

CORRIGENDUM TO NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (“AGM”) of the Members of Supreme Engineering Limited [The Company] is scheduled to be held on Saturday, September 28, 2024 at 12:00 noon at Village Vihari, Opp. Khopoli Railway station, Khopoli, Navi Mumbai – 410203.

The Notice of the AGM was dispatched to the Shareholders of the Company on 6th September 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company had filed applications with the stock exchange namely NSE Limited (“NSE”), for seeking in-principle approval in relation to the proposed preferential issue of for which the approval of the shareholders is being sought. Thereafter, the Company has received observations from NSE through e-mail dated 16th September, 2024 and has directed the Company to rectify / provide additional details through Corrigendum. This Corrigendum is being issued to give notice to amend modify details as mentioned herein in the resolution and Explanatory Statement as set forth in Item Number 6,7,8, Pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars in the original notice dated 16th July 2024.

I. **Item Number 6: Preferential Issue of Equity Shares on Private Placement basis**

Following proposed allottees namely mentioned below **Table 1**, to whom Equity Shares were issued on preferential basis subject to approval by shareholders has been disqualified pursuant to contravention of Regulation 159 and 167 of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Table-1

Sr. No.	Name of Investor	Number of Shares
1	Deepshikha Jain	30,00,000
2	Sandeep Jain	20,00,000
3	Dinsha Jain	16,00,000
4	Samiksha S Kolhe	5,00,000
5	Hardik Dilip Parekh	2,00,00,000
	Total	2,71,00,000

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Therefore, in view of this above disqualification, the Board of Directors by resolution dated September 23, 2024 has proposed to issue above equity shares to the following Investors detailed in **Table 2**:

Table-2

Sr. No.	Name of Investor	Number of Shares to be issued pre-disqualification	Addition pursuant to disqualification	Number of Shares to be issued post-disqualification
1	Scomla Jain	-	5,00,000	5,00,000
2	Rajshri Nahata	-	5,00,000	5,00,000
3	Vidhi Shah	-	25,00,000	25,00,000
4	Ila Sudhir Jobanputra	-	25,00,000	25,00,000
5	Parag Doshi	-	25,00,000	25,00,000
6	Kamlaben H Chowdhary	-	1,00,00,000	1,00,00,000
7	Avani Hasmukh Chedda	-	5,00,000	5,00,000
8	Naresh Kantilal Shah	-	12,50,000	12,50,000
9	Ranjan Naresh Shah	-	12,50,000	12,50,000
10	Priyasha Meven Finance Limited	1,00,00,000	20,00,000	1,20,00,000
11	Sushant Jain	26,00,000	31,00,000	57,00,000
12	Samyak Jain	26,00,000	5,00,000	31,00,000
	Total		2,71,00,000	

It may be please note that all other particulars such as issue size, issue price, maximum number of equity shares to be issued and all other details remains unchanged.

Item No. 6 of the AGM notice along with its Explanatory Statement shall stand substituted and be read as under.

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

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the, Ministry of Corporate Affairs (“MCA”), Securities



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and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/ or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and-or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its Committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, up to 19,02,95,000 (Nineteen Crore Two Lakh Ninety-Five Thousand) Equity Shares of face value of Rs. 1/- (Rupees one only) each, for cash at Issue price of Rs. 2.48/- (Rupees Two and Forty-Eight paise only) each, i.e. at a premium of Rs. 1.48/- (Rupees one and Forty-Eight paise only) per share, aggregating to Rs. 47,19,31,600 (Rupees Fourty-Seven Crores Nineteen Lakhs Thirty one Thousand Six Hundred only) to the proposed allottees belonging to Non Promoter Category as mentioned below on preferential basis in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and/or on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr No	Name Of The Proposed Allottees	No. Of Equity Shares Proposed To Be Allotted	Price Per Share	Total Amount @Rs. 2.48/- Per Share
1	Raghav Karol	1,00,00,000	2.48	2,48,00,000
2	Vora Tarla Mahendra	1,00,00,000	2.48	2,48,00,000
3	Priyasha Meven Finance Ltd	1,20,00,000	2.48	2,97,60,000
4	Nikita Hardik Parekh	1,00,00,000	2.48	2,48,00,000
5	Ashwin S Gandhi	75,00,000	2.48	1,86,00,000
6	Bindu A Gandhi	75,00,000	2.48	1,86,00,000
7	Dhruvi Bhadresh Doshi	62,00,000	2.48	1,53,76,000
8	Haresh Somalal Vyas	60,00,000	2.48	1,48,80,000
9	Parag Shah	50,00,000	2.48	1,24,00,000
10	Mansi Parag Shah	50,00,000	2.48	1,24,00,000
11	Poonam Dilip Parekh	50,00,000	2.48	1,24,00,000
12	Ketan Vinod Vyas	30,00,000	2.48	74,40,000

