



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

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

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 Sixth Annual General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED**, a company under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 (the “Company”) will be held on Monday, 30th December, 2019, 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**”):

Background:

Pursuant to the Order dated 30th September, 2019 of the Hon'ble National Company Law Tribunal - Mumbai Bench, at Mumbai (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related rules and regulations issued thereunder with effect from 30th September, 2019 (Corporate Insolvency Resolution Process Commencement Date) in the matter of Vikas Shuttering Store Private Limited (VSSPL) Vs. Supreme Infrastructure India Limited and Shri Prashant Jain was appointed as Interim Resolution Professional (**Registration no.: IBBI/IPA-001/IP-P01368/2018-19/12131**) in terms of the said NCLT Order.

Thereafter, All the parties including Interim Resolution Professional (IRP), place on record the duly executed Consent Terms before the Hon'ble NCLT on 11th October, The IRP had also filed withdrawal/ Petition as per the procedure laid down under IBC and the same has also been taken on record by Hon'ble NCLAT;

Hon'ble National Company Law Appellate Tribunal, New Delhi on 25th October, 2019 accepted the plea and has passed the order that until further orders received from NCLAT, the ‘Committee of Creditors’ will not function and the ‘Interim Resolution Professional’ will ensure that the Company remains a going concern, The Appellant will immediately hand over the assets and records of the ‘Corporate Debtor’ to the ‘Interim Resolution Professional’ if not yet handed over;

The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the Interim Resolution Professional (“IRP”). In view hereof, Annual General Meeting is being called and convened by the Order of IRP.

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

a) “**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

b) “**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Vikram Sharma, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Article 54 of the Articles of Association of the Company, Shri Vikram Sharma (DIN: 01249904), the Director retiring by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose terms of office shall be liable to determination by retirement by rotation.”

(His re-appointment on the Board is being part of compliance with section 152(6) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of director will be subject to Resolution Plan as may be approved by Adjudicating Authority and IRP)

3. To appoint a Director in place of Shri Dakshendra Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Article 54 of the Articles of Association of the Company, Shri Dakshendra Agrawal (DIN: 01010363), the Director retiring by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose terms of office shall be liable to determination by retirement by rotation.”

(His re-appointment on the Board is being part of compliance with section 152(6) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of director will be subject to Resolution Plan as may be approved by Adjudicating Authority and IRP)

4. To appoint Statutory Auditors and to authorise Board of Directors to fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 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. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) be and are hereby re- appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company and/ or IRP in consultation with the Auditors.”

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 and/ or as per direction of the IRP in accordance with applicable law for the time being in force.”

SPECIAL BUSINESS:

5. 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, 2020.

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 and/ or as per direction of the IRP in accordance with applicable law for the time being in force.”

6. RE-APPOINTMENT OF MR. V. P. SINGH AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, Mr. V. P. Singh (DIN 00015784), who have attained the age of seventy five years, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to continue to act as an independent director for second term of five consecutive years up to March 31, 2024.”

(His re-appointment on the Board is being part of compliance with sections 149, 150 and 152 of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of director will be subject to Resolution Plan as may be approved by Adjudicating Authority and IRP)

7. RE-APPOINTMENT OF MR. VINOD AGARWALA AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinod Agarwala (DIN 01725158), be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to continue to act as an independent director for a second term of five consecutive years up to March 31, 2024.”

(His re-appointment on the Board is being part of compliance with sections 149, 150 and 152 of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of director will be subject to Resolution Plan as may be approved by Adjudicating Authority and IRP)

By the Order of the Interim Resolution Professional

For **Supreme Infrastructure India Limited**

(Company under Corporate Insolvency Resolution Process)

Place: Mumbai
Date: 30th October, 2019

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

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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 December, 2019 to Monday, 30th December, 2019 (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, and 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 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 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. 33,795/- being the unclaimed dividend money required to be transferred to the Investor Education and Protection Fund during the year 2018-19 was transferred to the said fund.
10. 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.
11. 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.
12. 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.
13. All documents referred to in this Notice and Explanatory Statement annexed herewith are open for inspection by the Members at the Registered Office of the Company on all working days during business hours, upto the date of the Meeting and during the time of the Meeting.
14. 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.
15. Members seeking any further information about the accounts are requested to write the Company or email at 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.
16. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
17. 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 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 carrier 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 a non- executive director of the Company.

