

Ref: PREF 4/2017

Date: March 4, 2017

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 532904

To,
The Manager,
Listing Department,
The National Stock Exchange of India Limited,
Bandra-Kurla Complex,
Mumbai – 400 051
Scrip Code: SUPREMEINFRA

Dear Sir,

Sub. : Submission of the Notice convening the Extra Ordinary General Meeting.

With reference to the captioned subject and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice convening the Extra Ordinary General Meeting of the Company scheduled to be held on Monday, 27th March, 2017 at 4.00 p.m. at The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093.

We request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

FOR SUPREME INFRASTRUCTURE INDIA LIMITED



VIJAY JOSHI
COMPANY SECRETARY

Encl.: Above

SUPREME INFRASTRUCTURE INDIA LTD.

SUPREME INFRASTRUCTURE INDIA LIMITED

CIN: L74999MH1983PLC029752

Registered Office: Supreme House, PratapGadh, Plot No. 94/C, Opp. IIT, Powai , Mumbai - 400 076.
 Phone: 022-6128 9700, Fax: 022-6128 9711, Email: cs@supremeinfra.com,
 Website: www.supremeinfra.com

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013 (the "Companies Act") read with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), and other applicable provisions, if any, that the Extra Ordinary General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED ("Company")** will be held on Monday, March 27, 2017, at 4.00 p.m. at The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093, to transact the following Business:

SPECIAL BUSINESS: -

ITEM NO 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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 Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules thereunder (the "Act") (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing regulations entered into with the stock exchanges where the equity shares of face value of Rs. 10 each ("Equity Shares") of the Company are listed (the "Stock Exchanges"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India or any other relevant authority from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required including from the Company's lenders or any other authorities and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot upto 22,40,000 (Twenty Two Lakhs Forty Thousand) Equity Shares fully paid upon conversion of outstanding unsecured loans given by Supreme Innovative Building Projects Private Limited into Equity Shares at a minimum price of Rs. 107.64 (Rupees One Hundred Seven and paise Sixty Four only) per Equity Share (including premium of Rs. 97.64 (Rupees Ninety Seven and paise Sixty Four only) per Equity Share to the promoter / Promoter group of the Company being the following subscribers:

Sr. No.	Details of Subscriber	Number of Equity Shares	Consideration
1	Supreme Innovative Building Projects Private Limited	22,40,000	Rs. 24,11,13,600
	TOTAL	22,40,000	Rs. 24,11,13,600

(hereinafter referred to as "Subscribers").

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 as above shall be 25th February, 2017, being the date falling 30 (thirty) days prior to the date of the Extraordinary General Meeting being held on 27th March, 2017 to approve this offer and that the allotment of Equity Shares is proposed to be completed within maximum period of 15 days from the date of passing of this resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including the Securities and Exchange Board of India and the Stock Exchange where the shares of the Company are listed 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.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu 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 subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, and consent of the Company is hereby accorded to the issuance of the same to the subscribers inviting the subscribers to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, and to give effect to the resolution, the Board of Directors of the Company and the Committee of Directors, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

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.”

ITEM NO 2: ISSUANCE OF EQUITY SHARES/ ELIGIBLE SECURITIES THROUGH A QUALIFIED INSTITUTIONS PLACEMENT (“QUALIFIED INSTITUTIONAL PLACEMENT” OR “QIP”) TO QUALIFIED INSTITUTIONAL BUYERS:

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

“RESOLVED that pursuant to the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into with the stock exchanges where the Equity Shares of the Company are listed (the "Stock Exchanges"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulation 2015, and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy and Promotion ("DIPP") or any other relevant authority from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot, (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more public or private offerings in domestic and/or one or more international market(s) with or without a green shoe option, Equity Shares including but not limited to by way of Qualified Institutions Placement ("QIP") in terms of Chapter VIII of the SEBI ICDR Regulations and/or Equity Shares through depository receipts and/or convertible bonds and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares and/or securities including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") Convertible into Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as 'Securities') to eligible investors under applicable laws, regulations and guidelines (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise, and whether or not such investors are members of the Company), through placement document and/or prospectus and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, in such manner and where necessary, in consultation with the Book Running Lead Managers / Merchant Bankers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities provided that the total amount raised through the issuance of such Securities shall not exceed Rs. 125 Crores (Rupees One Hundred Twenty Five Crores only) or its equivalent in one or more currencies, including premium, if any, as may be decided by the Board, to investors as mentioned above.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market conditions and other relevant factors so as to enable, to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible.

RESOLVED FURTHER THAT the Company and/or any agency or body or person authorised by the Board, may issue depository receipts or certificates representing the underlying Equity Shares in the capital of the Company or such other Securities in negotiable, registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchange(s) in or outside India).

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the Depository Receipts and/or Securities shall be the date on which the Board of the Company (including Committee of the Board) decides to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with Equity Shares at a later date becomes entitled to apply for the said Equity Shares, as the case may be.

RESOLVED FURTHER THAT if any issue of the above Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of such Securities, or any combination thereof, as may be decided by the Board, shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing ("Relevant Date") of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Securities.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT that the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer, subject to the provisions of the Memorandum and Articles of Association of the Company all such Equity Shares ranking paripassu inter se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions in that behalf contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any government body, authority or regulatory institution, including any conditions as may be prescribed in granting such approval or permissions by such government authority or regulatory institution, the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including but not limited to determination of the terms thereof, the finalization and approval of the preliminary as well as final offer document(s)/ placement document/ offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the above Securities are to be issued and allotted, number of such Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion/exercise/redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto, execution of various agreements, deeds, instruments and other documents, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any Securities as may be required, , and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the merchant bankers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or such committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or to the Managing Director or any whole-time Director or directors or any other officer(s) of the Company to give effect to the aforesaid resolutions."

ITEM NO 3: RE-CLASSIFICATION OF THE AUTHORISED SHARE CAPITAL 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the existing Authorized Share Capital of Rs. 50,00,00,000/- (Rupees Fifty Crores only) of the Company consisting of 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each and 2,00,00,000 (Two Crores) Preference Shares of Rs. 10/- each be and is hereby reclassified/ split 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) 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 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) with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes 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 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.”

BY THE ORDER OF THE BOARD
FOR SUPREME INFRASTRUCTURE INDIA LIMITED

MR. VIKRAM SHARMA
MANGING DIRECTOR

Place: Mumbai

Date: 2nd March, 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 annexed.
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. 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 Regulations and the said Certificate will be placed before the Extraordinary General Meeting. The Memorandum & Articles of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution 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 Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.
4. 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
5. 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.
6. Members are requested to visit the website of the Company 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
7. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
8. 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.
9. **Voting through electronic means**

As per Regulation 44 of the Listing 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 Extra Ordinary General Meeting by electronic means through the e-voting facility. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. Instruction for evoting are annexed to this notice.
10. 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 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 for download by the Members.

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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 24th March, 2017 (9:30 am) and ends on 26th March, 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 20th March, 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.
- (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 with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [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 EGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) 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 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.*
- 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 20th March, 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. 20th March, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer.
- 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 or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM through ballot paper.
- XIII. Mr. Hitesh Kothari and/or Ms. Sonam Jain of Kothari H. & Associates, Company Secretaries, has been appointed 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 EGM, 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 EGM 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, will 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 EGM, 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.supremefra.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 National Stock Exchange of India Limited & BSE Limited, Mumbai.

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

Item No. 1

As required under Section 102 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approving the Preferential Issue of Equity Shares.

Section 62(1)(c) of the Companies Act, 2013 provides that the further shares may be offered to any persons other than the existing shareholders, provided the shareholders in General Meeting decide otherwise by passing a Special Resolution.