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13	Kapil Vinod Vyas	30,00,000	2.48	74,40,000
14	Dhruv Somalal Vyas	30,00,000	2.48	74,40,000
15	Manan Dhruv Vyas	30,00,000	2.48	74,40,000
16	Samyak Jain	31,00,000	2.48	76,88,000
17	SUSHANT JAIN	57,00,000	2.48	1,41,36,000
18	Durgesh Sanjivrao Chandavakar	25,00,000	2.48	62,00,000
19	Karan Ajaykumar Sheth	25,00,000	2.48	62,00,000
20	Nisarg Jayesh Sheth	25,00,000	2.48	62,00,000
21	Abhay Kantilal Shah	25,00,000	2.48	62,00,000
22	Reeta Abhay Shah	25,00,000	2.48	62,00,000
23	Ishan Abhay Shah	25,00,000	2.48	62,00,000
24	Purvi Ishan Shah	25,00,000	2.48	62,00,000
25	Sapna Mahesh Rupani	25,00,000	2.48	62,00,000
26	Sanjay Mansukhlal Doshi	25,00,000	2.48	62,00,000
27	Usha Baid	25,00,000	2.48	62,00,000
28	Mayank Gupta	25,00,000	2.48	62,00,000
29	Bharat C.Vyas	20,00,000	2.48	49,60,000
30	Dhairya Dhiraj Shah	18,00,000	2.48	44,64,000
31	SANDEEP JAIN & SONS (HUF)	14,00,000	2.48	34,72,000
32	Saloni Agarwal	13,00,000	2.48	32,24,000
33	Jitendra Tharya Bhadra	12,50,000	2.48	31,00,000
34	Dimple Pratap Hinduja	12,50,000	2.48	31,00,000
35	ILABEN BAKULBHAI GEDIYA	12,50,000	2.48	31,00,000
36	Bansi Barvalia	10,00,000	2.48	24,80,000
37	Disha Priyesh Ganatra	10,00,000	2.48	24,80,000
38	Meera Bharat Khajuria	10,00,000	2.48	24,80,000
39	Gaurang Jayantilal Meghani	10,00,000	2.48	24,80,000
40	Mansi Sunil Turakia	10,00,000	2.48	24,80,000
41	Rajeshkumar Rameshchandra Shah	10,00,000	2.48	24,80,000
42	Naresh Kantilal Shah HUF	10,00,000	2.48	24,80,000
43	Saurabh Naresh Shah HUF	10,00,000	2.48	24,80,000
44	Jash Saurabh Shah	10,00,000	2.48	24,80,000
45	Hiral Saurabh Shah	10,00,000	2.48	24,80,000
46	Prissha Saurabh Shah	10,00,000	2.48	24,80,000
47	Swati Rajesh Shah	10,00,000	2.48	24,80,000

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48	Vibhu Agarwal	10,00,000	2.48	24,80,000
49	Jigar Kantilal Gala	10,00,000	2.48	24,80,000
50	Saumik Ketankumar Doshi	10,00,000	2.48	24,80,000
51	Keya Vimal Salot	10,00,000	2.48	24,80,000
52	Aakash Omprakash Batra	10,00,000	2.48	24,80,000
53	Reema Versey	10,00,000	2.48	24,80,000
54	Urmi Vivek Parekh	10,00,000	2.48	24,80,000
55	MAN KauR MOHNOT	10,00,000	2.48	24,80,000
56	Nishant Suhas Nemane	5,00,000	2.48	12,40,000
57	Narendra M Kotkar HUF	5,00,000	2.48	12,40,000
58	Deepashri Mehul Painter	5,00,000	2.48	12,40,000
59	Varadharajan Venkitasubramanian	4,50,000	2.48	11,16,000
60	VIBHA JAIN	4,00,000	2.48	9,92,000
61	SUSHANT JAIN (HUF)	4,00,000	2.48	9,92,000
62	Vasudha Bajaj	3,70,000	2.48	9,17,600
63	Nikhil Kumud dharaiya	3,00,000	2.48	7,44,000
64	Pramila jain	2,80,000	2.48	6,94,400
65	Jaikishandass Mall Hobbies and Craft Pvt Ltd	2,80,000	2.48	6,94,400
66	Amit Kumar Jain	2,70,000	2.48	6,69,600
67	Dhan Kumar Jain	2,50,000	2.48	6,20,000
68	Nakul Jain	2,50,000	2.48	6,20,000
69	Ashok kumar Jain	2,10,000	2.48	5,20,800
70	Narendra Kumar Kala	2,10,000	2.48	5,20,800
71	Vishesh Sethi	1,75,000	2.48	4,34,000
72	MANISH JAIN	1,15,000	2.48	2,85,200
73	Satya Narayan Bajaj	1,10,000	2.48	2,72,800
74	Manju Devi Bajaj	1,10,000	2.48	2,72,800
75	Rita Ghorawat	75,000	2.48	1,86,000
76	Alok Kumar Jain	75,000	2.48	1,86,000
77	Utsav Bajaj	75,000	2.48	1,86,000
78	Panadevi bajaj	70,000	2.48	1,73,600
79	Bandana bajaj	70,000	2.48	1,73,600
80	Scomla Jain	5,00,000	2.48	12,40,000
81	Rajshri Nahata	5,00,000	2.48	12,40,000

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82	Vidhi Shah	25,00,000	2.48	62,00,000
83	Ila Sudhir Jobanputra	25,00,000	2.48	62,00,000
84	Parag Doshi	25,00,000	2.48	62,00,000
85	Kamlaben H Chowdhary	1,00,00,000	2.48	2,48,00,000
86	Avani Hasmukh Chedda	5,00,000	2.48	12,40,000
87	Naresh Kantilal Shah	12,50,000	2.48	31,00,000
88	Ranjan Naresh Shah	12,50,000	2.48	31,00,000
	Total	19,02,95,000		47,19,31,600

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 29, 2024 i.e. 30 days prior to the date of passing of the Special Resolution in the Annual General Meeting.