Mr. V. P. Singh, Independent Director:

He is a Master of Commerce, Bachelor of Laws and Certified Associate of Indian Institute of Bankers. He has over three decades of experience in finance and is specialized in Corporate Restructuring, Corporate finance and Investment Banking. He is a former CMD of IFCI. He also has been the independent director of ONGC. He also holds position of director in other companies.

Mr. Vinod Agarwala, Independent Director:

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

19. Voting through electronic means:

1. 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 Annual 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 is annexed to this Notice as Annexure A.

2. 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:
3. Email Intimation: By sending an email to cs@supremeinfra.com and mentioning the Name(s) and Folio Number / Client ID and DP ID
4. To the Company: By a written communication addressed to the Company Secretary at the Registered Office of the Company.
5. Upon registration of the e-mail address(s) 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.

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 December, 2019 (9:30 am) and ends on 29th December, 2019 (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 December, 2019, 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 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 :
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/ 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 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 23rd December, 2019.

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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 December, 2019, may obtain the login ID and password by sending a request at 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 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 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.

M/s Walker Chandiok & Co LLP, Chartered Accountants would be completing their maximum term of office at the ensuing Annual General Meeting. M/s Ramanand & Associates, Chartered Accountants, the Joint Statutory Auditors, holds office upto the date of ensuing Annual General Meeting(AGM) . It is proposed to appoint M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) as statutory auditors of the Company. The Company has received letter from M/s Ramanand & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limit under Section 141 of the Companies Act, 2013. It is proposed to re-appoint M/s M/s Ramanand & Associates Chartered Accountants, as statutory Auditor to hold the office from the conclusion of the ensuing AGM upto the conclusion of the AGM of the Company to be held in the year 2020. Members are requested to appoint the Statutory Auditors and to authorise the Board of Directors/ Interim Resolution Professional (IRP) to fix their remuneration.

Item No. 5:

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, 2020.

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, 2019, 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. 5 of the Notice for approval by the Members.

Item No. 6 & 7:

Pursuant to the provisions of Section 149 of the Act, which came in to w.e.f April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nomination and Remuneration Committee has recommended the re-appointment of these directors as Independent Directors up to March 31, 2024.

The Board of Directors has been receiving valuable advice and guidance from Mr. V. P. Singh in the board meetings and audit committee meetings. The Company has been benefiting immensely from his valuable contribution from time to time. Considering his vast experience in the field of commerce, finance and banking, it would be in the interest of the Company to re-appoint Mr. V. P. Singh as an Independent Director of the Company. Mr. V. P. Singh has attained the age of seventy five years. Further, the shareholders at their meeting held on 12th September, 2014, approved his appointment as non-retiring Independent director for a period of five years upto 31st March, 2019. Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Companies Act, 2013, it is necessary to approve his continuation as an Independent Director of the Company for a second term up to March 31, 2024 and to seek the approval of the shareholders at the ensuing Annual General Meeting by way of a special resolution.

The Board of Directors has been receiving valuable advice and guidance from Mr. Vinod Agarwala in the board meetings and audit committee meetings. The Company has been benefiting immensely from his valuable contribution from time to time. Considering his vast experience in the field of law, it would be in the interest of the Company to re-appoint Mr. Vinod Agarwala as an Independent Director of the Company. Further, the shareholders at their meeting held on 12th September, 2014, approved his appointment as non-retiring Independent director for a period of five years upto 31st March, 2019. Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, it is necessary to approve his continuation as an Independent Director of the Company for a second term up to March 31, 2024 and to seek the approval of the shareholders at the ensuing Annual General Meeting by way of a special resolution.

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

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

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

Other details of the Independent Directors, whose appointment is proposed at Item Nos. 6 to 7 of the accompanying Notice, have been given in the annexure attached.

