

**Supreme Infrastructure India Limited**

Registered Office: Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai Mumbai – 400076  
CIN: L74999MH1983PLC029752

## NOTICE

**NOTICE** is hereby given pursuant to the relevant provisions of the Companies Act, 2013, as amended (the **"Companies Act, 2013"**) read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, that the Thirty fourth Annual General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED** (the **"Company"**) will be held on Monday, 30th October, 2017, at 11.30 a.m. at Athena Banquet Hall, 8th Floor, B-Wing, Supreme Business Park, Hiranandani, Powai, Mumbai – 400 076, to transact the following Business (the **"AGM"**):

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To appoint a Director in place of Shri Vikram Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Dakshendra Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Walker ChandioK & Co LLP, Chartered Accountants and M/s. Ramanand & Associates, Chartered Accountants as joint Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Walker ChandioK & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No: 001076N/N500013) be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM) and M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W), be and are hereby appointed as joint statutory auditors of the Company, in place of retiring auditors M/s. Shah & Kathariya, Chartered Accountants (Firm Registration No: 115171W) who would be completing the maximum terms of office at the this Annual General Meeting, to hold office from the conclusion of ensuing Annual General Meeting (AGM) until the conclusion Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of appointment at every AGM), as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

**SPECIAL BUSINESS: -**

5. **To approve the implementation of the 'S4A Resolution Plan' of the Company under the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.**

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

**"RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 thereof for the time being in force and hereinafter collectively referred as "Companies Act") and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the memorandum and articles of association of Supreme Infrastructure India Limited (the "Company"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), listing agreements entered into with the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred to as the "Stock Exchanges"), the applicable circulars, rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") and any regulatory or other appropriate authorities and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the RBI, Government of India, etc.) which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the Company hereby approves, ratifies and confirms the 'S4A Resolution Plan' of the Company, as approved/may be approved by the appropriate authorities including the Joint Lenders' Forum ("JLF") (which was formed by the majority of the lenders of the Company (the "Lenders") in their meeting held on December 26, 2014), Overseeing Committee ("OC") constituted under the aegis of the RBI, the Lenders of the Company whose loans are restructured, etc., under the Scheme for Sustainable Structuring of Stressed Assets ("S4A Scheme") in terms of RBI circular dated June 13, 2016 and further circulars issued by RBI from time to time in this regard ("S4A Circulars").

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to discuss, negotiate the terms of the S4A Scheme in the manner as may be mutually approved by the Company and/or the JLF/S4A Lenders/trustees, to sign and execute various agreements, deeds, instruments,

documents and writings as may be required, to resolve any difficulties, to effect any modifications, amendments, changes, variations, alterations, additions and / or deletions to any documents, to amend or make changes to the documents and execute various other documents in pursuance of the S4A Scheme approved by appropriate authorities on the basis of the terms set out thereunder as may be agreed between the Company and the JLF/Lenders ("SIL S4A Scheme"), and execute the necessary documents for the same including, inter alia in relation to the issuance of Optionally Convertible Debentures ("OCDs") or Equity Shares of the Company of face value Rs. 10/- ("Equity Shares") to the promoters of the Company and the Lenders in terms of the SIL S4A Scheme and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desire for such purpose and are also authorized to delegate all or any of the powers herein to the Managing Director or any Whole-time Director or Directors or any other officer(s) of the Company on behalf of the Company, which they may in their absolute discretion deem fit and proper and in the best interest of the Company, without being required to seek any further consent or approval of the members or otherwise".

**6. Issue of Optionally Convertible Debentures ("OCDs") in terms of the SEBI ICDR Regulations pursuant to the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.**

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 42, 62, 71 of the Companies Act, 2013 including any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, the S4A Scheme, the S4A Circulars, Chapter VII of the SEBI ICDR Regulations (if applicable), as amended, the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and other applicable guidelines, clarifications, rules, regulations issued by the SEBI, the listing agreements entered into between the Company and the Stock Exchanges where the Equity Shares of the Company are listed, the SEBI LODR Regulations, any other applicable laws in force, and provisions of the memorandum and articles of association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities, and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to by the Board (here in after term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches to the proposed allottees/ Lenders as stated in the explanatory statement attached herewith, on preferential basis in the manner stated hereunder;

Upto such number of OCDs of the Company of the face value of Rs. 1,000/- each (Rupees One Thousand each), in one or more tranches, for a value not exceeding Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only) inter alia, to the Lenders of the Company as stated in explanatory statement attached herewith, in such manner and on such terms and conditions as may be determined by the Board in accordance with and as may be specified in the financing documents entered/to be entered by the Company with the JLF/Lenders for the purpose of implementation of the SIL S4A Scheme (hereinafter referred to as the "S4A Agreements/ S4A Documents") for implementation by the Company in terms of the applicable S4A Circulars issued by RBI from time to time, with an option to the proposed OCD allottees to apply for such number of fully paid Equity Shares, at an issue price determined in accordance with SEBI ICDR Regulations or the Notifications issued by SEBI from time to time in this regard including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI (hereinafter Equity Shares and OCDs collectively referred to as "the Securities"), at any time in terms of the S4A Documents by the Lender or holder of OCDs.

**RESOLVED FURTHER THAT** the number of OCDs proposed to be allotted as specified in the explanatory statement attached herewith to the said Lenders and consequently the total number of Equity Shares thereon may vary upon acceptance of the same by the said Lenders on determination of unsustainable loan amount after reconciliation/ confirmation and in pursuant to any applicable laws and regulations.

**RESOLVED FURTHER THAT:**

- a) The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares arising on conversion of OCDs shall be determined in accordance with the SEBI ICDR Regulations or Notifications issued by SEBI from time to time in this regard including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI;
- b) The payment of consideration for the allotment of the Securities shall be by appropriation of the outstanding loan/debt due to the Lenders, payable by the Company under the unsustainable portion of the entire balance outstanding of the Company ("Part B Debt"), in accordance with the terms of the SIL S4A Scheme; there is no upfront payment of consideration, as the loan/debt which is outstanding from the Company to the Lenders as per Part B Debt of SIL S4A Scheme shall have to be appropriated at the time of allotment of the Securities.
- c) The OCD holders shall have right to apply for such number of fully paid up Equity Shares of the Company as on the relevant/ exercise Date, upon exercise of option for conversion of debentures into Equity Shares within the period of 14 (Fourteen) years and 6 (six) months from the date of allotment at an issue price (including premium) determined in accordance with the SEBI ICDR

Regulations or in accordance with the Notifications issued by SEBI from time to time in this regards including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI;

- d) Allotment of the Equity Shares pursuant to conversion of Securities be made only in dematerialized form;
- e) The Equity Shares to be issued and allotted as a result of conversion of OCDs be listed and traded on the floor of the Stock Exchanges and be subject to the provisions of the Memorandum and Articles of Association of the Company;
- f) The Equity Shares to be issued and allotted as a result of conversion of OCDs and the OCDs shall be subject to the lock in provisions specified in the SEBI ICDR Regulations including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI, as may be applicable;
- g) The Equity Shares to be issued and allotted as a result of conversion of OCDs shall rank paripassu with the existing Equity Shares of the Company in all respects including that of payment of dividend, if any and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose; and
- h) The Board is hereby authorized to decide and/or modify the terms and conditions of allotment of Securities including the terms of conversion of Securities into Equity Shares of the Company in accordance with the provisions of SEBI ICDR Regulations or in accordance with the Notifications issued by SEBI from time to time in this regards including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Securities and listing of the Equity Shares with the Stock Exchange(s) as appropriate and for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the relevant Securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the Securities, to execute necessary documents

and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges, SEBI and other regulatory/ appropriate authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

**7. Issue of Equity Shares/ Convertible Warrants on preferential allotment/ private placement basis to promoters pursuant to the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.**

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

**"RESOLVED THAT** pursuant to (a) the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof) (collectively, the "Act"); (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"); (c) the notification dated June 13, 2016 issued by the Reserve Bank of India ("RBI") for Scheme for Sustainable Structuring of Stressed Assets and subsequent notifications thereto (the "S4A Scheme Circulars"); (d) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"); (e) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (the "Takeover Regulations"); (f) the SILL S4A Scheme by and between the Company and the lenders in accordance with the provisions of the S4A Scheme Circulars; (g) the provisions of the memorandum and articles of association of the Company; and (h) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), RBI, stock exchanges and/or any other statutory / regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, including the Company's lenders and subject to

such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot :

- a. Upto 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each ("**Equity Shares**") to the promoters / promoter group entities of the Company, the details of which have been provided in the explanatory statement hereto, on a preferential basis for cash and / or conversion of unsecured loans provided by such entities to the Company, at a minimum price, which shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the ICDR Regulations or in accordance with the relevant circulars as may be issued by RBI in this regard (the "**Issue**").
- b. Upto 45,00,000 (Forty Five Lakhs) Convertible Warrants (hereinafter referred to as the "**Warrants**") to the promoters / promoter group entities of the Company ("**Warrant Holder**"), the details of which have been provided in the explanatory statement hereto, on a preferential basis for cash and / or conversion of unsecured loans provided by such entities to the Company, with a right to Warrant Holder to apply for and get allotted one Equity Share each for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a minimum exercise price which shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the ICDR Regulations or in accordance with the relevant circulars as may be issued by RBI in this regard (the "Issue").

**RESOLVED FURTHER THAT** in accordance with the provisions of Regulation 76 of the ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares and Warrants to be issued and allotted to the promoters pursuant to the above mentioned resolution shall be 29th September, 2017, i.e., the date 30 (thirty) days prior to the date of the annual general meeting being held on 30th October, 2017 to approve the Issue and that the Issue is proposed to be completed within maximum period of 15 days from the date of passing of this resolution and in the event that the Issue is pending on account of pendency of any application for exemption from the applicability of the SEBI Takeover Regulations or an exemption under the ICDR Regulations or of approval for such Issue by any regulatory authority or the Central Government, then the Issue shall be completed within 15 days from the date of receipt of such approval as the case may be.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant on or before the allotment of the

Warrants.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (a) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants ("Tenor");
- (b) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (c) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (d) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;
- (e) A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Warrant holder at the time of exercising the Warrant;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to the issue and Equity shares as may be allotted upon exercise of the option by the Warrant holders shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the promoters be recorded for the issue of invitation to subscribe to the Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the promoters inviting them to subscribe to the Equity Shares and warrants, and consent of the Company is hereby accorded to the issuance of the same to the promoters inviting them to subscribe to the Equity Shares and Warrants.