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- The Allottee shall be required to bring in 100% of consideration, for the relevant Equity Shares to be allotted on or before the date of allotment hereof;
- The consideration for allotment of relevant Equity Shares shall be paid to the Company by the proposed allottees from their respective bank accounts;
- The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted there under;
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- Allotment of the Equity Shares shall only be made in dematerialized form;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make an offer to the proposed allottees through Private Placement Offer cum Application letter (In the format of "Form PAS-4") immediately after passing of this resolution with a stipulation that



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allotment would be made only upon receipt of in-principal approval from the stock exchanges in which Equity Shares of the Company are listed.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through Private Placement Offer cum Application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company 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, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the proposed allottees for effecting any modifications, changes, variations, alterations, additions and/ or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, (iii) filing requisite documents with the Ministry of Corporate Affairs, and other regulatory authorities, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board of Directors in its absolute discretion shall deem fit without being required to seek any fresh approval of members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Equity Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing and that the decision of the Board of Directors shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board of Directors of the Company or to any one or more Director(s), officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolutions.”

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Explanatory Statement on Item No. 6

In the Explanatory Statement Item Number 6, following points be modified and be read as under:

1. Amendment to Point No 4

Basis on which the price has been arrived at along with report of the registered valuer:

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 2.48/- (Rupees Two and Forty-Eight paise only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 1.53/- (Rupees One and Fifty-Three paise Only) per equity share;
- 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 2.47/- (Rupees Two and Forty-Seven paise Only) per equity share.
- Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

2. Amendment to Point No 8

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

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees (non-promoter):

Sr No	Name	Pre-Pref Holding		Shares	Post-Pref Holding*	
		No of Equity Shares	% of Holding		No of Equity Shares	% of Holding
1	Raghav Karol	0	0.00	1,00,00,000	1,00,00,000	1.95
2	Vora Tarla Mahendra	0	0.00	1,00,00,000	1,00,00,000	1.95
3	Priyasha Meven Finance Ltd	0	0.00	1,20,00,000	1,20,00,000	2.34



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4	Nikita Hardik Parekh	0	0.00	1,00,00,000	1,00,00,000	1.95
5	Ashwin S Gandhi	0	0.00	75,00,000	75,00,000	1.46
6	Bindu A Gandhi	0	0.00	75,00,000	75,00,000	1.46
7	Dhruvi Bhadresh Doshi	0	0.00	62,00,000	62,00,000	1.21
8	Haresh Somalal Vyas	0	0.00	60,00,000	60,00,000	1.17
9	Parag Shah	0	0.00	50,00,000	50,00,000	0.97
10	Mansi Parag Shah	0	0.00	50,00,000	50,00,000	0.97
11	Poonam Dilip Parekh	16,400	0.007	50,00,000	50,16,400	0.98
12	Ketan Vinod Vyas	0	0.00	30,00,000	30,00,000	0.58
13	Kapil Vinod Vyas	0	0.00	30,00,000	30,00,000	0.58
14	Dhruv Somalal Vyas	0	0.00	30,00,000	30,00,000	0.58
15	Manan Dhruv Vyas	0	0.00	30,00,000	30,00,000	0.58
16	Samyak Jain	0	0.00	31,00,000	31,00,000	0.60
17	Sushant Jain	5,26,465	0.21	57,00,000	62,26,465	1.21
18	Durgesh Sanjivrao Chandavakar	0	0.00	25,00,000	25,00,000	0.49
19	Karan Ajaykumar Sheth	0	0.00	25,00,000	25,00,000	0.49
20	Nisarg Jayesh Sheth	0	0.00	25,00,000	25,00,000	0.49
21	Abhay Kantilal Shah	0	0.00	25,00,000	25,00,000	0.49
22	Reeta Abhay Shah	0	0.00	25,00,000	25,00,000	0.49
23	Ishan Abhay Shah	0	0.00	25,00,000	25,00,000	0.49
24	Purvi Ishan Shah	0	0.00	25,00,000	25,00,000	0.49
25	Sapna Mahesh Rupani	0	0.00	25,00,000	25,00,000	0.49
26	Sanjay Mansukhlal Doshi	0	0.00	25,00,000	25,00,000	0.49
27	Usha Baid	0	0.00	25,00,000	25,00,000	0.49
28	Mayank Gupta	0	0.00	25,00,000	25,00,000	0.49
29	Bharat C.Vyas	0	0.00	20,00,000	20,00,000	0.39
30	Dhairya Dhiraj Shah	0	0.00	18,00,000	18,00,000	0.35
31	Sandeep Jain & Sons (Huf)	0	0.00	14,00,000	14,00,000	0.27
32	Saloni Agarwal	0	0.00	13,00,000	13,00,000	0.25
33	Jitendra Tharya Bhadra	0	0.00	12,50,000	12,50,000	0.24
34	Dimple Pratap Hinduja	0	0.00	12,50,000	12,50,000	0.24
35	Ilaben Bakulbhai Gediya	0	0.00	12,50,000	12,50,000	0.24
36	Bansi Barvalia	0	0.00	10,00,000	10,00,000	0.19
37	Disha Priyesh Ganatra	0	0.00	10,00,000	10,00,000	0.19
38	Meera Bharat Khajuria	0	0.00	10,00,000	10,00,000	0.19

