

## SUPREME INFRASTRUCTURE INDIA LIMITED

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

**CIN No.** L74999MH1983PLC029752

# NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of SUPREME INFRASTRUCTURE INDIA LIMITED will be held on Wednesday, 30th September, 2015 at 3.30 p.m. at The Beattle Hotel, JMJ House Orchard Avenue, Hiranandani Gardens, Powai, Mumbai – 400076 to transact the following Business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the audited financial statement of the Company for the financial year ended March 31, 2015, 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, 2015.
2. To declare dividend on Preference Shares.
3. To appoint a Director in place of Shri Vikram Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Dakshendra Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Walker Chandiok & Co, LLP Chartered Accountants and M/s. Shah & Kathariya, Chartered Accountants as joint Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS:

#### 6. **Appointment of Shri Sushil Kumar Mishra as an Independent Director**

To consider 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Sushil Kumar Mishra (DIN: 06411532), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company w.e.f. 2nd June, 2015 and who holds office upto the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing along with deposit of the prescribed amount under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto 1st June, 2020.”

#### 7. **Appointment of Smt. Nilima Mansukhani, as an Independent Director**

To consider 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Smt. Nilima Mansukhani (DIN: 06964771), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company w.e.f. 2nd June, 2015 and who holds office upto the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing along with deposit of the prescribed amount under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto 1st June, 2020.”

#### 8. **Ratification of Cost Auditor’s 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 ₹ 40,000 plus out-of-pocket expenses payable to M/s. Shashi Ranjan & Associates, Cost Accountants, (Firm Registration No.M-18347) 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 31 March, 2016.

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

#### 9. **Reappointment of Shri Bhawanishankar Sharma, as Whole Time Director of The Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules

# NOTICE

made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) ("the Act") and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the appointment of Shri Bhawanishankar Sharma (holding DIN 01249834), as Whole-time Director of the Company for a period of five years w.e.f. 1st April, 2015 on terms and remuneration as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Whole-time Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Whole-time Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as 'Minimum Remuneration'.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Act, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

10. **Reappointment of Shri Vikram Sharma as Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) ("the Act") and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the appointment of Shri Vikram

Sharma (holding DIN 01249904), as Managing Director of the Company for a period of five years w.e.f. 1st April, 2015 on terms and remuneration as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Managing Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Managing Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as 'Minimum Remuneration'.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Act, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

11. **Reappointment of Shri Vikas Sharma as Whole-Time Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) ("the Act"), and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the appointment of Shri Vikas Sharma (holding DIN 01344759), as Whole-time Director of the Company for a period of five years w.e.f. 1st April, 2015 on terms and remuneration as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Whole-time Director, the Company incurs loss or its profits

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# NOTICE

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are inadequate, the Company shall pay to the Whole-time Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as 'Minimum Remuneration'.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Act, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

## 12. APPROVAL OF ESOS SCHEME 2015

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (herein after referred to as "SEBI SBEB Regulations") and such other applicable Regulations/guidelines which may be issued and/ or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the Company do hereby accord its consent and approval to introduce and implement the Supreme Infrastructure India Limited Employee Stock Option Scheme 2015 (herein after referred to as 'SIIL ESOS 2015') and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company and its subsidiary companies, including

Director(s) of the Company and its subsidiary companies, (hereinafter collectively referred to as the "Employees") (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), not exceeding 5,00,000 (Five Lacs) options, each option giving the right but not obligation to the holder, to subscribe to, one fully paid Equity Share of ₹ 10/- (ten) each of the Company, at such price, in such manner, during such period, in one or more tranches, and on such other terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the applicable provisions of the laws, guidelines or regulations issued by the relevant authority(ies) and the said plan may be administered either directly or through an Employee Welfare Trust (herein after referred to as "Trust") - set-up by the Company to acquire, hold and deal in Equity Shares of the Company."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

**"RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of ESOS from time to time in accordance with the SIIL ESOS 2015 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the number of Employee Stock Options that may be granted to any Employee including any Director of the Company, in any financial year and in aggregate under the SIIL ESOS 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 5,00,000 (Five Lacs) Employee Stock Options and Equity Shares respectively shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

**"RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

**"RESOLVED FURTHER THAT** the Board be and is hereby

# NOTICE

authorized at any time to modify, change, vary, alter, amend, suspend or terminate the SILL ESOS 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may, at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the SILL ESOS 2015 and do all other things incidental and ancillary thereto."

