting are as under:

- (i) Open your web browser, during the voting period from September 6, 2014 at 9.30 a.m. to September 8, 2014 till 6.00 p.m., and log on to the e-voting website www.evotingindia.com.

- (ii) Click on "Shareholders" tab.
- (iii) Select the "SUPREME INFRASTRUCTURE INDIA LIMITED" from the drop down menu and click on submit.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in dematerialised Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of their Demat account/ Folio number in the PAN field.
	<ul style="list-style-type: none"> • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of <SUPREME INFRASTRUCTURE INDIA LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and signature of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user who would be able to link the account(s) for which they wish to vote on
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. The e-voting period commences on September 6, 2014 at 9.30 a.m. to September 8, 2014 till 6.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date: August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of August 14 2014.

D. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

E. Mr. Hitesh Kothari of Kothari H. Associates, Practising Company Secretary (Membership No. 6038) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

F. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

G. The Results shall be declared on or after the Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.supremeinfra.com and on the website of CDSL within two (2) days of passing of the Resolution(s) at the Meeting of the Company and communicated to the Stock Exchanges.

21. In order to communicate speedily and effectively the important and relevant information and events, the members are hereby requested to register their e-mail address(es) and change therein from time to time, through any of the following manner:

- Email Intimation:** By sending an email to cs@supremeinfra.com and mentioning the Name(s) and Folio Number / Client ID and DP ID
- To the Company:** By a written communication addressed to the Company Secretary at the Registered Office of the Company.

Upon registration of the e-mail address(es) by the Member(s), the Company will send them Notices, Annual Report and other documents and communications meant for Members via electronic mode / e-mail.

Further, the communications / documents will also be made available on the Company's website www.supremeinfra.com for download by the Members.

**By Order of the Board of Directors
FOR SUPREME INFRASTRUCTURE INDIA LIMITED**

VIJAY JOSHI
COMPANY SECRETARY

Place : Mumbai
Date : 14th August, 2014

Registered Office:
Supreme House, Plot.No.94/C,
Opp. I.I.T. Main Gate, Pratap Gad, Powai,
Mumbai- 400 076

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (the Act), setting out all material facts relating to the business mentioned at Item Nos. 7 to 14 of the accompanying Notice dated August 14, 2014.

Item Nos. 7 to 10:

The Company had, pursuant to Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. V. P. Singh, Mr. Vinod Agarwala, Mr. Mukul Agrawal and Mr. Pramod Kasat, as Independent Directors at various times, in compliance with the Listing Agreement requirements referred above.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors up to March 31, 2019.

Mr. V. P. Singh, Mr. Vinod Agarwala, Mr. Mukul Agrawal and Mr. Pramod Kasat, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Other details of the Independent Directors whose appointment is proposed at Item Nos. 7 to 10 of the accompanying Notice, have been given in the annexure attached.

Mr. V. P. Singh, Mr. Vinod Agarwala, Mr. Mukul Agrawal and Mr. Pramod Kasat, respectively, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment. None of the other Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

Item No. 11:

At the Annual General Meeting of the Company held on 20th September, 2010, the Members had approved of the payment of commission to Non Executive Directors of the Company not exceeding one percent per annum of the net profits of the Company. It is proposed to take the fresh approval of the members in accordance with the new provisions of the Act. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, for each of the five consecutive financial years commencing April 1, 2014, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

Mr. V. P. Singh, Mr. Vinod Agarwala, Mr. Mukul Agrawal and Mr. Pramod Kasat, the Directors of the Company are concerned or interested in the Resolutions to the extent of the remuneration that may be received by each of them. None of the other Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

Item No. 12:

Issue of Equity Shares/ eligible securities by way of Private Placement of Equity Shares to Qualified Institutional Buyers ("Qualified Institutional Placement" or "QIP"):

The Company proposes to augment its current capital through a qualified institutional placement and proposes to raise an amount of upto Rs. 150 Crores (Rupees One Hundred and Fifty Crores) by offer, issue and allotment of such number of Equity Shares of the Company / eligible securities by way of private placement to Qualified Institutional Buyers as defined in the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") to augment the resources of the Company, accelerate growth, investment in subsidiaries/ associate companies, long term working capital requirements and for other general corporate purposes.

Section 62(1) of the Act provides, inter alia, that whenever a Public Company proposes to increase its subscribed capital by further issue/ offer and allotment of its shares, such shares shall be offered to the existing shareholders of the Company in the manner laid down in the said section, unless otherwise approved by the shareholders by a special resolution passed under Section 62(1)(c) of the Act. Accordingly, the consent of the shareholders is being sought pursuant to the provision of Section 62(1)(c) and all other applicable provisions of the Act, SEBI ICDR Regulations and in terms of the provisions of the listing agreements to issue and allot Equity Shares as stated in the special resolution, which would result in issuance of equity shares of the Company to persons other than the existing shareholders of the Company. The proposed special

resolution seeks to empower the Board to undertake a QIP in terms of Chapter VIII of the SEBI ICDR Regulations.

The proposed Resolution also confers authority to the Board to place equity share capital with Qualified Institutional Buyers in accordance with SEBI ICDR Regulations, as amended from time to time. The Board will fix the detailed terms of the final size of the issue, exact timing, and other related aspects after careful analysis and discussions with lead managers and other advisors, considering prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory and regulatory authorities in this regard.