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39	Gaurang Jayantilal Meghani	0	0.00	10,00,000	10,00,000	0.19
40	Mansi Sunil Turakia	0	0.00	10,00,000	10,00,000	0.19
41	Rajeshkumar Rameshchandra Shah	0	0.00	10,00,000	10,00,000	0.19
42	Naresh Kantilal Shah HUF	0	0.00	10,00,000	10,00,000	0.19
43	Saurabh Naresh Shah HUF	0	0.00	10,00,000	10,00,000	0.19
44	Jash Saurabh Shah	0	0.00	10,00,000	10,00,000	0.19
45	Hiral Saurabh Shah	0	0.00	10,00,000	10,00,000	0.19
46	Prissha Saurabh Shah	0	0.00	10,00,000	10,00,000	0.19
47	Swati Rajesh Shah	0	0.00	10,00,000	10,00,000	0.19
48	Vibhu Agarwal	0	0.00	10,00,000	10,00,000	0.19
49	Jigar Kantilal Gala	0	0.00	10,00,000	10,00,000	0.19
50	Saumik Ketankumar Doshi	0	0.00	10,00,000	10,00,000	0.19
51	Keya Vimal Salot	0	0.00	10,00,000	10,00,000	0.19
52	Aakash Omprakash Batra	0	0.00	10,00,000	10,00,000	0.19
53	Reema Versey	0	0.00	10,00,000	10,00,000	0.19
54	Urmi Vivek Parekh	29,000	0.01	10,00,000	10,29,000	0.20
55	Man Kaur Mohnot	0	0.00	10,00,000	10,00,000	0.19
56	Nishant Suhas Nemane	0	0.00	5,00,000	5,00,000	0.10
57	Narendra M Kotkar HUF	0	0.00	5,00,000	5,00,000	0.10
58	Deepashri Mehul Painter	0	0.00	5,00,000	5,00,000	0.10
59	Varadharajan Venkitasubramanian	0	0.00	4,50,000	4,50,000	0.09
60	VIBHA JAIN	0	0.00	4,00,000	4,00,000	0.08
61	SUSHANT JAIN (HUF)	0	0.00	4,00,000	4,00,000	0.08
62	Vasudha Bajaj	0	0.00	3,70,000	3,70,000	0.07
63	Nikhil Kumud dharaiya	0	0.00	3,00,000	3,00,000	0.06
64	Pramila jain	0	0.00	2,80,000	2,80,000	0.05
65	Jaikishandass Mall Hobbies and Craft pvt ltd	0	0.00	2,80,000	2,80,000	0.05
66	Amit Kumar Jain	0	0.00	2,70,000	2,70,000	0.05
67	Dhan Kumar Jain	0	0.00	2,50,000	2,50,000	0.05
68	Nakul Jain	0	0.00	2,50,000	2,50,000	0.05
69	Ashok kumar Jain	0	0.00	2,10,000	2,10,000	0.04
70	Narendra Kumar Kala	0	0.00	2,10,000	2,10,000	0.04

71	Vishesh Sethi	0	0.00	1,75,000	1,75,000	0.03
72	MANISH JAIN	0	0.00	1,15,000	1,15,000	0.02
73	Satya Narayan Bajaj	0	0.00	1,10,000	1,10,000	0.02
74	Manju Devi Bajaj	0	0.00	1,10,000	1,10,000	0.02
75	Rita Ghorawat	0	0.00	75,000	75,000	0.01
76	Alok Kumar Jain	0	0.00	75,000	75,000	0.01
77	Utsav Bajaj	0	0.00	75,000	75,000	0.01
78	Panadevi bajaj	0	0.00	70,000	70,000	0.01
79	Bandana bajaj	0	0.00	70,000	70,000	0.01
80	Scomla Jain	0	0.00	5,00,000	5,00,000	0.10
81	Rajshri Nahata	0	0.00	5,00,000	5,00,000	0.10
82	Vidhi Shah	0	0.00	25,00,000	25,00,000	0.49
83	Ila Sudhir Jobanputra	0	0.00	25,00,000	25,00,000	0.49
84	Parag Doshi	0	0.00	25,00,000	25,00,000	0.49
85	Kamlaben H Chowdhary	0	0.00	1,00,00,000	1,00,00,000	1.95
86	Avani Hasmukh Chedda	0	0.00	5,00,000	5,00,000	0.10
87	Naresh Kantilal Shah	0	0.00	12,50,000	12,50,000	0.24
88	Ranjan Naresh Shah	0	0.00	12,50,000	12,50,000	0.24