**RESOLVED FURTHER THAT** the monies received by the Company from the promoters for application of the Equity Shares and Warrants pursuant to the Issue shall be kept by the Company in a separate bank account/ escrow account and shall be utilized by the Company in accordance with

applicable laws and in terms of S4A scheme.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, and to give effect to the resolution, the Board or any Director (s) or officer (s) of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Equity Shares issued and allotted pursuant to the Issue on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers to committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the Issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

#### **8. Issue of Equity Shares/ Convertible Warrants on preferential allotment/ private placement basis to third party investors**

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

**"RESOLVED THAT** pursuant to (a) the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof) (collectively, the "**Act**"); (b) the Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**"); (c) the notification dated June 13, 2016 issued by the Reserve Bank of India ("**RBI**") for Scheme for Sustainable Structuring of Stressed Assets and subsequent notifications thereto (the "**S4A Scheme Circulars**"); (d) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"); (e) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (the "**Takeover Regulations**"); (f) the provisions of the memorandum and articles of association of the Company; and (g) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), RBI, stock exchanges and/or any other statutory / regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, including the Company's lenders and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot :

- a. Upto 1,30,00,000 (One Crore Thirty Lakhs) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each ("**Equity Shares**") to certain third party investors, the details of which have been provided in the explanatory statement hereto, on a preferential basis for cash at a minimum price, which shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the ICDR Regulations or in accordance with the relevant circulars as may be issued by RBI in this regard (the "**Issue**").
- b. Upto 35,00,000 (Thirty Five Lakhs) Convertible Warrants (hereinafter referred to as the "**Warrants**") to certain third party investors ("**Warrant Holder**"), the details of which have been provided in the explanatory statement hereto, on a preferential basis for cash with a right to Warrant Holder to apply for and get allotted one Equity Share each for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a minimum exercise price which shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the ICDR Regulations or in accordance with the relevant circulars as may be issued by RBI in this regard (the "**Issue**").

**RESOLVED FURTHER THAT** in accordance with the provisions of the ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted to the third party investors pursuant to the above mentioned resolution shall be the date 30 (thirty) days prior to the date of the annual general meeting being held on 30th October, 2017 to approve the Issue and that the Issue is proposed to be completed within maximum period

of 15 days from the date of passing of this resolution and in the event that the Issue is pending on account of pendency of any application for exemption from the applicability of the SEBI Takeover Regulations or an exemption under the ICDR Regulations or of approval for such Issue by any regulatory authority or the Central Government, then the Issue shall be completed within 15 days from the date of receipt of such approval as the case may be.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant on or before the allotment of the Warrants.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (a) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants ("Tenor");
- (b) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (c) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (d) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;
- (e) A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Warrant holder at the time of exercising the Warrant;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to the Issue and Equity shares as may be allotted upon exercise of the option by the Warrant holders shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** pursuant to the provisions of

the Act, the names of the third party investors be recorded for the issue of invitation to subscribe to the Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the third party investors inviting them to subscribe to the Equity Shares and warrants, and consent of the Company is hereby accorded to the issuance of the same to the third party investors inviting them to subscribe to the Equity Shares and Warrants.

**RESOLVED FURTHER THAT** the monies received by the Company from the third party investors for application of the Equity Shares and Warrants pursuant to the Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue and to give effect to the resolution, the Board or any Director(s) or any officer(s) of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Equity Shares issued and allotted pursuant to the Issue on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers to any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the Issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

.....

.....

**9. Increase in authorized share capital of the Company and consequential amendments to memorandum of association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13,61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Authorized Share Capital of Rs. 50,00,00,000/- (Rupees Fifty Crores only) of the Company consisting of as 4,75,00,000 (Four Crores Seventy Five Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 47,50,00,000/- (Rupees Forty Seven Crores Fifty Lakhs only) and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs. 10/- each aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) be and is hereby increased to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) consisting of 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) Preference Shares of Rs. 10/- each aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:

‘V. The Authorised Share Capital of the Company is 75,00,00,000/- (Rupees Seventy Five Crores only) consisting of 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) Preference Shares of Rs. 10/- each aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) with the power to increase, consolidate, decrease or to divide the share capital with or without any preference, priority or subject to any postponement of rights or to any conditions of restrictions, so that the conditions, of issue shall otherwise be subject to the power herein contained, and to attach thereto respectively such rights as may be determined by or in accordance with the Articles of Association of the company and to vary, modify, amalgamate or abrogate any such rights in such manner as may for the time being be provided in the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** any one Director of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**10. Ratification of Cost Auditors’ remuneration**

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013

and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.60,000 plus out-of-pocket expenses payable to M/s. Shashi Ranjan & Associates, Cost Accountants, (Firm Registration No.M-18347) and who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof ) of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**11. INCREASE IN THE LIMIT OF SHAREHOLDING BY REGISTERED FOREIGN PORTFOLIO INVESTORS (FPIs) FROM 24% TO 49% OF THE PAID-UP CAPITAL OF THE COMPANY**

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 Foreign Exchange Management Act, 1999 (“Act”), and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“Regulations”) and all other applicable rules, regulations, circulars, directions, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the committee of Directors for the time being exercising the powers conferred by the Board), consent of the members of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (“FIIs”) / Foreign Portfolio Investors (“FPIs”) registered with the Securities and Exchange Board of India (“SEBI”) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts of FIIs or FPIs by whatever name called, to make investment in any manner in the equity shares of the Company from 24% (Twenty Four percent) up to an aggregate limit of 49% (forty nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Regulations, rules, circulars, etc.

**RESOLVED FURTHER THAT** the Board of Directors (which shall include any Committee which the Board may constitute, or any Director(s)/Officer(s) authorized by the Board for this purpose) be and is hereby authorized to settle all matters arising out of and incidental to the above mentioned increase in FIIs/FPIs limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution.”

.....

**12. INCREASE IN THE LIMIT OF SHAREHOLDING BY NON-RESIDENT INDIANS (NRIs) FROM 10% TO 24% OF THE PAID-UP CAPITAL OF THE COMPANY**

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 Foreign Exchange Management Act, 1999 (“Act”), and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“Regulations”) and all other applicable rules, regulations, circulars, directions, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the committee of the Board for the time being exercising the powers conferred by the Board), consent of the members of the Company be and is hereby accorded to the Board to permit Non-Resident Indians (“NRIs”), to invest in any manner in the equity shares of the Company from 10% (ten percent) up to an aggregate limit of 24% (twenty four percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each NRI in their own account shall not exceed 5% (five percent) of the paid-up value of the equity shares of the Company or such other

limits as may be prescribed, from time to time, under the Act, Regulations, rules, circulars, etc.

**RESOLVED FURTHER THAT** the Board (which shall include any Committee which the Board may constitute, or any Director/Officer authorized by the Board for this purpose) be and is hereby authorized to settle all matters arising out of and incidental to the above mentioned increase in NRI limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution.”

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

**Mr. Vikram Sharma  
Managing Director**

Place: Mumbai

Date: 5<sup>th</sup> October, 2017

**Registered Office:**

Supreme House, Plot No. 94/c,  
Pratap Gad, Opp. I.I.T. Main Gate,  
Powai, Mumbai – 400076  
CIN: L74999MH1983PLC029752



.....

.....

**NOTES:**

1. The explanatory statement as required under Section 102 of the Companies Act, 2013, is attached as Annexure B.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT SUPREME HOUSE, PLOT NO. 94/C, OPP. I.I.T. MAIN GATE, PRATAP GAD, POWAI, MUMBAI- 400 076 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at <http://www.supremeinfra.com>.
4. 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.
5. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as Annexure C as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd October, 2017 to Monday, 30th October, 2017 (both days inclusive).
7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same.  
  
Members who have not registered their email address so far are requested to register their email address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. In case you wish to get a physical copy of the Annual Report, you may send your request to [cs@supremeinfra.com](mailto:cs@supremeinfra.com) mentioning your Folio / DP ID & Client ID.
8. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the secretarial department at [cs@supremeinfra.com](mailto:cs@supremeinfra.com) or at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer of the dividend to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF).
9. Rs.87,082 being the unclaimed share application money required to be transferred to the Investor Education and Protection Fund during the year 2016-17 was transferred to the said fund.
10. M/s. Shah & Kathariya, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the SEBI ICDR Regulations, SEBI Takeover Regulations and the notifications issued by SEBI in this regard and the said certificate will be placed before the AGM. The memorandum and articles of association of the Company, Auditors' Certificate and other documents referred to in the proposed resolutions and in the explanatory statement are open for inspection at the Registered Office of the Company on any working day except public holidays, Saturdays and Sundays between 3.00 p.m. to 5.00 p.m. up to the date of the AGM and will also be placed before the AGM.
11. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID. No. and in case of physical shares, to the Share Transfer Agents quoting their Folio Numbers.
12. Members / Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
13. Members are requested to visit the website of the Company [www.supremeinfra.com](http://www.supremeinfra.com) for viewing the Notice and other information on the Company. For investor-related queries, communication may be sent by an e-mail to [cs@supremeinfra.com](mailto:cs@supremeinfra.com).
14. 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 during business hours, upto the date of the Meeting and during the time of the Meeting.
15. The Registers/ 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.
16. Members seeking any further information about the accounts are requested to write the Company or email at [cs@supremeinfra.com](mailto:cs@supremeinfra.com) 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 to the extent possible.
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.  
  
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.