**"RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the SILL ESOS 2015."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the SILL ESOS 2015 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of SILL ESOS 2015 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

**"RESOLVED FURTHER THAT** the SILL ESOS 2015 shall be under the control, administration and superintendence of the Nomination & Remuneration Committee which shall frame suitable policies and procedures to ensure that there is no violation of the securities laws, as amended from time to time, by the either the Trust, the Company or any of its employees, as applicable.

**"RESOLVED FURTHER THAT** the Board may delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be

necessary in this regard."

## 13. **Approval of Trust for the implementation of ESOS Scheme**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, Regulation 3(1) and Regulation 6 and other applicable regulations of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to implement the 'Supreme Infrastructure India Limited Employee Stock Option Scheme 2015' (hereinafter referred to as the "SILL ESOS 2015"/ "Plan") through an SILL Employee Welfare Trust (hereinafter referred to as "Trust") and the Trust to subscribe, acquire, hold and deal in Equity Shares of the Company by subscribing to the Primary Shares and/or Acquisition of shares from the Secondary market and that the total number of shares under secondary market acquisition shall not exceed at any time 5% of the paid up Equity Share capital of the Company as on 31 March, 2015, for the purpose of implementation of SILL ESOS 2015, or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SEBI SBEB Regulations."

**"RESOLVED FURTHER THAT** Equity Shares that can be acquired from the Secondary Market in any financial year by the Trust shall not exceed 2% of the Paid-up Equity Share Capital as at the end of the financial year preceding the date of intended acquisition (or such other limits as may be prescribed under the SEBI SBEB Regulations) thereof."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issues or change in capital structure due to merger or sale of division/ undertaking or re-organisation etc., if any additional Equity Shares are required to be issued by the Company to the shareholders, the maximum number of Equity Shares to be acquired from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid shall be increased by the same proportion that the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue."

**"RESOLVED FURTHER THAT** the Board, be and is hereby

# NOTICE

authorized to do all such acts, deeds, and things as it may deem necessary in this regard."

14. **Provision for purchase of Shares by the Trust/ Trustees for the benefit of Employees under ESOS Scheme**

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

**"RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (and any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Rule 16 of the Companies (Share Capital Debentures) Rules, 2014 as amended from time to time (herein after referred to as "Companies Rules"), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, provide guarantee or security in connection with a loan or any financial assistance to the SILL Employee Welfare Trust (hereinafter referred to as "Trust") set-up by the Company in one or more tranches not exceeding 5% of the aggregate of the Paid-up Share Capital and Free Reserves for the purpose of subscribing to the Primary Shares and/ or Acquisition of equity shares of the Company from the Secondary market by the Trust/ Trustees, from time to time in one or more tranches, subject to the ceiling of Equity Shares prescribed under 'SILL ESOS 2015' with a view to deal in such Equity Shares in line with the objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations and the Companies Rules."

**"RESOLVED FURTHER THAT** any loan provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the SILL ESOS 2015 as per the terms and conditions stipulated by the Board of Directors and in accordance with the terms and conditions agreed upon by the Company and the Trust."

**"RESOLVED FURTHER THAT** the Trust shall not deal in

derivatives and shall undertake transactions as permitted by SEBI SBEB."

**"RESOLVED FURTHER THAT** the Trustees of the Trust shall be independent trustees within the meaning of SEBI SBEB Regulations and Companies Rules and shall not vote in respect of the shares held by such Trust."

**"RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding."

**"RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the applicable provisions of the SEBI SBEB Regulations, Companies Act, 2013 and Rules framed thereunder and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to making disclosures and meeting all requirements applicable to insiders under the SEBI (Prohibition of Insider Trading) Regulations, 1992 and modifications thereto, maintenance of proper books of account, records and documents as prescribed."

**"RESOLVED FURTHER THAT** the Board shall be authorised to finalize all other terms such as the tenure of the loan, details of the security and date of commencement of the scheme and authorized to do such other acts, matters, deeds and things as deemed necessary, expedient or convenient by the Board."