3. Amendment to Point No 11

The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name Of The Proposed Allottees	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (Rs.)	Pre-preferential allotment Shareholding %	#\$Post-preferential allotment Shareholding %
1	Raghav Karol	NA	2,48,00,000	0.00	1.95
2	Vora Tarla Mahendra	NA	2,48,00,000	0.00	1.95
3	Priyasha Meven Finance Ltd	1. KAMAL KUMAR G JALAN 2. NIKHIL JALAN 3. AKHIL JALAN 4.ASHADEVI	2,97,60,000	0.00	2.34

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		JALAN			
4	Nikita Hardik Parekh	NA	2,48,00,000	0.00	1.95
5	Ashwin S Gandhi	NA	1,86,00,000	0.00	1.46
6	Bindu A Gandhi	NA	1,86,00,000	0.00	1.46
7	Dhruvi Bhadres Doshi	NA	1,53,76,000	0.00	1.21
8	Haresh Somalal Vyas	NA	1,48,80,000	0.00	1.17
9	Parag Shah	NA	1,24,00,000	0.00	0.97
10	Mansi Parag Shah	NA	1,24,00,000	0.00	0.97
11	Poonam Dilip Parekh	NA	1,24,00,000	0.007	0.98
12	Ketan Vinod Vyas	NA	74,40,000	0.00	0.58
13	Kapil Vinod Vyas	NA	74,40,000	0.00	0.58
14	Dhruv Somalal Vyas	NA	74,40,000	0.00	0.58
15	Manan Dhruv Vyas	NA	74,40,000	0.00	0.58
16	Samyak Jain	NA	76,88,000	0.00	0.60
17	SUSHANT JAIN	NA	1,41,36,000	0.21	1.21
18	Durgesh Sanjivrao Chandavakar	NA	62,00,000	0.00	0.49
19	Karan Ajaykumar Sheth	NA	62,00,000	0.00	0.49
20	Nisarg Jayesh Sheth	NA	62,00,000	0.00	0.49
21	Abhay Kantilal Shah	NA	62,00,000	0.00	0.49
22	Reeta Abhay Shah	NA	62,00,000	0.00	0.49
23	Ishan Abhay Shah	NA	62,00,000	0.00	0.49
24	Purvi Ishan Shah	NA	62,00,000	0.00	0.49
25	Sapna Mahesh Rupani	NA	62,00,000	0.00	0.49
26	Sanjay Mansukhlal Doshi	NA	62,00,000	0.00	0.49
27	Usha Baid	NA	62,00,000	0.00	0.49
28	Mayank Gupta	NA	62,00,000	0.00	0.49
29	Bharat C.Vyas	NA	49,60,000	0.00	0.39
30	Dhairya Dhiraj Shah	NA	44,64,000	0.00	0.35
31	SANDEEP JAIN & SONS (HUF)	Sandeep Jain	34,72,000	0.00	0.27
32	Saloni Agarwal	NA	32,24,000	0.00	0.25
33	Jitendra Tharya Bhadra	NA	31,00,000	0.00	0.24
34	Dimple Pratap Hinduja	NA	31,00,000	0.00	0.24
35	Ilaben Bakulbhai Gediya	NA	31,00,000	0.00	0.24

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36	Bansi Barvalia	NA	24,80,000	0.00	0.19
37	Disha Priyesh Ganatra	NA	24,80,000	0.00	0.19
38	Meera Bharat Khajuria	NA	24,80,000	0.00	0.19
39	Gaurang Jayantilal Meghani	NA	24,80,000	0.00	0.19
40	Mansi Sunil Turakia	NA	24,80,000	0.00	0.19
41	Rajeshkumar Rameshchandra Shah	NA	24,80,000	0.00	0.19
42	Naresh Kantilal Shah HUF	Naresh Kantilal Shah	24,80,000	0.00	0.19
43	Saurabh Naresh Shah HUF	Saurabh Naresh Shah	24,80,000	0.00	0.19
44	Jash Saurabh Shah	NA	24,80,000	0.00	0.19
45	Hiral Saurabh Shah	NA	24,80,000	0.00	0.19
46	Prissha Saurabh Shah	NA	24,80,000	0.00	0.19
47	Swati Rajesh Shah	NA	24,80,000	0.00	0.19
48	Vibhu Agarwal	NA	24,80,000	0.00	0.19
49	Jigar Kantilal Gala	NA	24,80,000	0.00	0.19
50	Saumik Ketankumar Doshi	NA	24,80,000	0.00	0.19
51	Keya Vimal Salot	NA	24,80,000	0.00	0.19
52	Aakash Omprakash Batra	NA	24,80,000	0.00	0.19
53	Reema Versey	NA	24,80,000	0.00	0.19
54	Urmi Vivek Parekh	NA	24,80,000	0.01	0.20
55	MAN KAUR MOHNOT	NA	24,80,000	0.00	0.19
56	Nishant Suhas Nemane	NA	12,40,000	0.00	0.10
57	Narendra M Kotkar HUF	Narendra Kotkar	12,40,000	0.00	0.10
58	Deepashri Mehel Painter	NA	12,40,000	0.00	0.10
59	Varadharajan Venkitasubramanian	NA	11,16,000	0.00	0.09
60	VIBHA JAIN	NA	9,92,000	0.00	0.08
61	SUSHANT JAIN (HUF)	Sushant Jain	9,92,000	0.00	0.08
62	Vasudha Bajaj	NA	9,17,600	0.00	0.07
63	Nikhil Kumud Dharaiya	NA	7,44,000	0.00	0.06
64	Pramila jain	NA	6,94,400	0.00	0.05
65	Jaikishandass Mall Hobbies and Craft Pvt Ltd	1.Harsh Mall 2.Rajashree Mall 3.Shelly Mall 4.Vatsala Mall	6,94,400	0.00	0.05

