

SUPREME INFRASTRUCTURE INDIA LIMITED

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

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED** will be held on Friday, 13th December, 2013 at 3.30 P.M. at The Beatle Hotel, JMJ House, Orchard Avenue, Hiranandani Gardens, Powai, Mumbai - 400076 to transact the following Business:

SPECIAL BUSINESS:-

ITEM NO 1: ISSUE OF EQUITY SHARES AND WARRANTS 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 81(1A) and all other applicable provisions if any, of the Companies Act, 1956, as amended and as may be modified or re-enacted with Companies Act, 2013 (“Act”),) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or prescribed by the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company’s shares are listed, 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 necessary or required and subject to such conditions as may be imposed or 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 mean and include one or more 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 to create, issue, offer and allot -

- a) Up to 33,50,000 Equity Shares of Rs. 10/- each for cash at a price of Rs.185/- per share (including premium of Rs.175/- per share) to the Promoters and/or Promoters Group and Non Promoters and;
- b) Up to 20,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share of Rs.10/- each per Warrant for cash at an exercise price of Rs. 185/- each on a preferential basis to the Promoters and/or Promoter Group of the Company;

(all of which are hereinafter collectively referred to as ‘Securities’) on a preferential allotment basis, on such terms and conditions as the Board may in its absolute discretion decide at the time of issue of Securities in accordance with the conditions specified in the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009.

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 practices, including but not limited to terms and conditions relating to payment of dividend, lock-in of Securities, price of equity shares to be allotted (including those arising out of exercise of option attached to the warrants) variation of the price or period of exercise of option by Warrant holder or issue of Equity Shares during the period of the Securities.

RESOLVED FURTHER 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 exercise of option by Warrant holders or as may be necessary in accordance with the terms of the offer, all such shares ranking pari passu inter-se with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the relevant date, for determination of price for the Equity Shares issued and allotted upon exercise of right attached to the Warrants referred to above, shall be, 13th November, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect the offer, issue, allotment and listing of aforesaid Equity Shares and to issue any Offer Document / Letter, sign all deeds, documents and writings entering into arrangements for appointment of agencies for managing, listing,

trading of securities issued, such as Depository and to pay any fees, remuneration, expenses relating thereto, and with power to settle all questions, difficulties or doubts that may arise in regard to such issue(s), allotment(s) and listing as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company and for the purpose of giving effect to this resolution, the Board acting on its own or through a Committee of Directors or any other person duly authorized in this regard by the Board / Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions / matters arising with respects to the offer, issue and allotment (including deciding the terms and conditions for the same), utilization of the proceeds of the issue of Equity Shares and Warrants, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as required for the allotment and listing of the shares to be thus issued or are incidental and ancillary in this regard and to make such modifications in the foregoing as may be considered desirable or expedient by the Board / Committee / such authorized person in the best interest of the Company and its Shareholders”

By order of the Board of Directors

FOR SUPREME INFRASTRUCTURE INDIA LIMITED

VIJAY JOSHI
COMPANY SECRETARY

Place : Mumbai

Date : 13th November, 2013

Registered Office:

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

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.

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

Item No. 1

As required under Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956, to the extent applicable, 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 and warrants.

Section 81(1) of the Companies Act, 1956 provides inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in section 81(1). Further, Section 81 (1A) of the Companies Act, 1956 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 81 (1A) and all other applicable provisions of the Companies Act, 1956 and in terms of the SEBI (ICDR) Regulations and the listing agreements executed by the Company with the Stock Exchange where the Company's shares are listed for the issue of Equity Shares and Warrants to the Promoter/Promoter's Group and Non Promoter.

The funds to be raised from the proposed Preferential issue will be used to meet the general corporate purpose and long term working capital needs of the Company. 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 and Warrants 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 and on exercise of option by Warrant holder shall rank in all respects pari passu with the existing Equity Shares of the Company.
- (ii) The proposed preferential allotment of Securities to Promoter/Promoter Group and Non 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 33,50,000 Equity Shares of Rs.10/- each and up to 20,00,00 Warrants with a right exercisable by the warrant holder to subscribe for one Equity Share per warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen months of its allotment.
- (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 and convertible securities on preferential basis can be made at a price not less than higher of the following:
 - The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the six months preceding the relevant date; or
 - The average of the weekly high and low of the closing 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 and Equity Shares arising out of exercise of Warrants shall be 13th November, 2013, being the date which is 30 days prior to the date on which meeting of shareholders is held i.e. December 13, 2013

"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 six months prior to the Relevant Date.