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

Place: Mumbai  
Date: 27th June, 2015

**VIJAY JOSHI**  
**COMPANY SECRETARY**

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



# NOTICE

1. The relative Statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting as mentioned at Item Nos. 6 to 14 of the Notice, is annexed herewith and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**  
  
**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
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 I as per requirements of clause 49 of the Listing Agreement.
6. Members are requested to bring the Attendance Slip along with the copy of Annual Report at the time of attending the Annual General Meeting. Members are requested to write their Client ID and DP ID/ Folio No. in the attendance slip for attending the meeting.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24 September, 2015 to Wednesday, 30 September, 2015 (both days inclusive).
8. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Bigshare Services Private Limited, at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai – 400 076, Maharashtra in respect of their physical share folios, if any.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.
10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the secretarial department at [cs@supremeinfra.com](mailto:cs@supremeinfra.com) or at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).
11. ₹ 1,80,960 being the unclaimed share application money required to be transferred to the Investor Education and Protection Fund during the year 2014-15, was transferred to said Fund.
12. Members must quote their Folio No. / Client ID and DP ID and contact details such as e-mail address, contact no., etc. in all their correspondence with the Company / Registrar & Share Transfer Agent.
13. Members holding shares in dematerialized form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) to their respective DP. Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions Enabled account number, 9 digit MICR and 11 digit IFS Code) alongwith their Folio No. to the Company's Registrar & Transfer Agent.
14. Members are informed that Securities and Exchange Board of India (SEBI), has mandated to quote Permanent Account Number (PAN) in all the transactions in the securities market, which includes transfer / transmission of securities. Therefore, for any transfer / transmission of shares, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the DP, if shares are held in dematerialized form or to the Registrar & Share Transfer Agent of the Company, if shares are held in physical form.
15. 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.
16. The Register/ 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.
17. Members seeking any further information about the accounts are requested to write the Company or email at [cs@supremeinfra.com](mailto:cs@supremeinfra.com) at least ten days before the date of the Annual General Meeting so as to enable the management to keep the information ready at the meeting to the extent possible.
18. Members are requested to visit the website of the Company [www.supremeinfra.com](http://www.supremeinfra.com) for viewing the quarterly and annual financial results and other information on the Company. For investor-related queries, communication may be sent by an e-mail to [cs@supremeinfra.com](mailto:cs@supremeinfra.com)

# NOTICE

19. In case of joint holder(s) attending the Meeting, only the joint holder higher in the order of names will be entitled to vote.
20. 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.
21. A brief profile of the Directors proposed to be appointed/reappointed is given below:

**Shri Bhawanishankar H. Sharma, Executive Chairman:**

He is Graduate in Science. He was one of the few Quarry Owners in Mumbai when he started quarrying activities few decades ago. After successfully establishing and running of quarrying activities, he started activities of manufacturing of Silica Sand and commenced the activities of quarrying and asphaltting. He then slowly moved into the construction activities and in 1988, he took over the management and ownership of the Company and transformed Supreme into an infrastructure company from an ailing unit which was inherited from its predecessors.

**Shri Vikram B. Sharma, Managing Director:**

He is Bachelor of Engineering in Civil from Bombay University. He is associated with the Company since 1998. Under his guidance, the Company has completed and carried out various prestigious projects of many Government Organization viz. Public Works Department, Maharashtra State Road Development Corporation, Bombay Municipal Corporation and Mumbai Metropolitan Regional Development Authority under his supervision. He has gained 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.

**Shri Vikas B. Sharma, Whole Time Director:**

He is a Commerce Graduate from Bombay University and Masters in Management Studies (MMS) with specialization in Finance. After finishing his academics in 2003, he joined the organization as a Whole-time Director, efficiently managing Accounts, Administration and Finance Department. Mr. Vikas B. Sharma has truly been a strong pillar that shoulders significant amount of responsibility.

**Shri Dakshendra Agarwal, Director:**

He is a graduate in commerce and a member of Institute of Chartered Accountants of India. He is a proprietor of Dakshendra & Associates, Chartered Accountants and a partner in A.P. Sanzigiri & Company, Chartered Accountants. He is having rich and varied experience in the field of finance, banking and corporate taxation.

**Shri S. K. Mishra, Independent Director:**

Shri S. K. Mishra, the Ex. Deputy Managing Director of State Bank of India and has been in the Top Management Team of SBI, managing business growth and heading key portfolios of Corporate Strategy & New Businesses, Information

Technology and Government Banking. He has an expertise in Banking. He served SBI for 38 years and have experience to work across the multiple departments

**Smt. Nilima Mansukhani, Independent Director:**

Smt. Nilima Mansukhani is the Ex-Chief Commissioner of Income Tax, Mumbai. A topper of 1975 Civil Services Exams, she joined Indian Revenue Service (Income Tax) and served over 37 years in income tax department at various levels across India. She has an expertise in taxation matters.

22. Voting through electronic means  
As per Clause 35B of the Listing Agreement 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 Thirty Second 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 Annual General Meeting by electronic means through the e-voting facility. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. Instruction for evoting are annexed to this notice.
23. 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:
- Email Intimation: By sending an email to [cs@supremeinfra.com](mailto:cs@supremeinfra.com) and mentioning the Name(s) and Folio Number / Client ID and DP ID
  - To the Company: By a written communication addressed to the Company Secretary at the Registered Office of the Company.