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66	Amit Kumar Jain	NA	6,69,600	0.00	0.05
67	Dhan Kumar Jain	NA	6,20,000	0.00	0.05
68	Nakul Jain	NA	6,20,000	0.00	0.05
69	Ashok kumar Jain	NA	5,20,800	0.00	0.04
70	Narendra Kumar Kala	NA	5,20,800	0.00	0.04
71	Vishesh Sethi	NA	4,34,000	0.00	0.03
72	MANISH JAIN	NA	2,85,200	0.00	0.02
73	Satya Narayan Bajaj	NA	2,72,800	0.00	0.02
74	Manju Devi Bajaj	NA	2,72,800	0.00	0.02
75	Rita Ghorawat	NA	1,86,000	0.00	0.01
76	Alok Kumar Jain	NA	1,86,000	0.00	0.01
77	Utsav Bajaj	NA	1,86,000	0.00	0.01
78	Panadevi bajaj	NA	1,73,600	0.00	0.01
79	Bandana bajaj	NA	1,73,600	0.00	0.01
80	Scomla Jain	NA	12,40,000	0.00	0.10
81	Rajshri Nahata	NA	12,40,000	0.00	0.10
82	Vidhi Shah	NA	62,00,000	0.00	0.49
83	Ila Sudhir Jobanputra	NA	62,00,000	0.00	0.49
84	Parag Doshi	NA	62,00,000	0.00	0.49
85	Kamlaben H Chowdhary	NA	2,48,00,000	0.00	1.95
86	Avani Hasmukh Chedda	NA	12,40,000	0.00	0.10
87	Naresh Kantilal Shah	NA	31,00,000	0.00	0.24
88	Ranjan Naresh Shah	NA	31,00,000	0.00	0.24
	Total		47,19,31,600	-	-

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

\$ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

4. Amendment to Point No 15:

The pre issue and post issue shareholding pattern of the Company:

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned herein below:



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Sr. No.	Category	Pre-issue		Post- issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individuals / HUF	10,31,56,510	41.27	17,61,11,510	34.32
b)	Bodies Corporate	-	-	-	-
c)	Others	-	-	-	-
	Sub-total (A1)	10,31,56,510	41.27	17,61,11,510	34.32
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub-total (A2)	10,31,56,510	41.27	17,61,11,510	34.32
B	Non-Promoters Holding				
1	Institutional Investors (Domestic)	-	-	-	-
2	Institutional (Foreign)	-	-	-	-
3	Central Government / State Government	-	-	-	-
4	Non-institutions				
	Indian public	12,69,85,812	50.80	30,07,00,812	58.59
	NON RESIDENT INDIANS (NRIs)	15,79,756	0.63	15,79,756	0.31
	Bodies Corporate	1,17,63,950	4.71	2,40,43,950	4.69
	Others				
	Clearing Member	2,18,621	0.09	2,18,621	0.04
	Hindu Undivided Family	62,40,351	2.50	1,00,40,351	2.05
	Sub-Total (B)	14,67,88,490	58.73	33,70,83,490	65.68
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	5,000	0.00	5,000	0.00
	Sub-Total (C)	5,000	0.00	5,000	0.00
	Grand Total (A + B + C)	24,99,50,000	100.00	51,32,00,000	100.00

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

\$ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

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Note: The above shareholding pattern has been prepared on the basis of shareholding as on August 23, 2024.

5. Amendment to Point No 16

The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post Preferential Issue. The Proposed Allottees will be classified /continue to be classified as public shareholders pursuant to the proposed issuance.