18. A brief profile of the Directors proposed to be appointed/reappointed is given below:

Mr. Vikram B. Sharma, Managing Director:

A Civil Engineering Graduate from Bombay University, Mr. Vikram Sharma joined the company as Director in 1998. With successful execution and completion of various contracts under his expertise, the company has become eligible for handling of new contracts like Bridges, Flyovers, Sewerage Projects, Residential and Commercial Buildings, etc. The steps taken towards entering into joint ventures resulted in gaining experiences in different construction areas

Mr. Dakshendra Agrawal, Non-Executive Director:

Mr. Dakshendra B. Agrawal is Chartered Accountant by profession. He started his career as a Finance Head in a reputed Textile Company. After having served for four years, he started practicing independently since 2001. He has rich and varied experience in the field of finance, banking and corporate taxation. He is non executive director of the Company.

19. Voting through electronic means

As per Regulation 44 of the SEBI LODR Regulations 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 Extra Ordinary General Meeting, by electronic means. In this regard, the Company has appointed National Securities Depository Limited ("NSDL")

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 AGM 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. Instruction for e-voting are annexed to this Notice as Annexure A.

20. 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:

- i. **Email Intimation:** By sending an email to [cs@supremeinfra.com](mailto:cs@supremeinfra.com) and mentioning the Name(s) and Folio Number / Client ID and DP ID
- ii. **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](http://www.supremeinfra.com) for download by the Members.

# ANNEXURE A

## Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 27th October, 2017 (9:30 am) and ends on 29th October, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd October, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/depository participants(s)] :
      - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your client ID or folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
      - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
      - (iii) Click on Shareholder –Login
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/depository participants(s) or requesting physical copy] :
      - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
        - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
        - (vii) Select "EVEN" of "Supreme Infrastructure India Limited".
        - (viii) Now you are ready for remote e-voting as cast vote page opens.
        - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
        - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
        - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
        - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to [hiteshkotharics@gmail.com](mailto:hiteshkotharics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- EVEN (Remote e-voting Event Number)USER IDPASSWORD/ PIN**
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

.....

IX. 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 of 23rd October, 2017.

X. 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. 23rd October, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Hitesh Kothari and/or Ms. Sonam Jain of Kothari H. &

Associates, Company Secretaries, has been appointed for as the scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.supremeinfra.com](http://www.supremeinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

# ANNEXURE B

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

Though not mandatory, this statement is provided for reference.

M/s. Walker Chandiook & Co LLP, Chartered Accountants would need to be reappointed at the ensuing AGM of the company to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of appointment by shareholders at every AGM).

M/s. Shah & Kathariya, Chartered Accountants were reappointed as auditors at 33rd AGM held on 30th September, 2016. In terms of their appointment, they would be completing their maximum term permitted and they are holding office of the auditors up to the conclusion of the 34th AGM and hence would retire at the conclusion of the forthcoming AGM.

Further, M/s. Ramanand & Associates, Chartered Accountants are proposed to be appointed as joint statutory auditors for a period of 2 years, commencing from the conclusion of 34th AGM till the conclusion of the Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of appointment by shareholder at every AGM), as may be applicable. M/s. Ramanand & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice. The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

### **Item No. 5& 6:**

**To approve the implementation of the 'S4A Resolution Plan' of the Company under the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India and issue of Optionally Convertible Debentures in terms of the SEBI ICDR Regulations pursuant to the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.**

During the course of business and over the years, the company availed various fund based and non-fund based facilities from the consortium of banks. Pursuant to paragraph 2.2.1 of the Early Recognition of Financial Distress, Prompt Steps for Resolution and Fair Recovery for Lenders: Framework for Revitalising Distressed Assets in the Economy dated January 30, 2014 issued by the Reserve Bank of India ("RBI") (the "JLF Framework Circular"), if the aggregate exposure of all the lenders of a borrower is in excess of Rs. 100,00,00,000 (Rupees One Hundred Crores only), the lead lender/lenders having highest aggregate exposure is required to mandatorily form the JLF and all the lenders which are part of a consortium or a multiple banking arrangement have to mandatorily

form/participate in the JLF. The JLF in relation to the Company was formed by the State Bank of India. The JLF had restructured and rescheduled the outstanding amount of their respective share of facilities in March 2015. Post implementation of restructuring scheme of March 2015, the JLF reviewed the progress of the Company and was of the opinion that the Company was not able to achieve the viability milestones/ projected financials as envisaged under the restructuring scheme inter alia due to several factors such as slowdown in the infrastructure sector, underutilization of non-fund based limits, increased interest cost vis-à-vis volume of the Company's operations, non-realization of claims/ receivables etc. The liquidity position of the Company further deteriorated due to mismatch of cash flows, stressed working capital finance and similar factors peculiar to the infrastructure sector.

In view of the above, the JLF at their meeting held on 29th December, 2016 discussed on various resolution options to address the liquidity stress on the Company and recommended for the implementation of SILL S4A Scheme with reference date as December 29, 2016. The resolution plan, forming part of the SILL S4A Scheme was submitted to the Overseeing Committee (OC). The SILL S4A Scheme was considered and recommended for implementation by OC. The broad highlights of the SILL S4A Scheme is stated hereunder:

- a. Out of the total debt of appx. Rs. 2410.04 cr. (Rupees Two Thousand Four Hundred Ten Crores and four lakhs) [outstanding as on December 31st 2016 and including non-fund based that may crystallize during the next six months up to June 2017 of Rs. 134.79 crore (Rupees One Hundred Thirty Four Crores and Seventy Nine Lakhs)] considered under the S4A Scheme, the sustainable debt (Part A) is considered at appx. Rs. 1,271.30 Cr. (Rupees One Thousand Two Hundred Seventy One Crores and Thirty Lakhs) as on reference date i.e. December 31, 2016, being appx 52.75% of the total debt. Balance debt of appx Rs. 1138.74 Cr. (Rupees One Thousand One Hundred Thirty Eight Crores and Seventy Four Lakhs) is estimated as unsustainable debt (Part B).
- b. Since, the actual amount of NFB crystallized till June 30, 2017 was Rs 108.38 Cr (Rupees One Hundred Eight Crores and Thirty Eight Lakhs), the Part B amount of Rs 1,138.74 cr. (Rupees One Thousand One Hundred Thirty Eight Crores and Seventy Four Lakhs) stands reduced to Rs 1,112.33 Cr (Rupees One Thousand One Hundred Twelve Crores and Thirty Three Lakhs).
- c. Out of the present holding of the promoters, approximate 45,01,513 (Forty Five Lakhs One Thousand Five Hundred & Thirteen) Equity Shares constituting 17.52% of the existing paid up equity share capital to be transferred to lenders by invocation of existing pledged shares/ sale of promoter shares.
- d. Balance Part B debt of 1107.83 Cr. (Rupees One Thousand One Hundred Seven Crores and Eighty Three Lakhs), would be converted into Optionally Convertible Debentures (OCDs) for the tenor of 14 years 6 Months. The lenders will have the right to convert OCDs into equity shares of the Company in case of any event of default as specified in the S4A Agreements.
- e. Repayment of OCD to be made in 7 (seven) equal annual instalments from FY 2026 onwards.

- f. Promoters of the Company to have a right of first refusal (ROFR) to buy OCDs shares (including equity shares upfront allotted and equity shares acquired pursuant to conversion of OCDs in case the lenders decide to sell the OCDs/ equity shares). Further, the same shall be as per extant guidelines of SEBI.
- g. Company to raise funds up to Rs. 250 crores (Rupees Two Hundred Fifty Crores) through issuance of Equity Shares by permitted mode including infusion of funds through equity issue by the promoters of atleast Rs. 100 crores (Rupees One Hundred Crores).

Note: The broad scheme and the figures stated above may vary at the time of actual implementation of scheme.

In view of the above, it is proposed to issue OCDs to Lenders to convert part of the unsustainable portion of debt into OCDs in terms of the S4A Scheme, in accordance with and as may be specified in the S4A Agreements/ S4A Documents.

Pursuant to the proposed implementation of the S4A Scheme, it is proposed to consider the issue of OCDs on preferential basis as per applicable laws and extant regulations of RBI and SEBI in the manner set out in the resolution at Item No. 6, to be allotted to the Lenders, based on the respective Lender's subscription for the OCDs of the Company.

As per Section 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, in order to enable the Lenders to convert the outstanding OCDs / loans or any other financial assistance already availed from the Lenders or as may be availed from the Lenders, from time to time, by the Company, at their option, into OCDs of the Company, specific approval would be required to be sought from shareholders of the Company by way of special resolution as specified in Item No. 6.

Further Section 62 of the Companies Act, 2013, the SEBI ICDR Regulations and the provisions of the SEBI LODR Regulations provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders of the Company in a general meeting decide otherwise.

Further, as per Section 42 of the Companies Act, 2013, and the Rule 14 of the Companies (Prospectus of Securities) Rules, 2014, a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a special resolution.

Furthermore, as per Section 71 of the Companies Act, 2013, the issue of debentures with option to convert such debentures into shares, in whole or in part, requires to be approved by a special resolution passed at a general meeting.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the proposed allottees/ Lenders, on a preferential basis, who may or may not be the existing members of the Company.

Since the proposed special resolution at Item No. 6 would result in

issue of Securities of the Company to proposed allottees/ Lenders on a preferential basis, who may or may not be the members of the Company, in the manner laid down under Section 62 of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Section 42, 62, 71 and all other applicable provisions of the Companies Act, 2013, and the rules framed thereunder, SEBI ICDR Regulations, and the SEBI LODR Regulations.

Accordingly, the Board recommends the resolution as set out in Item No. 6, to enable the Lenders, in terms of the S4A Agreements/ S4A Documents, entered/to be entered, and as may be specified under the financing documents already executed or to be executed in respect of the financial assistance availed/to be availed, at their option, to convert the whole or part of their respective outstanding financial assistance into OCDs of the Company and to permit the Company to issue the said Securities to the members as well as non- members of the Company in the manner and upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the SEBI ICDR Regulations.