Upon registration of the e-mail address(es) by the Member(s), the Company will send them Notices, Annual Report and other documents and communications meant for Members via electronic mode / e-mail. Further, the communications / documents will also be made available on the Company's website [www.supremeinfra.com](http://www.supremeinfra.com) for download by the Members.

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

Place: Mumbai  
Date: 27th June, 2015

**VIJAY JOSHI**  
**COMPANY SECRETARY**

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

# NOTICE

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following is the statement pursuant to section 102(1) of the Companies Act, 2013 (the Act), setting out all material facts relating to the business mentioned at Item Nos. 6 to 14 of the accompanying Notice dated 27th June, 2015.

### Item Nos. 6:

The Company had appointed Shri Sushil Kumar Mishra, as Additional Director (in the capacity of an Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and pursuant to Clause 49 of the Listing Agreements entered with the Stock Exchanges in compliance with the Listing Agreement requirements with effect from 2 June, 2015.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Shri Sushil Kumar Mishra as an Independent Director in the annual general meeting for a period of five years from June 2, 2015, not liable to retire by rotation.

Shri S. K. Mishra, the Ex. Deputy Managing Director of State Bank of India and has been in the top management team of SBI, managing business growth and heading key portfolios of Corporate Strategy & New Businesses, Information Technology and Government Banking. He has an expertise in Banking. He served SBI for 38 years and have experience in working across the multiple departments.

Shri Sushil Kumar Mishra will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at [www.supremeinfra.com](http://www.supremeinfra.com).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Sushil Kumar Mishra for the office of a Director of the Company.

Shri Sushil Kumar Mishra, independent director of the Company, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Shri Sushil Kumar Mishra, fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Shri Sushil Kumar Mishra as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the Shri Sushil Kumar Mishra shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday. Other details of Shri Sushil

Kumar Mishra whose appointment is proposed at Item Nos. 6 of the accompanying Notice, have been given in the annexure-I attached.

Except, Shri Sushil Kumar Mishra, 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.

### Item Nos. 7:

The Company had appointed Smt. Nilima Mansukhani, as Additional Director (in the capacity of an Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and pursuant to Clause 49 of the Listing Agreements entered with the Stock Exchanges in compliance with the Listing Agreement requirements with effect from 2 June, 2015.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Smt. Nilima Mansukhani as an Independent Director in the annual general meeting for a period of five years from June 2, 2015, not liable to retire by rotation.

Mrs. Nilima Mansukhani is the Ex-Chief Commissioner of Income Tax, Mumbai. A topper of 1975 Civil Services Exams, she joined Indian Revenue Service (Income Tax) and served over 37 years in income tax department at various levels across India. She has an expertise in taxation matters.

Smt. Nilima Mansukhani will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at [www.supremeinfra.com](http://www.supremeinfra.com).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Nilima Mansukhani for the office of a Director of the Company.

Smt. Nilima Mansukhani, independent director of the Company, have given a declaration to the Board that she meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Smt. Nilima Mansukhani, fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Smt. Nilima Mansukhani as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the Smt. Nilima Mansukhani shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday. Other details of Smt. Nilima Mansukhani whose appointment is proposed at Item Nos. 7 of the accompanying Notice, have been given in the annexure-I attached.



# NOTICE

Except, Smt. Nilima Mansukhani, 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.

## Item Nos. 8:

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 March 31, 2016.

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 March 31, 2016, 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. 8 of the Notice for approval by the Members.

## Item No. 9

The terms of appointment of Mr. Bhawanishankar Sharma as Whole-time Director was up to 31st March, 2015. The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective Meeting held on February 9, 2015 and February 16, 2015, subject to the approval of the members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have approved his appointment and terms of remuneration for a period of five years effective from April 1, 2015.

Mr. Bhawanishankar Sharma is Graduate in Science. He is the founder promoter of the Company. He was one of the few Quarry Owners in Mumbai when he started quarrying activities few decades ago. After successfully establishing and running of quarrying activities, he started activities of manufacturing of Silica Sand and commenced the activities of quarrying and asphaltting. He then slowly moved into the construction activities and in 1988, he took over the management and ownership of the Company and transformed Supreme into an infrastructure company from an ailing unit which was inherited from its predecessors.