II. **Item Number 7: To Approve the issuance of equity shares on preferential basis by way of conversion of unsecured loan to Mr. Sanjay Chowdhri, the person belonging to promoter and promoter group**

Explanatory Statement on Item No. 7

In the Explanatory Statement Item Number 7, following points be modified and be read as under:

1. Amendment to Point No 4

Basis on which the price has been arrived at along with report of the registered valuer:

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 2.48/- (Rupees Two and Forty-Eight paise only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 1.53/- (Rupees One and Fifty-Three paise Only) per equity share;
- b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 2.47/- (Rupees Two and Forty-Seven paise Only) per equity share.
- c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

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2. Amendment to Point No 11

The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name Of The Proposed Allottees	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (Rs.)	Pre-preferential allotment Shareholding %	#\$Post-preferential allotment Shareholding %
1	Sanjay Chowdhri	NA	8,17,28,400	22.64	17.45

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

§ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

3. Amendment to Point No 15:

The pre issue and post issue shareholding pattern of the Company:

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned herein below:

Sr. No.	Category	Pre-issue		#\$Post- issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individuals / HUF	10,31,56,510	41.27	17,61,11,510	34.32
b)	Bodies Corporate	-	-	-	-
c)	Others	-	-	-	-
	Sub-total (A1)	10,31,56,510	41.27	17,61,11,510	34.32
2	Foreign	-	-	-	-

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a)	Bodies Corporate	-	-	-	-
	Sub-total (A2)	10,31,56,510	41.27	17,61,11,510	34.32
B	Non-Promoters Holding				
1	Institutional Investors (Domestic)	-	-	-	-
2	Institutional (Foreign)	-	-	-	-
3	Central Government / State Government	-	-	-	-
4	Non-institutions				
	Indian public	12,69,85,812	50.80	30,07,00,812	58.59
	NON RESIDENT INDIANS (NRIs)	15,79,756	0.63	15,79,756	0.31
	Bodies Corporate	1,17,63,950	4.71	2,40,43,950	4.69
	Others				
	Clearing Member	2,18,621	0.09	2,18,621	0.04
	Hindu Undivided Family	62,40,351	2.50	1,00,40,351	2.05
	Sub-Total (B)	14,67,88,490	58.73	33,70,83,490	65.68
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	5,000	0.00	5,000	0.00
	Sub-Total (C)	5,000	0.00	5,000	0.00
	Grand Total (A + B + C)	24,99,50,000	100.00	51,32,00,000	100.00

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

§ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

Note: The above shareholding pattern has been prepared on the basis of shareholding as on August 23, 2024.

4. Clarification and Amendment to Point No 16:

The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are belonging to 'Promoter and Promoter Group' as on the date of this notice and their status will not change post Preferential Issue. The Proposed Allottees will be classified /continue to be classified under Promoter and Promoter Group'.

III. To approve the issuance of Convertible Warrants on a Preferential basis in compliance

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with section 42 and 62 of the Companies Act, 2013 to promoter and promoter group.

The Board of Directors has re-considered the names of Proposed Allottees from the 'Promoter and Promoter Group' for the issuance of Convertible Warrants on a preferential basis, in compliance with Regulation 3 of SEBI (SAST) Regulations, 2011.

In light of the above, the Board of Directors, through a resolution dated September 23, 2024, has proposed the issuance of Convertible Warrants to the following Proposed Allottees belonging to the 'Promoter and Promoter Group':

Before:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Warrants proposed to be issued and allotted	Amount including premium (Rs.)
1	Sanjay R Chowdhri, HUF	Promoter and Promoter Group	4,00,00,000	10,40,00,000
		Total	4,00,00,000	10,40,00,000

After:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Warrants proposed to be issued and allotted	Amount including premium (Rs.)
1	Sanjay R Chowdhri, HUF	Promoter and Promoter Group	2,00,00,000	5,20,00,000
2	Pranav Sanjay Chowdhri	Promoter and Promoter Group	1,00,00,000	2,60,00,000
3	Abhinav Sanjay Chowdhri	Promoter and Promoter Group	1,00,00,000	2,60,00,000
		Total	4,00,00,000	10,40,00,000

It may be please note that all other particulars such as issue size, issue price, maximum number of equity shares to be issued and all other details remains unchanged.

Item No. 8 of the AGM notice along with its Explanatory Statement shall stand substituted and be read as under.

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

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or reenactment thereof for the time being in force) (“the Act”) and the enabling



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provisions of the Memorandum of Associations (“MoA”) and Articles of Association (“AoA”) of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/ or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, approval of Members of the Company, be and is hereby accorded, to create, offer, issue and allot from time to time, in one or more tranches, up to 4,00,00,000 (Four Crore) Fully Convertible Warrants (“Warrants”/“Convertible Warrants”) for cash at an issue price of Rs. 2.60/- (Rupees Two and Sixty paise only) per warrant, with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 1/- (Rupees one only) of the Company towards conversion of each warrants within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the proposed allottee as mentioned below through preferential issue by way of Private Placement in such manner and on such terms and conditions as are stipulated below hereto and as maybe determined by the Board, in its absolute discretion in accordance with the SEBI (ICDR) Regulations, 2018 and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Maximum No. of Warrants proposed to be issued and allotted	Amount including premium (Rs.)
1	Sanjay R Chowdhri, HUF	2,00,00,000	5,20,00,000

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2	Pranav Sanjay Chowdhri	1,00,00,000	2,60,00,000
3	Abhinav Sanjay Chowdhri	1,00,00,000	2,60,00,000
	Total	4,00,00,000	10,40,00,000

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is August 29, 2024 i.e., 30 days prior to the date of Passing of the Special Resolution."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on conversion of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws."