The Equity Shares to be issued and allotted arising from conversion of OCDs, would be listed on the Stock Exchanges, subject to obtaining necessary regulatory approvals, if any.

The following details of the proposed preferential issue of the OCDs are disclosed in accordance with the provisions of Chapter VII 'Preferential Issue' of the SEBI ICDR Regulations, provisions of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the law, relevant disclosures/details are given below:

**a) Objects/purpose of the preferential issue:**

The object of the preferential issuance is to comply with the S4A Scheme for the Company. In terms of the S4A Scheme, the Lenders of the Company have the right to convert part of the unsustainable portion of debt into OCDs. Hence it is proposed to issue OCDs to Lenders on a preferential basis in accordance with the S4A Scheme and the applicable laws for the time being in force including the extant guidelines and regulations of RBI and SEBI.

**b) Total number of shares or Securities to be issued:**

The Board intends to offer, issue and allot upto such number of OCDs of the Company of face value of Rs. 1000/- (Rupees One Thousand only) each, in one or more tranches, for a value not exceeding Rs. 1200,00,00,000/- (Rupees One Thousand Two Hundred Crores only) which shall be issued to the Lenders in one or more tranches, in the manner described below and in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/S4A Documents executed/to be executed by the Company with the Lenders, in terms of the S4A Scheme approved for implementation by the Company pursuant to the S4A Circulars, entitling the debenture holder, on the date, which shall be any date on or after the date of occurrence of any event of default as specified in the S4A Agreements, to apply for such number of fully paid Equity Shares, at an issue price determined in accordance with the SEBI ICDR Regulations or in accordance with the Notifications

issued by SEBI from time to time in this regards including the Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI. As per the terms of the SILL S4A Scheme, the tenure of the OCDs shall be 14 (fourteen) years 6 (six) months. Further, as per the provisions of Regulation 70 (5) the SEBI ICDR Regulations, the provisions of Chapter VII are not

applicable where the preferential issue of specified securities is made to the lenders pursuant to conversion of their debt, as part of the debt restructuring scheme implemented in accordance with the guidelines specified by the RBI in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017. The details of the allotment of the OCDs to the Lenders are set out below:

<b>Sr. No.</b>	<b>Name of the Banks/ lenders to whom OCDs is to be allotted</b>	<b>*Appx. Rupees of OCDs to be issued (Rs. In Crores)</b>	<b>*Appx. No. of OCDs</b>
1	State Bank of India	321.52	32,15,158
2	State Bank of Patiala	142.48	14,24,833
3	Union Bank of India	110.95	11,09,536
4	Punjab National Bank	134.03	13,40,292
5	Bank of India	69.84	6,98,357
6	Central Bank of India	46.57	4,65,742
7	Syndicate Bank	47.57	4,75,688
8	Canara Bank	56.18	5,61,763
9	ICICI Bank Ltd	57.65	5,76,496
10	L&T Infrastructure Finance Ltd (or JM ARC)	42.39	4,23,913
11	L&T Finance Co. Ltd.	6.06	60,559
12	SREI Infrastructure Finance Ltd	17.59	1,75,914
13	SREI Equipment Finance Ltd	33.55	3,35,515
14	Axis Bank Ltd	10.03	1,00,296
15	Indian Overseas Bank	9.37	93,650
16	HDFC Bank Ltd	2.05	20,588
<b>Total</b>		<b>1107.83</b>	<b>11078300</b>

\*The total numbers of OCDs mentioned above to be allotted to the above referred Lenders may vary upon acceptance of the same by the said Lender on determination of unsustainable loan amount after reconciliation/ confirmation and in pursuant to any applicable laws and regulations, participation of lenders etc. Further, in terms of the proviso to Regulation 72 of the SEBI ICDR Regulations, the conversion of debt by some Lenders resulting into any offering of securities by the Company may be restricted and accordingly the conversion of debt/ offer for securities to such Lenders, in accordance with the contractual and regulatory conditions arising out of implementation of the SILL S4A Scheme is subject to receipt of an exemption from SEBI, if any.

**c) Pricing of preferential issue:**

As per the amended provisions of Regulation 70 (5) the SEBI ICDR Regulations in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017, the provisions of Chapter VII shall not apply where the preferential issue of specified securities is made to the lenders pursuant to conversion of their debt, as part of the debt restructuring scheme implemented in accordance with the guidelines/ circulars/ notifications issued specified by the Reserve Bank of India. Accordingly, the OCDs may be issued and the conversion price may be determined in accordance with Regulation 70 (5) the SEBI ICDR Regulations and other extant

regulations and/or guidelines of the SEBI and the RBI or any other applicable law prevailing at the time of such conversion.

Subsequently, if RBI, SEBI or any appropriate authorities notifies the pricing of Equity Shares upon conversion of OCDs (to be issued under SILL S4A scheme) into Equity Shares, then such applicable guidelines / circulars/ notification/ rules/ clarifications in this regard shall apply in accordance with applicable law prevailing at the time of such conversion.

**d) Relevant Date with reference to which the price has been arrived at:**

The Equity Shares arising out of conversion of OCDs shall be issued at an issue price (including premium) determined in accordance with SEBI ICDR, the SEBI Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI.

Further, in light of the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2017, the Company has sought a clarification from the legal advisors regarding the applicability of the amended Regulation 70(5) in connection with the issuance of the present OCDs, contemplated under the SILL S4A Scheme. Accordingly, if the provisions of Regulation 70(5) are to be complied with,

the issue of OCDs to the Lenders and the other transactions contemplated under the SILL S4A Scheme shall be subject to the following conditions:

- (a) the guidelines for determining the conversion price have been specified by the Reserve Bank of India in accordance with which the conversion price shall be determined and which shall be in compliance with the applicable provisions of the Companies Act, 2013;
- (b) the conversion price shall be certified by two independent qualified valuers, and for this purpose 'valuer' shall be a person who is registered under section 247 of the Companies Act, 2013 and the relevant Rules framed thereunder;
- (c) specified securities so allotted shall be locked-in for a period of one year from the date of their allotment;
- (d) the lock-in of equity shares allotted pursuant to conversion of convertible securities issued on preferential basis shall be reduced to the extent the convertible securities have

already been locked-in;

- (e) the applicable provisions of the Companies Act, 2013 are complied with, including the requirement of special resolution.

Subsequently, if RBI, SEBI or any appropriate authorities notifies the pricing of Equity Shares upon conversion of OCDs (to be issued under S4A scheme) into Equity Shares, then such applicable guidelines / circulars/ notification/ rules/ clarifications in this regard shall apply in accordance with applicable law prevailing at the time of such conversion.

**e) Terms for Issue of OCDs of the Company as per the S4A Documents executed/to be executed by the Company:**

The balance portion of the Part B of the Company as per the terms of SILL S4A Scheme, will be converted OCDs of face value Rs.1,000(Rupees One Thousand) each which shall be issued as per the existing security structure.

<b>Particulars</b>	<b>Description/ terms</b>
<b>Coupon Rate</b>	0.01% p.a., payable annually on the last date of every financial year
<b>Tenor</b>	14 (Fourteen) years 6 (six) months
<b>Repayment</b>	7 (Seven) equal annual instalments, commencing from F.Y. 2026 to F.Y. 2032.
<b>Securities</b>	Existing security available for each category of debt will also be available for the OCDs
<b>Convertibility</b>	<p>Debenture holders will have a right to convert the OCDs into Equity Shares, in accordance with the SEBI ICDR Regulations, subject to the conversion option mentioned below:</p> <p>In case of any event of default or default of payment of Part A Debt or Part B Debt by the Company, the holders of OCD will be entitled to apply, on the date, which shall be any date on or after the date of occurrence of any event of default or default of payment of Part A Debt or Part B Debt by the Company as specified in the S4A Agreements but before the expiry of (i) 18 months from the date of allotment or (ii) the expiry of any period which will result in expiry of the conversion option under applicable laws "Entitlement Date"), subject to the continuation/ subsistence of the event of default or default of payment of Part A Debt or Part B Debt by the Company due to the respective debenture holder as per S4A Agreements as on the Entitlement Date, for such number of fully paid equity shares of the Company of face value Rs. 10/- each, at an issue price (including premium) as on the Relevant Date, being the price determined in accordance with the SEBI ICDR Regulations or other extant regulations and/or guidelines of the SEBI and the RBI or any other applicable law prevailing at the time of conversion.</p>
<b>Conversion price</b>	Price determined as per SEBI ICDR Regulations, the SEBI Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI or any other applicable law prevailing at the time of conversion.
<b>Right of First Refusal (ROFR)</b>	Promoter of the Company to have a right of first refusal (ROFR) to buy OCDs shares (including Equity Shares upfront allotted and Equity Shares acquired pursuant to conversion of OCDs in case the Lenders decide to sell the OCDs/equity shares) with a notice period of 90 days. Further, the same shall be as per extant guidelines of SEBI.
<b>Condition for conversion</b>	The Lenders will have a right to convert OCDs into Equity Shares of the Company as specified in S4A Agreement.
<b>Other Terms</b>	<ul style="list-style-type: none"> <li>•Existing security of the Company to continue as per the terms of debt (being converted into OCD) with the respective Lenders subject to the terms of the S4A Agreements executed/to be executed by the Company.</li> <li>•SEBI registered Trustee to be appointed as the debenture trustee for the OCDs issued by the Company.</li> </ul>



**f) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of OCDs is proposed to be made to the Lenders as per the SILL S4A Scheme of the Company.

**g) The intention/proposal of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe to the Offer:**

None of the Promoters, Directors and Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer of OCDs.