- (iv) An amount equivalent to at least 25% of the consideration payable on the Warrants shall be paid at the time of allotment of the Warrants and the balance remaining shall be paid upon allotment of Equity Shares upon exercise of the Warrants.
- (v) The Equity Shares (including those arising out of exercise of right attached to the Warrants) 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 allotment of the Securities/ Equity Shares. The Equity Shares to be allotted to Non Promoter pursuant to the proposed special resolution shall be subject to lock-in for a period of one year from the date of allotment 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 issue and allotment of shares.

a. Object of the Issue through Preferential Issue :

The proposed preferential issue and allotment is intended to raise funds, which shall be utilized for meeting long term working capital requirements and general corporate purposes.

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

The Promoters, Promoter Group and Non Promoters as stated in the resolution have conveyed to the Company, their intention to subscribe to / acquire Equity Shares and Warrants 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 30.09.2013)		Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding after allotment of Equity Shares on exercise of Warrants (assuming full exercise of Warrants)	
		No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
(a)	Individuals / Hindu Undivided Family	9694332	57.90	11044332	54.97	13044332	59.05
(b)	Central Govt. / State Govts.	0	0	0	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0.00
(e)	Any other	0	0	0	0.00	0	0.00
	Sub Total – (A1)	9694332	57.90	11044332	54.97	13044332	59.05
2	Foreign	0	0	0	0.00	0	0.00
(a)	Individuals (Non Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0	0.00
(d)	Qualified Foreign Investors	0	0	0	0	0	0
(e)	Any other	0	0	0	0.00	0	0.00
	Sub Total (A2)	0	0	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A=A1+A2)	9694332	57.90	11044332	54.97	13044332	59.05
(B)	Public Shareholding						
1	Institutions						
(a)	Mutual Funds / UTI	1069832	6.39	1069832	5.32	1069832	4.84
(b)	Financial Institutions / Banks	0	0	0	0.00	0	0.00
(c)	Central Govt. / State Govt.	0	0	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0.00
(f)	Foreign Institutional Investors	2165012	12.93	2565012	12.77	2565012	11.61
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0.00
(h)	Qualified Foreign Investors	0	0	0	0	0	0
(i)	Any other	0	0	0	0.00	0	0.00
	Sub Total (B1)	3234844	19.32	3634844	18.09	3634844	16.45
2	Non Institutions						
(a)	Bodies Corporate	1930053	11.53	3280053	16.33	3280053	14.85
(b1)	Individuals-shareholders holding normal Share Capital up to Rs. 1 Lac	902097	5.39	902097	4.49	902097	4.08
(b2)	Individuals-shareholders holding normal Share Capital in excess of Rs. 1 Lac	444709	2.66	694709	3.46	694709	3.14
(c)	Qualified Foreign Investors	0	0	0	0	0	0
(d)	Any other						
(d1)	Clearing Member	4552	0.03	4552	0.02	4552	0.02
(d2)	NRI	530595	3.17	530595	2.64	530595	2.40
(d3)	Directors / Relatives	905	0.01	905	0.00	905	0.00
	Sub Total (B2)	3812911	22.77	5412911	26.94	5412911	24.50
(B)	Total Public Shareholding (B=B1 + B2)	7047755	42.10	9047755	45.03	9047755	40.95
	Total (A+B)	16742087	100	20092087	100.00	22092087	100.00
(C)	Shares held by Custodians and against which Depository receipts have been issued	0	0	0	0.00	0	0.00
	Grand Total (A+B+C)	16742087	100	20092087	100.00	22092087	100.00

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

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

The allotment of Equity Shares and Warrants 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 as per clause 24(a) of the Listing Agreement or such other time as may be prescribed by SEBI from time to time.