The remuneration proposed to be paid to Shri Bhawanishankar Sharma as Whole-time Director of the Company is the same as what is currently being paid to him by the Company in his capacity as Executive Chairman of the Company.

Shri Bhawanishankar Sharma is a relative of Mr. Vikram Sharma Managing Director of the Company and Mr. Vikas Sharma, Whole-time Director & CFO of the Company.

The main terms and conditions of appointment including payment of remuneration for the period of 5 years effective from April 1, 2015 to March 31, 2020 of Shri Bhawanishankar Sharma as a Whole-time Director of the Company are given below:

1. Period of Appointment: 5 years with effect from April 1, 2015
2. Remuneration : For a period of 5 years effective from April 1, 2015 to March 31, 2020
  - A. Salary: ₹ 5,00,000 per month
  - B. Perquisites & allowances: ₹ 3,00,000/- per month  
Entitlement to the following perquisites in accordance with the Company's policies, practices and procedures:

The Whole-time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance, contribution to superannuation fund and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and/or the Board of Directors and the Whole-time Director. However, the payment of such perquisites and allowances will be subject to a maximum of 100% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund shall not be included in the computation of the aforesaid ceiling on perquisites and allowances to the extent this is not taxable under the Income-Tax Act, 1961. One month's leave for every eleven months' service.

Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling for the perquisites and allowances as aforesaid.

## Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Whole-time Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Whole-time Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as "Minimum Remuneration".

The terms and conditions of his appointment and remuneration may be altered and varied from time to time by the Board and/or Nomination and Remuneration Committee as it may, in its discretion deem fit, notwithstanding the limits stipulated under

# NOTICE

Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and /or Nomination and Remuneration Committee and the Whole-time Director, subject to such approvals as may be required.

The agreement may be terminated by either party giving the other party six months notice in writing. The draft of the agreement to be entered into between the Company and Shri Bhawanishankar Sharma is available for inspection by the Members at the Registered Office of the Company during business hours on any working day of the Company till the date of the Annual General Meeting.

Mr. Bhawanishankar Sharma is interested to the extent of remuneration payable to him under the proposed resolution. Mr. Vikram Sharma, Managing Director of the Company and Mr. Vikas Sharma, Whole-time Director & CFO of the Company being the relative of Mr. Bhawanishankar Sharma are directly/ indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board of Directors of the Company recommends the resolution as set out in Item No. 9 above as Special resolution.

## Item No. 10

The terms of appointment of Shri Vikram Sharma as Managing Director was up to 31st March, 2015. The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective Meeting held on February 9, 2015 and February 16, 2015, subject to the approval of the members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have respectively approved his appointment and terms of remuneration for a period of five years effective from April 1, 2015.

Mr. Vikram Sharma is Bachelor of Engineering in Civil from Bombay University. He is associated with the Company since 1998. Under his guidance, the Company has completed and carried out various prestigious projects of many Government Organization viz. Public Works Department, Maharashtra State Road Development Corporation, Bombay Municipal Corporation and Mumbai Metropolitan Regional Development Authority, private sector enterprises etc. under his supervision. Mr. Vikram Sharma has gained 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.

The remuneration proposed to be paid to Mr. Vikram Sharma as Managing Director of the Company is the same as what is currently being paid to him by the Company in his capacity as Managing Director of the Company.

Mr. Vikram Sharma is a relative of Shri Bhawanishankar Sharma, Whole-time of the Company and Mr. Vikas Sharma, Whole-time Director & CFO of the Company.

The main terms and conditions of appointment including payment of remuneration for the period of 5 years effective from April 1, 2015 to March 31, 2020 of Mr. Vikram Sharma as a Managing Director of the Company are given below:

1. Period of Appointment: 5 years with effect from April 1, 2015
2. Remuneration : For a period of 5 years effective from April 1, 2015 to March 31, 2020
  - A. Salary: ₹ 5,00,000 per month
  - B. Perquisites & allowances: ₹ 3,00,000/- per month

Entitlement to the following perquisites in accordance with the Company's policies, practices and procedures:

The Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance, contribution to superannuation fund and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and/or the Board of Directors and the Managing Director. However, the payment of such perquisites and allowances will be subject to a maximum of 100% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund shall not be included in the computation of the aforesaid ceiling on perquisites and allowances to the extent this is not taxable under the Income-Tax Act, 1961. One month's leave for every eleven months' service.

Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling for the perquisites and allowances as aforesaid.

## Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Managing Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Managing Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as "Minimum Remuneration".