Hence, consent of shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and in terms of the SEBI (ICDR) Regulations and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 executed by the Company with the Stock Exchange where the Company's shares are listed for the issue of Equity Shares to the Promoter/Promoter Group.

The Board of Directors discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto 22,40,000 Equity Shares of Rs.10/- each on conversion of unsecured loans given by the promoter of the Company/ member of the promoter group, namely Supreme Innovative Building Projects Private Limited, into Equity Shares on preferential basis. The Board of Directors, in consultation with the appropriate authorities and advisors, will fix up the detailed terms and conditions of the said preferential issue of Equity Shares as proposed in the said resolution, in accordance with the said SEBI (ICDR) Regulations.

All material facts relating to the business mentioned under the above item of the accompanying Notice is as follows:

- i. 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.
- ii. The proposed preferential allotment of Securities to Promoter/Promoter Group would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI (ICDR) Regulations 2009") and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations 2009. Such proposed preferential issue would comprise of up to 22,40,000 (Twenty Two Lakhs Forty Thousand) Equity Shares of Rs.10/- each.
- iii. The pricing of the Securities to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations 2009. Currently, SEBI (ICDR) Regulations 2009 provide that the issue of shares on preferential basis can be made at a price not less than higher of the following:
 - a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
 - b. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares shall be 25th February, 2017, being the date which is 30 days prior to the date on which meeting of shareholders is held i.e. 27th March, 2017.

"Stock Exchange" for this purpose shall mean any of the recognized stock exchanges and on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

- iv. The Equity Shares to be allotted 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 trading approval of the Securities/ Equity Shares i.e. in accordance with SEBI (ICDR) Regulations 2009.

The following disclosures are made under Regulation 73(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 in respect of the proposed preferential issue and allotment of shares.

a. The Objects of the Preferential Issue:

For conversion of unsecured loans of the Company given by Supreme Innovative Building Projects Private Limited, being members of the promoter group of the Company, for repayment of the Company's high value debt into Equity Shares of face value of Rs. 10 each.

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

The Promoters, Promoter Group as stated in the resolution have conveyed to the Company, their intention to subscribe to / acquire Equity Shares of the Company on Preferential Allotment basis as proposed under Special Resolution at Item No.1 above

c. The Shareholding pattern of the Company before and after the Preferential issue:

Sr. No.	Category of Shareholder	Pre Issue Shareholding (as on 24.02.2017)		Post Issue Shareholding after allotment of Equity Shares	
		No. of Shares	% holding	No. of Shares	% holding
A.	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals / Hindu Undivided Family	6514112	25.35	6514112	23.32
(b)	Central Government/State Government(s)	0	0	0	0
(c)	Financial Institutions/Banks	0	0	0	0
(d)	Any Other(Bodies Corporate)	3350000	13.03	5590000	20.01
	Sub Total –A(1)	9864112	38.38	12104112	43.33

2	Foreign				
(a)	Individuals(Non-Resident Individuals/ Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
	Sub Total A(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	9864112	38.38	12104112	43.33
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds / UTI	1563653	6.09	1563653	5.60
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0
(e)	Foreign Portfolio Investors	4374199	17.02	4374199	15.65
(f)	Financial Institution/Banks	1997266	7.77	1997266	7.15
(g)	Insurance Companies	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0
	SUB TOTAL (B)(1)	7935118	30.88	7935118	28.40
2	Central / State government(s)				
(a)	Central Government/ State Government(s) /President of India	0	0	0	0
	SUB TOTAL (B)(2)	0	0	0	0
3	Non-institutions				
(a.1)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2476273	9.63	2476273	8.86
(a.2)	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1366446	5.32	1366446	4.89
(b)	NBFCs registered with RBI	3010	0.01	3010	0.01
(c)	Employee Trusts	0	0	0	0
(d)	Overseas Depositories (holding Drs) (balancing figure)	0	0	0	0
(e)	Any Other(Bodies Corporate)	2477531	9.64	2477531	8.87
(e)	Any Other(Clearing Member)	119536	0.47	119536	0.43
(e)	Any Other(Non Resident Indians (Non Repat))	55750	0.22	55750	0.20
(e)	Any Other(Non Resident Indians (NRI))	1394835	5.43	1394835	4.99
(e)	Any Other(Non Resident Indians (Repat))	402	0	402	0
(e)	Any Other(Trusts)	5359	0.02	5359	0.02
	SUB TOTAL (B)(3)	7899142	30.74	7899142	28.27
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	15834260	61.62	15834260	56.67
	Total (C) = (A)+(B)	25698372	100.00	27938372	100