**h) Proposed time within which allotment will be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 days from the date of passing of this resolution by the shareholders of the Company and in case the allotment on preferential basis is pending on account of pendency of any application for exemption from the applicability of the SEBI Takeover Regulations or an exemption under SEBI ICDR Regulations or of approval for such allotment by any regulatory authority or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**i) The identity of the proposed allottee, maximum number of OCDs proposed to be issued and the percentage of post issue of OCDs that may be held by the proposed allottee:**

Sr. No.	Name of the Banks/ lenders	Natural person who ultimately controls the Proposed Allottee	Maximum no. of OCDs to be allotted	Pre-Issue OCDs holding		Post Issue OCDs holding **	
				No. of OCDs	%	No. of OCDs	%
1	State Bank of India	*N.A.	32,15,158	Nil	Nil	32,15,158	29.02%
2	State Bank of Patiala	*N.A.	14,24,833	Nil	Nil	14,24,833	12.86%
3	Union Bank of India	*N.A.	11,09,536	Nil	Nil	11,09,536	10.02%
4	Punjab National Bank	*N.A.	13,40,292	Nil	Nil	13,40,292	12.10%
5	Bank of India	*N.A.	6,98,357	Nil	Nil	6,98,357	6.30%
6	Central Bank of India	*N.A.	4,65,742	Nil	Nil	4,65,742	4.20%
7	Syndicate Bank	*N.A.	4,75,688	Nil	Nil	4,75,688	4.29%
8	Canara Bank	*N.A.	5,61,763	Nil	Nil	5,61,763	5.07%
9	ICICI Bank	*N.A.	5,76,496	Nil	Nil	5,76,496	5.20%
10	L&T Infrastructure Finance Company Limited	*N.A.	4,23,913	Nil	Nil	4,23,913	3.83%
11	L&T Finance Co. Ltd. (or JM ARC)	*N.A.	60,559	Nil	Nil	60,559	0.55%
12	SREI Infrastructure Finance Ltd	*N.A.	1,75,914	Nil	Nil	1,75,914	1.59%
13	SREI Equipment Finance Ltd	*N.A.	3,35,515	Nil	Nil	3,35,515	3.03%
14	Axis Bank Ltd	*N.A.	1,00,296	Nil	Nil	1,00,296	0.91%
15	Indian Overseas Bank	*N.A.	93,650			93,650	0.85%
16	HDFC Bank Ltd	*N.A.	20,588			20,588	0.19%
<b>Total</b>			<b>11078300</b>	<b>Nil</b>	<b>Nil</b>	<b>11078300</b>	<b>100.00%</b>

\*Not applicable in terms of the proviso of Regulation 73(1)(e) of the SEBI ICDR Regulations

\*\* Please refer the following note:

- i. Out of the present holding of the promoters, approximate 45,01,513 (forty five lakhs one thousand five hundred and thirteen) equity shares constituting 17.52% of the paid up equity share capital of the Company will be transferred to the Lenders by invocation of existing pledged shares/ sale of promoter shares.
- ii. Upon Lenders exercising their right to convert the OCDs into Equity Shares, the above post issue shareholding pattern, would undergo change accordingly.

**j) The change in control, if any in the Company that would occur consequent to the preferential offer**

The existing promoters of the Company will continue to be in control of the company and there will not be any change in the management or control of the company as a result of the proposed preferential allotment, except a corresponding change in the shareholding pattern as well as voting rights upon exercising of the conversion of OCDs into Equity Shares.

**k) Number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price:**

The Company has not made any preferential allotment of Securities during the last one year.

**l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The present OCDs are being issued to lenders in terms of implementation of S4A scheme for conversion of part of the unsustainable debt in to OCDs in accordance with applicable laws

**m) The pre issue and post issue shareholding pattern of the company:**

The pre issue and post issue shareholding pattern of the company after considering the preferential issue to be made to the Lenders is provided hereunder:

Sr. No.	Particulars	Pre S4A Shareholding (as on 10.07.2017)		Post S4A (after invocation of pledged shares/ sale of shares in favor of lenders)	
		Shareholding	% to paid up capital	Shareholding	% to paid up capital
<b>A</b>	<b>Indian Promoters</b>				
	Individuals & Bodies Corporate	10969903	42.69	6468390	25.17
	Sub Total	10969903	42.69	6468390	25.17
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	10969903	42.69	6468390	25.17
<b>B</b>	<b>Non Promoters Holding</b>				
1	Institutional Investors		0.00		0.00
A	Insurance Companies	0	0.00	0	0.00
B	Mutual Funds/ UTI	1312360	5.11	1312360	5.11
C	National Banks/ Foreign Banks/ Other Banks	0	0.00	4096843	15.94
D	Foreign Portfolio Investors	3804477	14.80	3804477	14.80
E	Financial Institutions	724793	2.82	1129463	4.40
2	Non Institutions		0.00		0.00
A	Bodies Corporate	2624354	10.21	2624354	10.21
B	Directors and Relatives	0	0.00		0.00
C	Public	4376171	17.03	4376171	17.03
D	NRIs/ NROs	1610802	6.27	1610802	6.27
E	Others	275512	1.07	275512	1.07
	Sub Total (B)	14728469	57.31	19229982	74.83
	<b>GRAND TOTAL</b>	<b>25698372</b>	<b>100.00</b>	<b>25698372</b>	<b>100.00</b>

Note: Conversion of OCDs into Equity shares is not considered in the post S4A shareholding as the same cannot be determining at present.

.....

**n) The Company hereby undertakes that –**

- a) The Company shall re-compute the price of the Securities specified above in terms of the provisions of the SEBI ICDR Regulations where it is required to do so; and
- b) if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by the allottees.

**o) Certificate from Statutory Auditor:**

A copy of certificate from the statutory auditors certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same shall be placed before the shareholders at the ensuing AGM.

**p) Lock – in period:**

The Equity Shares to be issued and allotted as a result of conversion of OCDs, shall be subject to lock-in, in accordance with SEBI ICDR Regulations, the SEBI Notification No. SEBI/LAD-NRO/GN/2017-18/016 dated 14th August, 2017 and other extant regulations and/or guidelines of the SEBI and the RBI.

In addition, if required, under SEBI ICDR Regulations, the preferential shareholding of the proposed allottee(s), if any, shall be under lock-in from the relevant date upto a period of 6 months from the date of the trading approval in accordance Regulation 78(6) of SEBI ICDR Regulations.

With reference to disclosure specified in Part G of Schedule VIII of SEBI ICDR Regulations, neither the issuer nor any of its promoters or directors are willful defaulters.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid special resolutions mentioned at Item No 5 & 6 of this Notice.

**Item No. 7& 8**

**Issue of Equity Shares and Convertible Warrants on preferential allotment / private placement basis to promoters & non-promoters.**

Pursuant to the proposed implementation of the SILL S4A Scheme as detailed in the explanatory statement of Item Nos. 5 & 6 above, the Company proposes to issue and allot equity shares of the Company and convertible warrants with right exercisable by the warrant holders to subscribe for one equity share per warrant, to members of the promoters/ promoters group on cash basis and/ or conversion of outstanding unsecured loan provided to the Company by such promoter/ promoter group entities and equity

shares for cash to certain third party investors on a preferential basis. The holders of the warrants shall have the option to exercise the warrants to subscribe to equity shares of the Company within 18 months from its allotment. The board of directors of the Company at its meeting held on 11th July, 2017 and the meetings held subsequently approved the proposed issue of the following:

- a. upto 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of face value Rs. 10 each ("**Equity Shares**") on a preferential basis to promoters / promoter group entities of the Company for cash or conversion of unsecured loans, at a price of Rs. 82/- per Equity Share aggregating upto Rs. 102.50 Crores (Rupees One Hundred Two Crores and Fifty Lakhs), including premium of Rs. 72/- (Rupees Seventy Two) per Equity Share and 45,00,000 (Forty Five Lakhs) warrants on a preferential basis to promoters / promoter group entities of the Company with right exercisable by the warrant holders to subscribe for one equity share per warrant at an exercise price of Rs. 82/- per warrant and
- b. upto 1,30,00,000 (One Crore Thirty Lakhs) equity shares of face value Rs. 10 each ("**Equity Shares**") on a preferential basis to Third Party Investors for cash, at a price of Rs. 82/- per Equity Share aggregating upto Rs. 106.60 Crores (Rupees One Hundred Six Crores and Sixty Lakhs), including premium of Rs. 72/- (Rupees Seventy Two) per Equity Share and 35,00,000 (Thirty Five Lakhs) warrants on a preferential basis to Third Party Investors with right exercisable by the warrant holders to subscribe for one equity share per warrant at an exercise price of Rs. 82/- per warrant.

The above securities are proposed to be issued to the Subscribers (as defined below) subject to the consent of the shareholders of the Company. Approval of the shareholders by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "Act") as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations"). In terms of the provisions Section 102 of the Act read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the relevant provisions of Chapter VII of the ICDR Regulations, this explanatory statement contains relevant and material information to enable the shareholders of the Company to consider for approving the issue and allotment of equity shares of the Company and warrants to the Subscribers.