# NOTICE

The terms and conditions of his appointment and remuneration may be altered and varied from time to time by the Board and/or Nomination and Remuneration Committee as it may, in its discretion deem fit, notwithstanding the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and/or Nomination and Remuneration Committee and the Managing Director, subject to such approvals as may be required.

The agreement may be terminated by either party giving the other party six months notice in writing. The draft of the agreement to be entered into between the Company and Shri Vikram Sharma is available for inspection by the Members at the Registered Office of the Company during business hours on any working day of the Company till the date of the Annual General Meeting.

Mr. Vikram Sharma is interested to the extent of remuneration payable to him under the proposed resolution. Mr. Bhawanishankar Sharma, Whole-time Director of the Company and Mr. Vikas Sharma, Whole-time Director & CFO of the Company being the relative of Mr. Vikram Sharma are directly/ indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board of Directors of the Company recommends the resolution as set out in Item No. 10 above as Special resolution.

## Item No. 11

The terms of appointment of Mr. Vikas Sharma as Whole-time Director was up to 31st March, 2015. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meeting held on February 9, 2015 and February 16, 2015, subject to the approval of the members and in accordance with the provisions of Schedule V to the Companies Act, 2013, have respectively approved his appointment and terms of remuneration for a period of five years effective from April 1, 2015.

Mr. Vikas Sharma is a Commerce Graduate from Bombay University and Masters in Management Studies (MMS) with specialization in Finance. After finishing his academics in 2003, he joined the organization as a Whole-time Director, efficiently managing Accounts, Administration and Finance Department. Mr. Vikas B. Sharma has truly been a strong pillar that shoulders significant amount of responsibility.

The remuneration proposed to be paid to Shri Vikas Sharma as Whole-time Director of the Company is the same as what is currently being paid to him by the Company in his capacity as Whole-time Director of the Company.

Shri Vikas Sharma is a relative of Mr. Bhawanishankar Sharma, Whole-time Director of the Company and Mr. Vikram Sharma, Managing Director of the Company.

The main terms and conditions of appointment including payment of remuneration for the period of 5 years effective from April 1, 2015 to March 31, 2020 of Mr. Vikas Sharma as a Whole Time Director of the Company are given below:

1. Period of Appointment: 5 years with effect from April 1, 2015
2. Remuneration : For a period of 5 years effective from April 1, 2015 to March 31, 2020
  - A. Salary: ₹ 5,00,000 per month
  - B. Perquisites & allowances: ₹ 3,00,000/- per month  
Entitlement to the following perquisites in accordance with the Company's policies, practices and procedures:

The Whole-time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other allowances, medical reimbursement, club fees and leave travel concession for self and his family, personal accident insurance, contribution to superannuation fund and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and/or the Board of Directors and the Whole-time Director. However, the payment of such perquisites and allowances will be subject to a maximum of 100% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-Tax Rules, 1962, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund shall not be included in the computation of the aforesaid ceiling on perquisites and allowances to the extent this is not taxable under the Income-Tax Act, 1961. One month's leave for every eleven months' service.

Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling for the perquisites and allowances as aforesaid.

## Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015 during the currency of the tenure of the Whole-time Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Whole-time Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as "Minimum Remuneration".

# NOTICE

The terms and conditions of his appointment and remuneration may be altered and varied from time to time by the Board and/ or Nomination and Remuneration Committee as it may, in its discretion deem fit, notwithstanding the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and /or Nomination and Remuneration Committee and the Whole-time Director, subject to such approvals as may be required.

The agreement may be terminated by either party giving the other party six months notice in writing. The draft of the agreement to be entered into between the Company and Shri Vikas Sharma is available for inspection by the Members at the Registered Office of the Company during business hours on any working day of the Company till the date of the Annual General Meeting.

Mr. Vikas Sharma is interested to the extent of remuneration payable to him under the proposed resolution. Mr. Bhawanishankar Sharma, Whole-time Director and Mr. Vikram Sharma, Managing Director of the Company of the Company being the relative of Mr. Vikas Sharma are directly/ indirectly concerned or interested in this resolution.

Save and except as above, none of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, are concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board of Directors of the Company recommends the resolution as set out in Item No. 11 above as Special resolution.

## Item no. 12

Equity based compensation is considered to be an integral part of employee compensation across various sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Supreme Infrastructure India Limited ("SIIL ESOS 2015"/ "Plan") with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company intends to implement SIIL ESOS 2015 either directly or through an Employee Welfare Trust (herein after referred to as "Trust") set up by the Company for the convenient administration thereof.