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

d. The time within which the preferential issue shall be completed:

The allotment of Equity Shares as proposed under Special Resolution of the notice will be completed within 15 days period from the date of passing of the Special Resolution at this meeting or such other time as may be prescribed by SEBI from time to time and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including the Securities and Exchange Board of India and the Stock Exchange where the shares of the Company are listed 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.

e. The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

The proposed allottees for Equity Shares issued pursuant to Special Resolution at Item No. 1 of the notice and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares to them as per the said resolution are as under:

Sr. No.	Name of the person to whom Equity shares to be allotted	Category of Persons	Natures of instruments i.e. Equity shares to be allotted	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of Equity Shares to be allotted	Equity share holding before preferential issue of Equity Share		Equity Shareholding after preferential share issue of Equity Shares	
						No. of shares	% of share holding	No. of shares	% of share holding
	1	2	3	4	5	6	7	8	9
1	Supreme Innovative Building Projects Private Limited PAN AAOCS0745F	Body Corporate	Equity Shares	1. Mr. Bhawanishankar Sharma 2. Mr. Vikram Sharma 3. Mr. Vikas Sharma	22,40,000 Equity Shares	Nil	Nil	22,40,000	8.02

f. Consequential changes in the voting rights and change in management:

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

g. Relevant date:

Relevant date for this purpose is 25th February, 2017 i.e. 30 days prior to the date of the meeting of the Members of Company i.e. 27th March, 2017.

h. Issue Price:

Since the equity shares of the Company have been listed on recognized stock exchanges for a period of more than 26 weeks as on the Relevant Date, the minimum "Issue Price" shall not be less than the higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

Accordingly, the issue price of Equity Shares which are proposed to be allotted will be subject to compliance with the minimum issue price requirement in accordance with regulation 76 of the (ICDR) Regulations (such minimum Issue Price to be determined as of the Relevant Date in terms of the foregoing paragraph).

i. The Company hereby undertakes that –

- The Company shall re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations 2009 where it is required to do so; and
- if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2009, the above specified securities shall continue to be locked in till the time such amount is paid by the allottees.

j. Auditor Certificate:

The Company shall place a copy of the certificate of the Auditors of the Company before this meeting of the shareholders certifying that the proposed preferential issue is being made in accordance with SEBI (ICDR) Regulations.

k. 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

Company has not made any preferential issue/ allotment during the financial year 2016-17.

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 shares to be issued and allotted to the Promoters and Promoter Group. Except those, 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.

Your Directors recommend the resolutions set out in item no. 1 of the Notice as special resolution for the approval of the members.

ItemNo.2:

The Company intends to raise additional long-term finance by issue of securities in the domestic/international markets and utilise the proceeds for augmenting the resources of the Company, accelerating growth, investment in subsidiaries/ associate companies, long term working capital requirements and for other general corporate purposes.

The proposed resolution at Item No. 2 seeks the enabling authorisation of the Members to the Board of Directors, to raise additional funds through the issue of Securities in the domestic/international markets, including by way of Qualified Institutions Placement ("QIP") with the Qualified Institutional Buyer ("QIB"), but not limited to the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 and/or Depository receipts in accordance with Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and/or any other Securities or warrants with or without securities convertible in to equity shares for an amount not exceeding Rs.125 Crores (Rupees One Hundred Twenty Five Crores only) or its equivalent in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board, to the various categories of investors in the domestic/international markets. As per the current guidelines, the pricing of QIP and Depository Receipts will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Relevant Date for the determination of applicable price for the issue of the QIP Securities and/ or Depository Receipts shall be the date of the meeting in which the Board of the Company decide to open the proposed issue or in case of securities which are convertible into or exchangeable with Equity Shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

It is in the above circumstances that an enabling resolution is being proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the Issues.