The Company proposes to make a preferential allotment of upto 2,55,00,000 (Two Crores Fifty Five Lakhs) Equity Shares and upto 80,00,000 (Eighty Lakhs) Warrants to the following persons:

Sr. No.	Name of the proposed allottee	Address	PAN	Category	Type of Security	Upto No. of Equity Shares	Upto No. of Warrants
1	Supreme Castle Private Limited (SCPL)	Supreme House, PratapGadh, Plot No. 94/C, Opp. Iit, Powai, Mumbai – 400076	AAUCS9531K	Promoter Body Corporate	Equity Shares & Warrants	43,94,000	20,00,000
2	Supreme Lake View Villa Private Limited (SLVPL)	Supreme House, PratapGadh, Plot No. 94/C, Opp. Iit, Powai, Mumbai – 400076	AAUCS9530J	Promoter Body Corporate	Equity Shares & Warrants	32,93,000	10,00,000
3	Supreme Cottage Private Limited (SCOTPL)	Supreme House, PratapGadh, Plot No. 94/C, Opp. Iit, Powai, Mumbai – 400076	AAUCS9532L	Promoter Body Corporate	Equity Shares & Warrants	32,93,000	10,00,000
4	Kitara PIIN 1101 (Kitara)	Anex Management Service Limited, 9th Floor, Ebene Tower, 52, Cybercity, Ebene Mauritius	AAECK4362Q	Non-Promoter Foreign Portfolio Investor	Equity Shares & Warrants	24,39,000	Nil
5	Resonance Opportunities Fund Fidelis Trust & Corporate Services Limited (Resonance)	Suite 320, 3rd Floor, NG Tower, Ebene Cybercity, Mauritius	AAFRC4798A	Non-Promoter Foreign Portfolio Investor	Equity Shares & Warrants	18,56,000	Nil
6	Raisonneur Capital Ltd (Raisonneur)	9th Floor, Maeva Tower, CNR Silicon Ave & Bank Street, Ebene 72201, Mauritius	AAICR4942F	Non-Promoter Foreign Portfolio Investor	Equity Shares & Warrants	22,00,000	Nil
7	Aspire Emerging Fund (Aspire)	2nd Floor, Wing A, Cyber tower 1, Cybercity, Ebene, Mauritius	AALCA5544M	Non-Promoter Foreign Portfolio Investor	Equity Shares & Warrants	20,00,000	Nil
8	Ageless Capital & Finance Private Limited (Ageless)	712-71, Tulsiani Chambers, 212, Nariman Point Mumbai-400021	AAMCA5142L	Non-Promoter Body Corporate	Equity Shares	12,19,000	5,00,000
9	Mr. Ajitsinh Gokaldas Khimji (Ajitsinh)	House 66, Way 222-24771402, PB No.-144, Postal Code-113, Qurum, Oman	AADPK1722A	Non-Promoter Non Resident Indian	Equity Shares	24,39,000	10,00,000
10	AumSarvagya Partners (Aum)	Dimensional Avenue Business center, B-401, Unit No. 42, 3rd & 4th Floor, Wasudev Chambers, Opp-Wilson Pen Company, Old Nagardas Road, Andheri (East), Mumbai - 400069	ABJFA1604Q	Non-Promoter Firm	Equity Shares	6,09,000	Nil
11	Dr. Rakhi S. Bora (Dr. Rathi)	701,7th Floor, Kutch Bldg, Jaihind Co-Op Hsg Soc.Ltd 10th Road, Ville Parle West, Mumbai-56	AKFPB3102P	Non Promoter Individual	Warrants	Nil	15,00,000
12	Mr. Nandkishore D Purohit (Mr. Purohit)	Manali 4B/65, Evershinenagar, malad West, Mumbai 64	AALPP8180B	Non Promoter Individual	Warrants	Nil	1,00,000

(SCPL, SLVPL and SCOTPL shall be referred to as the “Promoters”. Kitara, Resonance, Raisonneur, Aspire, Ageless, Ajitsinh, Aum, Dr. Rakhi and Mr. Purohit shall be collectively referred to as the “Third Party Investors”. Promoters and Third Party Investors shall be collectively referred to as the “Subscribers”)

.....

**a. The Objects of the Issue**

The object of the issue of upto 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares and upto 45,00,000 (Fourty five Lakhs) Warrants to promoters for cash and / or conversion of unsecured loans is to comply with the SILL S4A Scheme agreed to by the Company with its lenders. In terms of the SILL S4A Scheme, promoters are required to infuse minimum funds of Rs. 100 Crores into the Company. Hence it is proposed to issue upto 1,09,80,000 Equity Shares at a price of Rs. 82/- per Equity Share and upto 40,00,000 (Fourty Lakhs) Warrants at an exercise price of Rs. 82/- each to the Promoters for cash and / or conversion of unsecured loans on preferential basis, in accordance with the terms of the SILL S4A Scheme. The Company, in order to secure funds for meeting its long term working capital requirements and general corporate purposes, as also to secure the funding requirement in terms of the SILL S4A scheme, proposes to issue and allot upto 1,27,62,000 (One Crore Twenty Seven Lakhs Sixty Two Thousand) Equity Shares at a price of Rs. 82/- per Equity Share and upto 31,00,000 (Thirty one Lakhs) Warrants at an exercise price of Rs. 82/- per warrant on a preferential basis to the Third Party Investors.

**b. Total number of shares or other securities to be issued**

Upto 2,55,00,000 (Two Crores Fifty Five Lakhs )Equity Shares and upto 80,00,000 (Eighty Lakhs) Warrants

**c. Terms of the issue of Equity Shares, if any**

The Equity Shares allotted pursuant to the proposed resolution shall rank in all respects paripassu with the existing Equity Shares of the Company including dividend

**d. Terms of issue of Warrants**

The Warrants will be issued in accordance with SEBI ICDR Guidelines. The holders of the Warrants shall have the option to exercise the Warrants in one or more tranches to subscribe to One Equity Shares of the Company per Warrant within 18 months of its allotment. An amount equivalent to atleast 25% of the consideration payable on the Warrants shall be paid at the time of allotment of the Warrants and the balance remaining shall be paid upon allotment of equity shares on exercise of the Warrants. The Equity Shares allotted upon the exercise of Warrants shall rank in all respects paripassu with the existing Equity Shares of the Company including dividend.

**Relevant date**

The relevant date as per Regulation 71(a) of the ICDR Regulations for the determination of the price per Equity Share and exercise price per Warrant pursuant to the preferential allotment is 29th September, 2017 ("Relevant Date") (i.e. 30 days prior to the date of proposed AGM which is 30th October, 2017, to approve the proposed preferential issue).

**e. Pricing of Preferential Issue**

The price of Equity Shares to be issued to the Subscribers is fixed at Rs. 82/- per Equity Share of Rs. 10 each and Warrants

at an exercise price of Rs. 82/- per warrant in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations.

A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants by the subscribers, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the subscribers at the time of exercising the Warrant.

Subsequent to the issuance of this notice to the shareholders, if any circulars/ notification/clarification are issued by SEBI or RBI or any appropriate authorities in respect of the pricing of the shares to be issued under the S4A scheme which may require the promoters to participate in the equity at the said price and if such issue price is higher than the price arrived under the ICDR Regulations, then under such circumstances, the issue price to the promoters in respect of the proposed allotment of Equity Shares and warrants may be revised upward including premium in accordance with such applicable amendment.

**f. Basis on which the price has been arrived at**

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the equity shares of the Company, during the preceding twenty six weeks prior to the relevant date has been considered.

In terms of Regulation 76(1) of the ICDR Regulations, the Equity Shares and Warrants to all the Subscribers on preferential basis shall be allotted at a price not less than higher of the following:

- i. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date; or
- ii. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per Equity Share of Rs. 82/- per Equity Share and warrants at an exercise price of Rs. 82/- per warrant is higher than the price of Rs. 81.13, which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

Subsequent to the issuance of this notice to the shareholders, if any circulars/ notification/clarification are issued by SEBI or

RBI or any appropriate authorities in respect of the pricing of the shares to be issued under the S4A scheme which may require the promoters to participate in the equity at the said price and if such issue price is higher than the price arrived under the ICDR Regulations, then under such circumstances, the issue price to the promoters in respect of the proposed allotment of Equity Shares and warrants may be revised upward including premium in accordance with such applicable amendment.

**g. The proposal of the Promoters, Directors or Key Management Personnel to subscribe to the offer**

Except, SCPL will subscribe upto 43,94,000 Equity Shares and upto 20,00,000 Warrants, and SLVPL will subscribe upto

32,93,000 Equity Shares and upto 10,00,000 Warrants and SCOTPL will subscribe upto 32,93,000 Equity Shares and upto 10,00,000 Warrants, who are members of the promoter / promoter group of the Company, none of the other members of the promoters/ promoter group of the Company intend to subscribe to / acquire Equity Shares and Warrants on a preferential allotment basis as proposed under the special resolution.

**h. Name of the Subscribers, the identities of the persons who are the ultimate beneficial owners of the shares or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control**

Sr. No.	Details of the Subscriber	Category of Subscriber	Pre Issue % holding	Upto No. of Equity Shares to be allotted	Upto No. of Warrants to be allotted	*Post Issue % holding	Beneficial Ownership
1.	Supreme Castle Private Limited	Promoter / Promoter Group	Nil	43,94,000	20,00,000	11.31	Mr. Bhawanishankar Sharma, Mr. Vikram Sharma, Mrs. Barkha Sharma
2.	Supreme Lake View Villa Private Limited	Promoter / Promoter Group	Nil	32,93,000	10,00,000	7.59	Mr. Bhawanishankar Sharma, Mr. Vikram Sharma, Mr. Vikas Sharma
3.	Supreme Cottage Private Limited	Promoter / Promoter Group	Nil	32,93,000	10,00,000	7.59	Mr. Bhawanishankar Sharma, Mr. Vikas Sharma, Mrs. Shweta Sharma
4.	Kitara PIIN 1101	Non – Promoter	2364344	24,39,000	0	8.50	SEBI Registered Category 2 Foreign Portfolio Investor
5.	Resonance Opportunities Fund Fidelis Trust & Corporate Services Limited (Reasonance)	Non – Promoter	Nil	18,56,000	0	3.28	Fidelis Global Asset Management Limited (Foreign Portfolio Investor)
6.	Raisonneur Capital Ltd	Non – Promoter	Nil	22,00,000	0	3.89	Piyush Pravinbhai Sakhiya (Foreign Portfolio Investor)
7.	Aspire Emerging Fund	Non – Promoter	Nil	20,00,000	0	3.54	Image Securities Ltd (Foreign Portfolio Investor)
8.	Ageless Capital & Finance Private Limited	Non – Promoter	Nil	12,19,000	5,00,000	3.04	Mr. Gagan Chaturvedi Ms. Shruti Chaturvedi
9.	Mr. Ajitsinh Gokaldas Khimji	Non – Promoter	Nil	24,39,000	10,00,000	6.08	Individual
10.	AumSarvagayaya Partners	Non – Promoter	Nil	6,09,000	Nil	1.08	Partners – Mr. Udayan Shankarrao Gadakh & Mr. Rahul Ashok Pawar
11.	Dr. Rakhi S. Bora	Non – Promoter	Nil	Nil	15,00,000	2.65	Individual
12.	Mr. Nandkishore D Purohit	Non – Promoter	Nil	Nil	1,00,000	0.18	Individual

\* Post issue shareholding is considered considering full allotment of Equity Shares and after considering allotment of Equity Shares on exercise of Warrants assuming full exercise of Warrants.