The Company seeks members' approval in respect of SIIL ESOS 2015 and grant of Stock Options to the eligible employees/ Directors of the Company as decided by the Nomination & Remuneration Committee from time to time in due compliance of the SEBI SBEB Regulations.

The main features of the SIIL ESOS 2015 are as under:

### 1. Brief Description of the Scheme(s):

This proposed Scheme called the "Supreme Infrastructure India Limited – Employee Stock Option Scheme 2015 (SIIL ESOS 2015)" is intended to reward the Eligible Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The SEBI SBEB Regulations permits dealing in/ acquisition of shares by way of secondary acquisition through a Trust route. The Company in terms of the said Regulations contemplates to enable the implementation of SIIL ESOS 2015 by dealing in/acquiring Equity Shares directly from the Company ("Primary Shares") and/or through secondary acquisition mode ("Secondary Shares") through the SIIL Employee Welfare Trust being set-up by the Company.

### 2. Total number of Options to be granted:

5,00,000 (Five Lacs) Options would be available for grant to the eligible employees of the Company under SIIL ESOS 2015, in one or more tranches exercisable into not exceeding 5,00,000 (Five Lacs) Equity Shares in aggregate in the Company of face value of ₹ 10/- each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of SIIL ESOS 2015, within overall ceiling.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Options or Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

### 3. Identification of classes of employees entitled to participate in SIIL ESOS 2015

Following classes of employees are entitled to participate in SIIL ESOS 2015:

- Permanent employees of the Company working in India or out of India;
- Directors of the Company; and
- Permanent employees and Directors of the subsidiary Companies

# NOTICE

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
  - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
  - c) an Independent Director within the meaning of the Companies Act, 2013.
4. Requirements of vesting and period of vesting:  
The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Nomination & Remuneration Committee may, at its discretion, lay down the detailed terms and conditions including but not limited to such performance based vesting as it may deem fit and/ or time based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of One (1) year.
5. Maximum period within which the Options shall be vested:  
Options granted under SILL ESOS 2015 would vest subject to maximum period of 5 (Five) years from the date of grant of such Options.
6. Exercise price or pricing formula:  
The Exercise Price per Option shall not be less than face value of the Equity Shares and shall not exceed Market Value of the Equity Share of the Company as on date of grant of Option as determined by the Nomination & Remuneration Committee. Market Value shall have the same meaning as defined under SEBI SBEB Regulations.
7. Exercise period and the process of Exercise:  
The Vested Options shall be allowed for exercise on and from the date of vesting. The Vested Options need to be exercised within a maximum period of 5 (Five) year from the Date of Vesting of such Options.
- The Vested Option shall be exercisable by the employees by a written application to the Trust or Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/ Nomination & Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.
- In case of cashless system of exercise of vested Options, the Nomination & Remuneration Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.
8. Appraisal process for determining the eligibility of employees under SILL ESOS 2015:  
The appraisal process for determining the eligibility of the employees will be decided by the Nomination & Remuneration Committee from time to time.

The employees would be granted Options under the SILL ESOS 2015 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination & Remuneration Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:  
The number of Options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Plan ), in any financial year and in aggregate under the SILL ESOS 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."
10. Maximum Quantum of benefits to be provided per employee under the SILL ESOS 2015  
The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of Options.
- The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Nomination & Remuneration Committee. After vesting and on exercise of the Options, the employees may like to sell the Shares immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The Maximum benefit that employees would get on sale of shares will depend on sale price of such Shares arising out of exercise of options, exercise price of options, the dividends declared, bonus/ rights shares issued and shares splits during the period, if any.
11. Scheme implementation through Trust:  
The Scheme may also be implemented and administered by the Employee Welfare Trust being set up by the Company namely "SILL Employee Welfare Trust".
12. Source of acquisition of shares by trust  
The Scheme contemplates both New Issue of Shares by the Company ("Primary Shares") as well as Secondary Acquisition of shares by the Trust.
13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.

For the effective implementation of the Scheme, the Company may grant an interest free loan to the Trust set-up by the Company, in one or more tranches, not exceeding 5% of the aggregate of the Paid-up Share Capital and Free Reserves, in accordance and compliance with applicable provisions of SEBI Regulations and Companies Act 2013 and Rules framed thereunder.



# NOTICE

The details of Loan to the Trust are as below:

Amount of Loan	Maximum amount of loan outstanding at any point of time not to exceed ₹ 10 crore.
Tenure of Loan	To be decided by the board of directors from time to time.
Utilisation of Loan	Subscribing to the Primary Shares and/or Acquisition of equity shares of the Company from the Secondary market.
Repayment Terms	To be repaid within such time and on such terms as the board of directors may decide from time to time.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase of the scheme

The total number of Shares under Secondary Acquisition held by the Trust shall not, at any time, exceed 5% of the paid up equity capital of the Company as on March 31, 2015.