The proposed QIP is in the interest of the Company and the shareholders and the Board of Directors recommends the passing of the resolutions as mentioned under Item No. 12 as special resolution.

None of the Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

Item No: 13:

The Board had been authorised under Section 293(1)(d) and all other applicable provisions of the Companies Act, 1956, passed through Postal Ballot by members of the Company on 7th March, 2012, to borrow monies upto Rupees One Thousand Eight Hundred Crores only which was in excess of the aggregate of paid-up capital and free reserves of the Company. Keeping in view of the Company's business requirements, working capital requirements and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your consent is therefore sought under section 180 (1)(c) of the Companies Act, 2013 to authorise the Board to borrow upto Rupees Three Thousand Crores Only (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution over and above the aggregate of the paid share capital and free reserves of the Company.

The Board of Directors of the Company recommends the resolution as set out in Item No. 13 above as Special resolution.

None of the Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

Item No: 14:

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors shall not except with the consent of the members in general meeting, sell, lease, or otherwise dispose of the whole, or substantially the whole, or each such undertaking, where the Company has more than one undertaking. Since the mortgage and/or charge to be created in respect of the aforesaid borrowing may be considered as disposal of the Company's undertaking, it is advisable, the proposal of creation of the mortgage in favour of various Banks, Institutions, Investors, Mutual Funds, Companies, Other Corporate Bodies, Resident/ Non-resident Indians, Foreign Nationals, be approved by the shareholders by way of special resolution, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Your Directors recommends the resolution as set out in Item No. 14 above as special resolution for your approval.

None of the Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

By Order of the Board of Directors

FOR **SUPREME INFRASTRUCTURE INDIA LIMITED**

VIJAY JOSHI

COMPANY SECRETARY

Place : Mumbai

Date : 14th August, 2014

Registered Office:

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

ANNEXURE I

Details of the Directors seeking Appointment/ Re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. Bhawanishankar Sharma	Mr. Vikas Sharma
Date of Birth	20.10.1947	16.02.1978
Date of Appointment	08/04/1983	21/08/1998
Qualification	Graduate in Science (B.Sc.) from Rajasthan University	B.Com. Masters in Management Studies (MMS)
Expertise in specific functional areas	Chief Promoter and founder Director of the Company. He has over 25 years of rich and varied experience in construction and infrastructure industry.	He is the promoter and Whole Time Director of the Company. He has been the director of the Company since 1998 and involved in the day to day affairs of the Company since 2003. He has been looking after the commercial functions , accounting, banking and finance functions of the Company. He has introduced several systems and policies which improved cost effectiveness, departmental efficiency and improved inventory management.
Directorships in other Public Limited Companies	Nil	Nil
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	Nil
No. of Shares held in the Company	39,49,000	1,800,000
Particulars	Mr. V. P. Singh	Mr. Vinod Agarwala
Date of Birth	25.01.1944	30.10.1949
Date of Appointment	20/01/2010	20/01/2010
Qualification	M. Com. LLB. Certified Associate of Indian Institute of Bankers	B.SC. LLB. Solicitor, High Court, Bombay, Solicitor,(England & Wales).
Expertise in specific functional areas	He is a Master of Commerce, Bachelor of Laws and Certified Associate of Indian Institute of Bankers. He has over three decades of experience in finance and is specialized in Corporate Restructuring, Corporate finance and Investment Banking. He is a former CMD of IFCI. He also has been the independent director of ONGC. He also holds position of director in other companies.	He is a Science and Law Graduate, Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales. He is practicing Solicitor, Supreme Court of India. He is the Founder partner of VIGIL JURIS, a leading firm of Advocates and Solicitors in Mumbai. He also holds position of director in other public companies
Directorships in other Public Limited Companies	<ul style="list-style-type: none"> • JM Financial Asset Management Limited • Bandhan Financial Services Limited 	<ul style="list-style-type: none"> • Chennai Network Infrastructure Limited • GTL Infrastructure Limited
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	GTL Infrastructure Limited – Audit Committee
No. of Shares held in the Company	Nil	Nil

Particulars	Mr. Mukul Agrawal	Mr. Pramod Kasat
Date of Birth	13/07/1971	06/08/1969
Date of Appointment	15/11/2005	14/05/2010
Qualification	Commerce Graduate (B.Com) from Mumbai University	BE, MBA
Expertise in specific functional areas	He is a Commerce Graduate from Bombay University. He is actively associated with capital market and is a Promoter Director of Namah Capital Resources Ltd (Member of NSE) and Param Capital Research Pvt. Ltd. (Member of BSE).	He holds an Engineering Degree from BITS, Pilani and a Master's in Finance from Sydenham Institute of Management Studies, Mumbai University. With over two decades of experience in Investment Banking and Corporate Finance, he has been part of many notable M&A advisory transactions, as well as equity and debt financing of listed and unlisted entities. He is currently heading Aten's Mumbai office.
Directorships in other Public Limited Companies	Namah Capital Resources Limited	Shilpa Medicare Limited
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	Nil
No. of Shares held in the Company	Nil	Nil