**i. The Shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Category of Shareholder	Pre Issue Shareholding		*Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding after allotment of Equity Shares on exercise of Warrants (assuming full exercise of Warrants)	
		No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
<b>A. Shareholding of Promoter and Promoter Group</b>							
1	Indian						
(a)	Individuals / Hindu Undivided Family	5920732	23.04	2888551	5.84	2888551	5.11
(b)	Central Government/State Government(s)	0	0.00	0	0.00	0	0.0
(c)	Financial Institutions/Banks	0	0.00	0	0.00	0	0.0
(d)	Any Other(Bodies Corporate)	4622171	17.99	14132839	28.59	18132839	32.07
	Sub Total – A(1)	10542903	41.03	17021390	34.43	21021390	37.18
2	Foreign						
(a)	Individuals(Non-Resident Individuals/Foreign Individuals)	0	0.00	0	0.00	0	0.00
(b)	Government	0	0.00	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investor	0	0.00	0	0.00	0	0.00
	Sub Total A(2)	0	0.00	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	10542903	41.03	17021390	34.43	21021390	37.18
<b>(B) Public Shareholding</b>							
<b>1 Institutions</b>							
(a)	Mutual Funds / UTI	1312360	5.11	1312360	2.65	1312360	2.32
(b)	Venture Capital Funds	0	0.00	0	0.00	0	0.0
(c)	Alternate Investment Funds	0	0.00	0	0.00	0	0.0
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.0
(e)	Foreign Portfolio Investors	3174176	12.35	11669176	23.60	11669176	20.64
(f)	Financial Institution/Banks	13897	0.05	13897	0.03	13897	0.02
	Lenders under S4A scheme	0	0.00	4501513	9.10	4501513	7.96
(g)	Insurance Companies	0	0.00	0	0.00	0	0.00
(h)	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
(i)	Any other (FII's)	10000	0.04	10000	0.02	10000	0.02
	SUB TOTAL (B)(1)	4510433	17.55	17506946	35.41	17506946	30.96
<b>2 Central / State government(s)</b>							
(a)	Central Government/ State Government(s)/President of India	0	0.00	0	0.00	0	0.00
	SUB TOTAL (B)(2)	0	0.00	0	0.00	0	0.00
<b>3 Non-institutions</b>							
(a.1)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3250329	12.65	3250329	6.57	3250329	5.75
(a.2)	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1966365	7.65	2575365	5.21	4175365	7.38

Sr. No.	Category of Shareholder	Pre Issue Shareholding		*Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding after allotment of Equity Shares on exercise of Warrants (assuming full exercise of Warrants)	
		No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
(b)	NBFCs registered with RBI	4000	0.02	4000	0.01	4000	0.01
(c)	Employee Trusts	0	0.00	0	0.00	0	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0.00	0	0.00
(e)	Any Other(Bodies Corporate)	3076927	11.97	4295927	8.69	4795927	8.48
(e)	Any Other(Clearing Member)	616133	2.40	616133	1.25	616133	1.09
(e)	Any Other(Non Resident Indians (Non Repat))	69626	0.27	2508626	5.07	3508626	6.21
(e)	Any Other(Non Resident Indians (NRI))	1659254	6.46	1659254	3.36	1659254	2.93
(e)	Any Other(Non Resident Indians (Repat))	2402	0.01	2402	0.00	2402	0.00
(e)	Any Other(Trusts)	0	0.00	0	0.00	0	0.00
	SUB TOTAL (B)(3)	10645036	41.42	14912036	30.16	18012036	31.86
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	15155469	58.97	32418982	65.57	35518982	62.82
	Total (C) = (A)+(B)	25698372	100.00	49440372	100.00	56540372	100.00

\* Post preferential allotment shareholding of the Company is arrived at by assuming that 45,01,513 Equity Shares shall be transferred to the lenders of the Company upon invocation of the pledge / transfer of 45,01,513 Equity Shares currently held by the members of the promoter/ promoter group of the Company, pursuant to the SILL S4A Scheme and after considering full allotment of Equity Shares on preferential basis.

No change is envisaged in the management of or control in the company consequent to the proposed preferential allotment of Equity Shares.



**j. The proposed time within which the preferential issue shall be completed**

The proposed issue and allotment of Equity Shares and Warrants to the members of the promoter / promoter group of the Company, will trigger the creeping acquisition limits under Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (“**Takeover Regulations**”). The promoters would make an application to SEBI under Regulation 11(3) of the Takeover Regulations seeking an exemption under Regulation 11(1) of the Takeover Regulations from having to make a mandatory open offer under Regulation 3(2) of the Takeover Regulations. Further, the promoter group entities of the Company had pledged Equity Shares of the Company in favor of the lenders of the Company. In the preceding six months, some lenders invoked the pledge of Equity Shares that were pledged in their favour and has transferred Equity Shares in their account. Pursuant to the invocation of the pledge by the lenders, the promoters and promoter group of the Company, under Regulation 72(2) of the ICDR Regulations, have become ineligible to subscribe to the Equity Shares and warrants proposed to be issued and allotted to them pursuant to this Issue. Therefore, an application would be made to SEBI under Regulation 113 of the ICDR Regulations seeking an exemption / dispensation from the strict application of Regulation 72(2) of the ICDR Regulations. The issue and allotment of Equity Shares and Warrants shall be completed within 15 days from the date when the last of the exemptions either under the Takeover Regulations or the ICDR Regulations or any other required approvals/ permissions from appropriate authorities are received.

The proposed issue and allotment of Equity Shares and Warrants to the Third Party Investors shall be completed on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the central government, within 15 days from the date of such approval(s), as the case may be.

**k. Consequential changes in the voting rights or change in control**

Voting rights will change in tandem with the shareholding pattern. Further, there shall not be any change in the management or control of the Company consequent to the Issue.

**l. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

The Company at the Extra-Ordinary General Meeting held on 27th March, 2017 passed a special resolution to offer, issue and allot up to 22,40,000 Equity shares to Supreme Innovative Buildings Project Private Limited (“SIBPPL”), an entity belonging to the promoter / promoter group of the Company. The Company then applied to SEBI for exemption under Regulation 113 of the SEBI ICDR Regulations which was subsequently granted by SEBI. During the F.Y. 2017-18 the promoters acquired 12,72,171 Equity Shares from ICICI

Bank Limited amounting to 4.95% of the total issued and paid up equity share capital of the Company, in accordance with the order issued by the Bombay High Court. Since the proposed preferential allotment to SIBPPL would have triggered the creeping acquisition limits under Regulation 3(2) of the Takeover Regulations, the issue and allotment of the aforementioned Equity Shares to SIBPPL could not be pursued. Except as stated above, the Company has not made any preferential issue/ allotment during the last one year.

**m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not Applicable.

**n. Lock in period**

The Equity share proposed to be allotted (including those arising out of exercise of right attached to the Warrants ) to promoter/ promoter group pursuant to the proposed special resolution shall be subject to lock-in for a period of three years from the date of receipt of the trading approval from the stock exchanges under Regulation 78(1) the ICDR Regulations.

The Equity share proposed to be allotted (including those arising out of exercise of right attached to the Warrants ) to the Third Party Investors pursuant to this Issue shall be locked-in for a period of one year from the receipt of the trading approval from the Stock Exchanges under Regulation 78(2) of the ICDR Regulations.

**o. Auditors' Certificate**

A certificate from Shah & Kathariya, Chartered Accountant, the Statutory Auditors of the Company, certifying that the issue of Equity Shares and Warrants is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

**p. Other Disclosures**

(i) The business model;

Incorporated in 1983, the company initially started with the business of aggregate supplier. Presently, the Company is engaged in construction of infrastructure projects. The Company is a diversified EPC contractor in various segments namely roads, buildings, bridges, railways, power and water infrastructure spread across various states in India. The Company also has the large portfolio of BOT assets. The Company has the order book position of Rs. 3067 Cr. as on 31st March, 2017. For the past few years, the Company's Financials were under severe stress on account of several factors like delay in execution of projects, delay in land acquisition in BOT Projects, cost over runs on delayed projects, high interest cost vis-a-vis volume of the Company's operation, stressed working capital finance and similar factors peculiar to the infrastructure sector. Upon implementation of the S4A scheme, there would be fresh inflow of funds in the form of Equity from the promoters and Non-promoters. The debt burden on the Company will be reduced upon the conversion of unsustainable debt into Equity/ OGDs.

It will also improve the part A debt serviceability of the Company. The Company would then be able to fully utilize its assets and participate in ongoing infrastructure development in the country.

- (ii) A statement on growth of business over the period of time;

The following is the statement of growth in terms of order book position and turnover of the Company since 2009-10:

(₹ In Crores)

	2009-2010	2010-2011	2011-2012	2012-2013
Order book	1603.6	3117	3902.8	6044.5
Turnover	533.26	917.85	1505.91	1986.95
	2013-2014	2014-2015	2015-2016	2016-2017
Order book	5896.1	5032.4	4156.0	3067.0
Turnover	2158.64	1516.94	1403.70	1050.11

- (iii) Summary of audited financials of previous three financial years;

The audited financials of the Company for the last 3 years is as under:

	31.03.2017	31.03.2016	31.03.2015
Income from Operations	1050.11	1209.69	1516.94
Profit before interest, depreciation and tax	86.76	194.90	260.54
Interest	280.68	247.28	189.94
Depreciation	24.71	30.60	37.30
Profit before Tax	(218.63)	(32.26)	33.30
Profit after Tax	(203.49)	(40.80)	17.24

- (iv) Track record in turning around companies, if any;

The Company is promoted by the Sharma family. Even after implementation of S4A there would not be change in management. The promoters are engaged in day to day affairs of the Company and as such there is no track record of turning around of other Companies.