The allotment of Equity Shares each resulting from exercise of the options attached to the said warrants will be completed within 18 months from the date of issue of the warrants, as may be decided by the Board of Directors of the Company.

e. The identity of the proposed allottee and the percentage of post-preferential issue capital that may be held by them:

The proposed allottees for Equity Shares and Warrants, 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/ Warrants to be allotted	Category of Persons	Natures of instruments i.e. Equity Shares/ Warrants to be allotted	No. of Equity Shares/ Warrants to be allotted	Equity Shares holding before preferential issue of Equity Shares and warrants		Equity Shareholding after preferential share issue of Equity Shares & Warrants upon conversion	
					No. of shares	% of shareholding	No. of shares	% of shareholding
1	BHS Housing Private Limited	Promoter Group	Equity Shares	13,50,000	Nil	Nil	13,50,000	6.11
2	Mr. Bhawanishankar Sharma	Promoters	Warrants	5,00,000	36,99,000	22.09	41,99,000	19.01
3	Mr. Vikram Sharma	Promoters	Warrants	7,50,000	30,15,832	18.01	37,65,832	17.05
4	Mr. Vikas Sharma	Promoters	Warrants	7,50,000	18,00,000	10.75	25,50,000	11.54
5	Kotak Mahindra (International) Limited	Non Promoters	Equity Shares	4,00,000	Nil	Nil	4,00,000	1.81
6	Sudarshan Securities Private Limited	Non Promoters	Equity Shares	7,50,000	Nil	Nil	7,50,000	3.39
7	Gyanmay Investment Advisors LLP	Non Promoters	Equity Shares	5,50,000	Nil	Nil	5,50,000	2.49
8	Rajni Tarun Jain	Non Promoters	Equity Shares	1,00,000	Nil	Nil	1,00,000	0.45
9	Meena Ashwin Kothari	Non Promoters	Equity Shares	1,00,000	Nil	Nil	1,00,000	0.45
10	Landmark Capital Markets Ltd	Non Promoters	Equity Shares	50,000	Nil	Nil	50,000	0.23
11	Jyoti Vardhan Sonthalia	Non Promoters	Equity Shares	50,000	Nil	Nil	50,000	0.23

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 13th November, 2013 i.e. 30 days prior to the date of the meeting of the Members of Company i.e. 13th December, 2013.

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 closing prices of the related equity shares of the Company 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 closing prices of the related equity shares of the Company quoted on the recognised stock exchange during the two weeks preceding the Relevant Date.

Accordingly, the issue price of Equity Shares and Warrants 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:

- a) it would recompute 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
- b) 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 allottees.

j. Auditor's Certificate:

A copy of the certificate of the Auditor of the Company certifying the adherence SEBI (ICDR) Regulations by the proposed issue shall be laid before the shareholders at their proposed Extraordinary General Meeting.

The Promoter Directors of the company 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 said resolution for your approval as special resolution as set out in the Notice for the members' approval.

By order of the Board of Directors

FOR SUPREME INFRASTRUCTURE INDIA LIMITED

VIJAY JOSHI
COMPANY SECRETARY

Place : Mumbai
Date : 13th November, 2013

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



SUPREME INFRASTRUCTURE INDIA LIMITED

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

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING, FRIDAY, DECEMBER 13, 2013

I/we hereby record my/our presence at the Extra Ordinary General Meeting of Supreme Infrastructure India Limited to be held on Friday, 13th December, 2013, at 3.30 P.M. at The Beatle Hotel, JMJ House, Orchard Avenue, Hiranandani Gardens, Powai, Mumbai - 400076.

Folio No.: _____ DP ID* _____ Client ID* _____

No. of shares held: _____

Full name of the Shareholder/ Proxy holder (in block letters) _____

Signature _____

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

* Applicable for investor holding shares in electronic form.

SUPREME INFRASTRUCTURE INDIA LIMITED

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

PROXY FORM

EXTRA ORDINARY GENERAL MEETING, FRIDAY, DECEMBER 13, 2013

Folio No.: _____ DP ID* _____ Client ID* _____

I / We _____ of _____

In the district of _____ being a member(s) of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____

as my /our proxy to vote for me/ us on my/ our behalf at the Extra Ordinary General Meeting of Supreme Infrastructure India Limited to be held at The Beatle Hotel, JMJ House, Orchard Avenue, Hiranandani Gardens, Powai, Mumbai - 400076 on Friday, December 13, 2013 at 3.30 P.M. and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Affix Re. 1
Revenue
Stamp

Signature _____

Note:

1. The proxy need not be a member
2. The Proxy form duly completed should be deposited at the Registered Office of the Company at Mumbai not later than 48 hours before the time of the meeting.

* Applicable for investor holding shares in electronic form.

BOOK-POST

if undelivered, please return to :

SUPREME INFRASTRUCTURE INDIA LIMITED

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