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle him to apply for and obtain allotment of 1 (One) fully paid up Equity Share of the face value of Rs. 1/- (Rupees one only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c) The Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on conversion of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more

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tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

- h) The Equity Shares to be allotted on conversion of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ subdivision/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l) The Equity Shares arising from the conversion of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution by members with a stipulation that allotment would be made only upon receipt of in- principle approval from the stock exchanges.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board of Directors of the Company be and is hereby



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authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company 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, including without limitation, (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity warrants, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares allotted to proposed allottee on conversion of the warrants, (iv) filing requisite documents with the MCA, and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Warrants, (viii) issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board of Directors of the Company in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for inprinciple approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Warrants and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board of Directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Explanatory Statement on Item No. 8

In the Explanatory Statement Item Number 8, following points be modified and be read as under:

1. Amendment to Point No 4

Basis on which the price has been arrived at along with report of the registered valuer:

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 2.48/- (Rupees Two and Forty-Eight paise only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 1.53/- (Rupees One and Fifty-Three paise Only) per equity share;
- b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 2.47/- (Rupees Two and Forty-Seven paise Only) per equity share.
- c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

2. Amendment to Point No 8:

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

The Warrants shall be issued and allotted to the Proposed allottees (part of Promoter & Promoter Group) as detailed herein below.

Sr No	Name	Maximum No. of Warrants proposed to be issued and	Price Per Warrants	Total Amount including premium
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		allotted		
1	Sanjay R Chowdhri, HUF	2,00,00,000	2.60	5,20,00,000
2	Pranav Sanjay Chowdhri	1,00,00,000	2.60	2,60,00,000
3	Abhinav Sanjay Chowdhri	1,00,00,000	2.60	2,60,00,000

3. Amendment to Point No 9:

Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Warrants pursuant to the Preferential Issue, other than, Mr. Sanjay Chowdhri, Mr. Abhinav Chowdhary, Mr. Pranav Chowdhri and Mrs. Lalitha Sanjay Chowdhri, relative of Key Managerial Personnel.

4. Amendment to Point No 11

The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name Of The Proposed Allottees	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (Rs.)	Pre-preferential allotment Shareholding %	#\$Post-preferential allotment Shareholding %
1	Sanjay R Chowdhri, HUF	Sanjay Chowdhri	5,20,00,000	0.32	4.05
2	Pranav Sanjay Chowdhri	NA	2,60,00,000	3.00	3.41
3	Abhinav Sanjay Chowdhri	NA	2,60,00,000	2.72	3.27

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

\$ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

5. Amendment to Point No 15:

The pre issue and post issue shareholding pattern of the Company:



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The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned herein below:

Sr. No.	Category	Pre-issue		Post- issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individuals / HUF	10,31,56,510	41.27	17,61,11,510	34.32
b)	Bodies Corporate	-	-	-	-
c)	Others	-	-	-	-
	Sub-total (A1)	10,31,56,510	41.27	17,61,11,510	34.32
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub-total (A2)	10,31,56,510	41.27	17,61,11,510	34.32
B	Non-Promoters Holding				
1	Institutional Investors (Domestic)	-	-	-	-
2	Institutional (Foreign)	-	-	-	-
3	Central Government / State Government	-	-	-	-
4	Non-institutions				
	Indian public	12,69,85,812	50.80	30,07,00,812	58.59
	NON RESIDENT INDIANS (NRIs)	15,79,756	0.63	15,79,756	0.31
	Bodies Corporate	1,17,63,950	4.71	2,40,43,950	4.69
	Others				
	Clearing Member	2,18,621	0.09	2,18,621	0.04
	Hindu Undivided Family	62,40,351	2.50	1,00,40,351	2.05
	Sub-Total (B)	14,67,88,490	58.73	33,70,83,490	65.68
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	5,000	0.00	5,000	0.00
	Sub-Total (C)	5,000	0.00	5,000	0.00
	Grand Total (A + B + C)	24,99,50,000	100.00	51,32,00,000	100.00

Assuming completion of the preferential allotment to Proposed Allottees (as set out in Resolution No. 6, 7 and 8)

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§ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

Note: The above shareholding pattern has been prepared on the basis of shareholding as on August 23, 2024.

6. Amendment to Point No 16:

The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are belonging to 'Promoter and Promoter Group' as on the date of this notice and their status will not change post Preferential Issue. The Proposed Allottees will be classified /continue to be classified under Promoter and Promoter Group'.

This Corrigendum to the AGM Notice shall form an integral part of the AGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the AGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will be made available on website of the stock exchange i.e. NSE and on the website of the Company. All other contents of the AGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Warrants pursuant to the Preferential Issue, other than, Mr. Sanjay Chowdhri, Mr. Abhinav Chowdhary, Mr. Pranav Chowdhri and Mrs. Lalitha Sanjay Chowdhri, relative of Key Managerial Personnel.

**By order of the Board
For and on behalf of Supreme Engineering Limited
Sd/-**

**Sanjay Chowdhri
Managing Director
DIN: 00095990**

Date: September 23, 2024
Place: Mumbai