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

By the Order of the Interim Resolution Professional

For **Supreme Infrastructure India Limited**

(Company under Corporate Insolvency Resolution Process)

Place : Mumbai
Date : 30th October, 2019

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

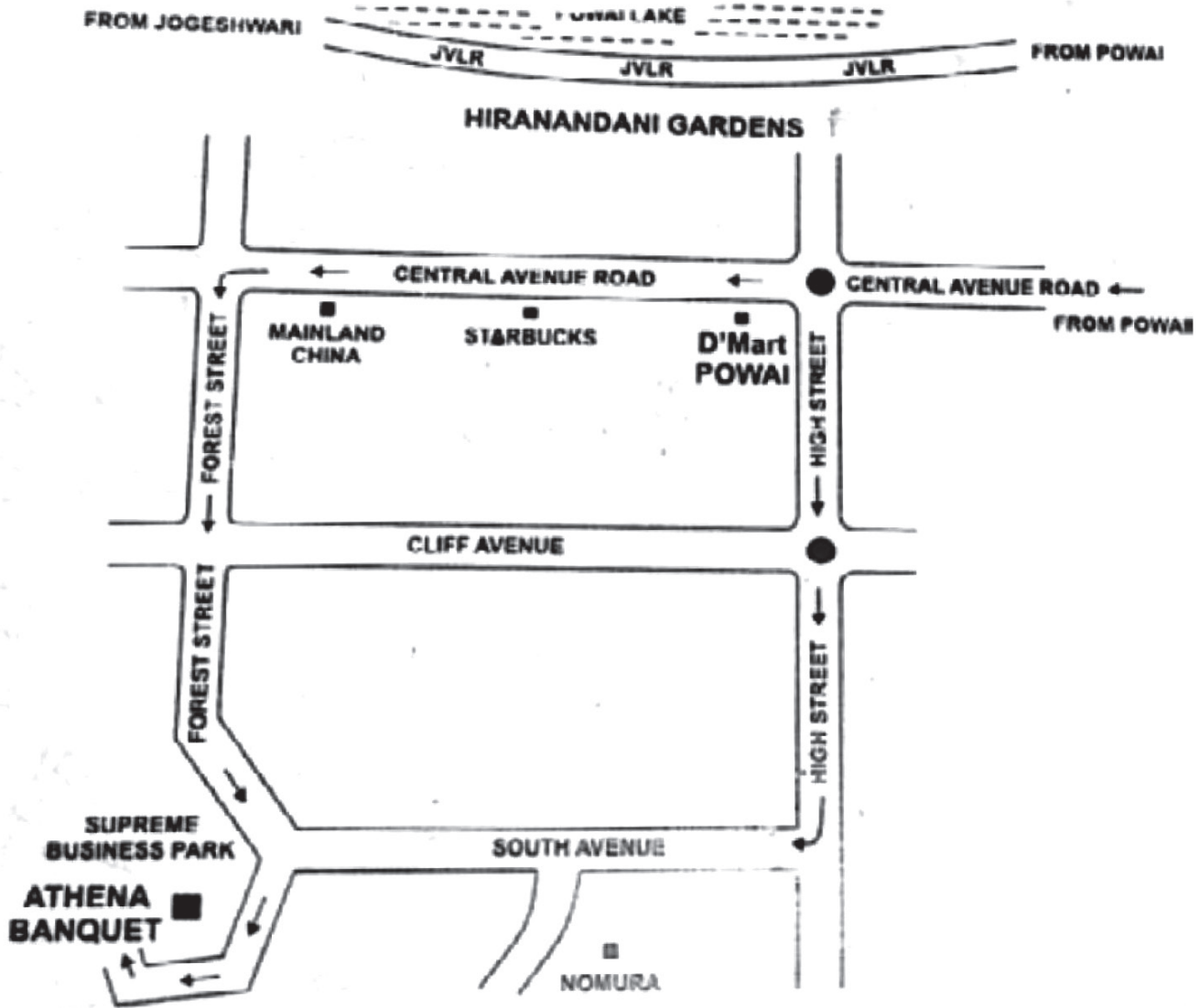
Details of Directors retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of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