- (v) The proposed roadmap for effecting turnaround of the issuer;

Upon implementation of the S4A scheme, there would be fresh inflow of funds in the form of Equity from the

promoters and Non-promoters which would help in execution of various projects. The interest burden on the Company will be reduced upon conversion of unsustainable debt into Equity/ OCDs. It will also improve the part A debt serviceability of the Company. The Company would then be able to fully utilize its assets and participate in ongoing infrastructure development in the country.

- (vi) The applicable provisions of the Companies Act, 2013 are complied with.

The applicable provisions of the Companies Act, 2013 in respect of the proposed preferential allotment of equity shares will be complied with.

#### q. Interest of the Promoter / Promoter Group

Mr. Bhawanishankar Sharma, Mr. Vikram Sharma and Mr. Vikas Sharma, the Promoter Directors of the Company and their relatives are interested and concerned in the proposed resolution to the extent of the number of Equity Shares to be issued and allotted to the promoters/ promoter group. Except as mentioned above, no other directors on the Board or the key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

#### Item No. 9

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 4,75,00,000 ( Four Crores Seventy Five Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 47,50,00,000/- (Rupees Forty Seven Crores Fifty Lakhs only) and 25,00,000 ( Twenty Five Lakhs) Preference Shares of Rs. 10/- each aggregating to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only). The Company proposes to issue Securities which could be higher than the existing authorised equity share capital. The Board therefore has considered it necessary to increase the new equity shares so that there will be scope for raising finance for the requirements of the Company by the issue of Equity Shares as and when considered necessary. Hence, it is proposed to increase the Authorized Share Capital in the manner provided in the resolution. The increase in authorised share capital will require the approval of members in general meeting by way of an ordinary resolution pursuant to Section 61 of the Companies Act, 2013 and hence the resolution at Item No. 9 is submitted to the meeting for members' approval.

None of the directors, key managerial personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution as set out in Item No.9 of the Notice as ordinary resolution for the approval of the members.

#### Item No. 10:

The Board of Directors of the Company on the recommendation

of the Audit Committee, approved the appointment and remuneration of M/s. Shashi Ranjan & Associates, Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2018, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

**Item Nos. 11 and 12:**

In order to enable and encourage Foreign Portfolio Investors (FPIs) / Foreign Institutional Investors (FIIs) to invest in the equity shares of the Company, the Company proposes to the enhancement of the existing cap on FPIs / FIIs investment in the Company from 24% to 49% of the total paid-up equity share capital of the Company.

In terms of Schedule 2 and 2A of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 ("FEMA 2000"), the SEBI registered FPIs / FIIs can, in aggregate, hold upto 24% of paid-up capital of the Company. As per the provisions of FEMA 2000, the limit of 24% for FPIs/FIIs may be increased upto the sectoral cap/statutory ceiling, as applicable, by the Company concerned, subject to the condition that none of the individual FIIs/sub-accounts of FIIs or none of the FPIs individually hold more than 10% of the total paid up capital of the Company, by passing a resolution by its board of directors, followed by passing of a special resolution to that effect by the shareholders. Accordingly, the consent of the shareholders is sought for passing the special resolution as set out at Item no. 11 of the Notice for increase in the limit of shareholding of FPIs / FIIs as stated in the resolution.

In order to enable and encourage Non-Resident Indians ("NRIs") to invest in the equity shares of the Company, the Company proposes to enhancement the existing cap on investment by NRIs in the

Company from the existing 10% to 24% of the total paid-up equity share capital of the Company.

Further, in terms of Schedule 3 of FEMA 20, NRIs can, in aggregate, hold upto 10% of paid-up capital of the Company. As per the provisions of FEMA 20, the limit of 10% for NRIs may be increased upto 24% of the total paid up capital of the Company subject to the condition that none of the NRIs on an individual basis hold more than 5% of the total paid up capital of the Company, by passing a resolution by its board of directors, followed by passing of a special resolution to that effect by the shareholders. Accordingly, the consent of the shareholders is sought for passing the special resolution as set out at Item no. 12 of the Notice for increase in the limit of shareholding of NRIs as stated in the resolution.

None of the directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution. The board of directors of the Company recommends the special resolution set out at Item No. 11 and 12 of the Notice for approval by the shareholders.

All documents referred to in the accompanying Notice and the explanatory statement would be available for inspection at the Registered Office of the Company between 11.00 am to 1 pm on all working days except Saturdays, upto and including the date of the AGM.

By The Order of the Board

**For Supreme Infrastructure India Limited**

**Place: Mumbai**  
**Date: October 5, 2017**

**Mr. Vikram Sharma**  
**Managing Director**

**Registered Office:**  
Supreme House, Plot No. 94/c,  
Pratap Gad, Opp. I.I.T. Main Gate,  
Powai, Mumbai – 400076  
CIN: L74999MH1983PLC029752

# ANNEXURE C

Details of Directors retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Vikram Sharma	Shri Dakshendra Agarwal
<b>Age</b>	43	44
<b>Qualification</b>	Bachelor of Engineering in Civil (B.E.-Civil) from Mumbai University	Chartered Accountant
<b>Experience (including expertise in specific functional area)/Brief Resume</b>	He has extensive experience in infrastructure industry. He plays a vital role in execution of Projects. He has executed Projects of construction of Roads, Bridges, Flyovers, Sewerage Projects, Power Projects, Residential and Commercial Buildings.	He is a graduate in commerce and a member of Institute of Chartered Accountants of India. He is a proprietor of Dakshendra & Associates, Chartered Accountants and a partner in A.P. Sanzigiri & Company, Chartered Accountants. He is having rich and varied experience in the field of finance, banking and corporate taxation.
<b>Terms and Conditions of Re-appointment</b>	As per the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015, Shri Vikram Sharma was re-appointed as a Managing Director designated as Executive Director of the Company.	Sitting fees for attending Board Meetings and commission on net profits of the Company in terms of the resolution passed by the shareholders and approval of Nomination and Remuneration Committee and Board of Directors.
<b>Remuneration last drawn</b>	Rs. 8,00,000 per month. However Mr. Vikram Sharma gave his consent to waive off his remuneration for F.Y. 2016-17	Sitting fees for attending Board Meetings.
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions of his appointment	N.A.
<b>Date of first appointment on the Board</b>	21/08/1998	13/11/2010
<b>Shareholding in the Company</b>	23,74,724	Nil
<b>Relationship with other Directors/Key Managerial Personnel</b>	Mr. Bhawanishankar Sharma, Executive Chairman is the father of Mr. Vikram Sharma & Mr. Vikas Sharma is the brother of Mr. Vikram Sharma.	No Relationship with other Directors/Key Managerial Personnel
<b>Number of meetings of the Board attended during the financial year</b>	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17
<b>Directorships of other Boards</b>	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17
<b>Membership/Chairmanship of Committees of other Boards</b>	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17

# ROAD MAP





**Supreme Infrastructure India Limited**

Registered Office: Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai Mumbai – 400076  
CIN: L74999MH1983PLC029752

**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	

I/ We hereby record my/our presence at the Thirty Fourth Annual General Meeting of the Company held on Monday, 30th October, 2017 at 11.30 a.m.at Athena Banquet Hall, 8th Floor, B-Wing, Supreme Business Park, Hiranandani, Powai, Mumbai – 400 076.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Notes:

- Interested Joint Members may obtain Attendance Slip from the Registered/Corporate office of the Company.
- 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

**Notes:**

- Please read the instructions for electronic voting printed along with the notice of the annual general meeting to be held on Monday, 30th October, 2017 at 11:30 a.m.
- The remote e-Voting period starts from October 27, 2017 (9.30 a.m.) to October 29, 2017 (till 5.00 p.m.) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
- A proxy is requested to bring his/her valid photo identity proof at the meeting.



**Supreme Infrastructure India Limited**

Registered Office: Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai Mumbai – 400076  
CIN: L74999MH1983PLC029752

**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:

Folio No/ Client Id:

DP 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

1. 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 Thirty Fourth Annual General Meeting of the Company, to be held on the Monday, 30th October 2017 at 11.30 a.m. at Athena Banquet Hall, 8th Floor, B-Wing, Supreme Business Park, Hiranandani, Powai, Mumbai – 400 076 and at any adjournment thereof in respect of such resolutions as are listed below:

Resolution No.	Resolution	Vote	
		For	Against
ORDINARY BUSINESS			
1	Ordinary Resolution to receive, consider and adopt, the audited financial statement and audited consolidated financial statement of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution to appoint a Director in place of Mr. Vikram Sharma, who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ordinary Resolution to appoint a Director in place of Mr. Dakshendra Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ordinary Resolution to appoint M/s. Walker Chandio& Co LLP, Chartered Accountants and M/s. Ramanand & Associates, Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.		

Resolution No.	Resolution	Vote	
		For	Against
<b>SPECIAL BUSINESS</b>			
5	Special Resolution for approval of the implementation of the 'S4A Resolution Plan' of the Company under the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.		
6	Special Resolution for issue of Optionally Convertible Debentures ("OCDs") in terms of the SEBI ICDR Regulations pursuant to the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.		
7	Special Resolution for Issue of Equity Shares/ Warrants on preferential allotment/ private placement basis to promoters pursuant to the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India in relation to restructuring of the debt of the Company.		
8	Special Resolution for Issue of Equity Shares/ Warrants on preferential allotment/ private placement basis to third party investors		
9	Ordinary Resolution for increase in authorized share capital of the Company and consequential amendments to memorandum of association of the Company:		
10	Ordinary Resolution for ratification of Cost Auditors' remuneration.		
11	Special Resolution for increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 24% to 49% of the paid-up capital of the company		
12	Special Resolution for increase in the limit of shareholding by Non-Resident Indians (NRIS) from 10% to 24% of the paid-up capital of the company		

Signed this ..... day of ..... 2017.

Affix Revenue Stamp
---------------------------

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
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 Thirty Fourth Annual 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.