Section 62 of the Companies Act, 2013 and the Listing Regulations entered with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares, in proportion to the capital paid-up on those shares as of that date unless the members of the Company decide otherwise. The Special Resolution at Item No. 2 seeks the consent and authorisation of the Members to the Board of Directors to make the proposed issue of Securities to others, in consultation with the Merchant Bankers, Legal advisors and other intermediaries, and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

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. 2 of the Notice as special resolution for the approval of the members.

Item No. 3

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each and 2,00,00,000 (Two Crores) Preference Shares of Rs. 10/- each. The Company proposes to issue Equity Shares which could be higher than the existing authorised equity share capital. The Board of Directors therefore has considered it necessary to reclassify the un-issued preference share capital of the Company into 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 re-classify / split the Authorized Preference Share Capital in the manner provided in the resolution above without affecting the total Authorised Share Capital of the Company. The re-classification 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. 3 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. 3 of the Notice as ordinary resolution for the approval of the members.

**BY THE ORDER OF THE BOARD
FOR SUPREME INFRASTRUCTURE INDIA LIMITED**

**MR. VIKRAM SHARMA
MANAGING DIRECTOR**

**Place: Mumbai
Date: 2nd March, 2017**

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



SUPREME INFRASTRUCTURE INDIA LIMITED

Regd. Office : Supreme House, Plot No.94/C, opp. I.I.T. Main Gate, Pratap Gad, Powai, Mumbai- 400 076.
Tel.: 61289700 Fax : 61289711 Email : cs@supremeinfra.com
Website : www.supremeinfra.com 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 Extra Ordinary General Meeting of the Company held on Monday, 27th March, 2017 at 4.00 p.m. at The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Notes:

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

ELECTRONIC VOTING PARTICULARS

EVEN [E-VOTING EVENT NUMBER]	USER ID	PASSWORD / PIN

Notes:

1. Please read the instructions for electronic voting printed along with the notice of the Extra Ordinary general meeting to be held on Monday, 27th March, 2017 at 4:00 p.m.
2. The remote e-Voting period starts from March 24, 2017 (9.30 a.m.) to March 26, 2017 (till 5.00 p.m.) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
3. A proxy is requested to bring his/her valid photo identity proof at the meeting.



SUPREME INFRASTRUCTURE INDIA LIMITED

CIN: L74999MH1983PLC029752

Registered Office: Supreme House, PratapGadh, Plot No. 94/C, Opp. IIT, Powai , Mumbai - 400 076.

Phone: 022-6128 9700, Fax: 022-6128 9711, Email: cs@supremeinfra.com,

Website: www.supremeinfra.com

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

3. Name: _____ Email Id: _____

Address: _____

Signature: _____ or failing him/ her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on the **Monday, 27th day of March 2017 at 4.00 p.m. at The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093** and at any adjournment thereof in respect of such resolutions as are listed below:

Resolution No.	Resolution	Vote*	
		For	Against
1	Preferential Allotment of Equity Shares to Promoters/ Promoter Group		
2	Issuance of Equity Shares/ Eligible Securities through a Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") to Qualified Institutional Buyers, ADR, GDR etc.		
3	Re-Classification of the Authorised Share Capital of the Company		

Signed this _____ day of _____ 2017.

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note:

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

ROUTE MAP TO REACH THE EGM VENUE

Venue of the Extraordinary General Meeting of the Company to be held on
Monday, March 27, 2017 at 4.00 p.m.

Venue Address

The Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400093