Particulars	Shri Vikram Sharma	Shri Dakshendra Agrawal
Age	46 years	47 years
Qualification	Bachelor of Engineering in Civil (B.E.-Civil) from Mumbai University	Chartered Accountant
Experience (including expertise in specific functional area)/Brief Resume	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. He is having rich and varied experience in the field of finance, banking and corporate taxation.
Terms and Conditions of Re-appointment	Shri Vikram Sharma was re-appointed as a Managing Director designated as Executive Director of the Company in terms of the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015.	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.
Remuneration last drawn	Rs. 8,00,000/- per month. However, Mr. Vikram Sharma gave his consent to waive off his remuneration for F.Y. 2018-19 in view of the losses incurred by the Company.	Sitting fees for attending Board Meetings.
Remuneration proposed to be paid	As per existing terms and conditions of his appointment	N.A.
Date of first appointment on the Board	21/08/1998	13/11/2010
Shareholding in the Company	10,82,942 Shares	Nil
Relationship with other Directors/Key Managerial Personnel	Mr. Bhawanishankar Sharma, Executive Chairman is the father of Mr. Vikram Sharma.	No Relationship with other Directors/Key Managerial Personnel
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19.
Directorships of other Boards		
Membership/Chairmanship of Committees of other Boards		

Particulars	Shri V. P. Singh	Shri Vinod Agarwala
Age	75 years	71 years
Qualification	M. Com. LLB. Certified Associate of Indian Institute of Bankers.	B.SC. LLB. Solicitor, High Court, Bombay, Solicitor,(England & Wales).
Experience (including expertise in specific functional area)/Brief Resum	He is a Master of Commerce, Bachelor of Laws and Certified Associate of Indian Institute of Bankers. He has over three decades of experience in finance and is specialized in Corporate Restructuring, Corporate finance and Investment Banking. He is a former CMD of IFCI. He also has been the independent director of ONGC. He also holds position of director in other companies.	He is a Science and Law Graduate, Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales. He is practicing Solicitor, Supreme Court of India. He is the partner of VBA Legal, a leading firm of Advocates and Solicitors in Mumbai. He also holds position of director in other public companies
Terms and Conditions of Re-appointment	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.	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.
Remuneration last drawn	Sitting fees for attending Board Meetings and Committee Meetings.	Sitting fees for attending Board Meetings and Committee Meetings.
Remuneration proposed to be paid	N.A.	N.A.
Date of first appointment on the Board	20/01/2010	20/01/2010
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	No Relationship with other Directors/Key Managerial Personnel	No Relationship with other Directors/Key Managerial Personnel
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19.
Directorships of other Boards		
Membership/Chairmanship of Committees of other Boards		

ROAD MAP

LOCATION MAP FOR ATHENA BANQUET





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

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

ATTENDANCE SLIP

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

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

I/ We hereby record my/our presence at the Thirty Sixth Annual General Meeting of the Company held on Monday, 30th December, 2019 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 December, 2019 at 11:30 a.m.
- The remote e-Voting period starts from 27th December, 2019 (9.30 a.m.) to 29th December, 2019 (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.



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PROXY FORM MGT-11

(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 Thirty Sixth Annual General Meeting of the Company, to be held on the Monday, 30th day of December 2019 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	To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon.		
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.		

Resolution No.	Resolution	Vote	
		For	Against
4	Ordinary Resolution to reappoint M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) Statutory Auditor of the Company and to authorize the Board of Directors and/or Interim Resolution Professional to fix their remuneration.		
SPECIAL BUSINESS			
5	Ordinary Resolution for ratification of Cost Auditors' remuneration for Financial year 2019-20		
6	Re-appointment of Mr. V. P. Singh as independent director.		
7	Re-appointment of Mr. Vinod Agarwala as independent director.		

Signed this day of 2019.

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 Sixth 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. If you leave 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.

Affix
Revenue
Stamp