Equity Shares that can be acquired from the Secondary Market in any financial year by the Trust shall not exceed 2% of the Paid-up Equity Share Capital as at the end of the financial year preceding the date of intended acquisition (or such other limits as may be prescribed under the SEBI SBEB Regulations)

15. Accounting and Disclosure Policies:  
The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards/ policies as may be prescribed by the Institute of Chartered Accountants of India or Central Government or SEBI from time to time, including the disclosure requirements prescribed therein.

16. Method of Option Valuation:  
To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Directors recommend the resolutions for your approval.

## Item no. 13

Your Company intends to implement Supreme Infrastructure India Limited Employee Stock Option Scheme 2015 ("SIIL ESOS 2015"/ "Plan") with a view to attract and retain key talents working with the Company. Your Company contemplates implementation of the Plan through an Employee Welfare Trust (Trust) authorised to deal in/acquire shares directly from the Company ("Primary Shares") and/or to acquire shares from Secondary Market ("Secondary Shares") with a view to efficiently manage the Plan and if required to enable cashless exercise of vested options.

The Board of Directors of the Company at its meeting on 27 June, 2015 approved ESOS SIIL 2015 envisaging the aforesaid mode of implementation, contemplating acquisition of both Primary and Secondary Shares by the Trust.

Under the Plans, if the Company opts to issue fresh equity shares to the Option holders upon exercise of options, it would result in dilution of equity. Acquisition of shares from the secondary market will avoid equity dilution and therefore, acquisition of the Company's shares from the secondary market by SIIL Employee Welfare Trust (hereinafter referred to as "Trust") is contemplated.

Under SEBI SBEB Regulations, shareholders of the Company shall approve acquisition of shares from secondary market for implementation of employee benefit schemes, by passing a special resolution. The said Regulations also provide that the secondary acquisition by the Trust, in any financial year, for implementing employee benefit schemes shall not exceed 2% of the total number of shares of the Company at the end of preceding financial year. Further, the said Regulations also stipulate that the total number of shares acquired from the secondary market and held by the Trust at any time, shall not exceed 5% of the total number of the shares of the Company at the end of the financial year preceding the year in which the resolution for secondary acquisition of shares is passed by the shareholders.

Consent of the members is being sought by way of a special resolution pursuant to Regulation 3(1) and Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Board of Directors recommends the resolution for your approval.

## Item no. 14

The Company intends to implement Supreme Infrastructure India Limited Employee Stock Option Scheme 2015 ("SIIL ESOS 2015"/ "Plan") with a view to attract and retain key talents working with the Company by primary issue of shares to the Trust/Acquisition of Shares from the Secondary Market through Trust route for its implementation. The SEBI SBEB Regulations govern share based employee benefit schemes/ plans being implemented by a Company. These Regulations permits Trust route in Plan

# NOTICE

implementation.

The Board has set-up an Employee Welfare Trust namely SILL Employee Welfare Trust (hereinafter referred to as "Trust") and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan is within the statutory limit of 5% of the aggregate of Paid-up Share Capital and Free Reserves, as prescribed under SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (Companies Rules).

Particulars in respect of the Trust:

- a) The class of employees for whose benefit the Plan is being implemented and money is being provided for purchase of the shares:
- The Plan is being implemented and money is being provided for purchase of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible subject to selection by the Nomination & Remuneration Committee/Board are as under:
- Permanent employees of the Company working in India or out of India;
  - Directors of the Company; and
  - Permanent employees and Directors of the Subsidiary Company(ies) .

Following persons are not eligible:

- an employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- an Independent Director within the meaning of the Companies Act, 2013.

- b) The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant provisions of SEBI SBEB Regulations and other applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Employee Stock Options after realisation of exercise price and applicable income tax.

- c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Trust is set-up in the nature of an Employee Welfare Trust with the name SILL Employee Welfare Trust having its registered office at Supreme House, Pratap Gad, Plot No. 94/C, Opp. I.I.I. main gate, Powai, Mumbai – 400076.

Particulars of the Trustees

S. No.	Name	Address	Occupation	Nationality
1	Mr. Shivanand Samant	1202 Satsang Tower, Upper Govind Nagar, Malad (E), Mumbai - 400097	Service	Indian
2	Mr. Kamlesh Chechani	B-304, Oberoi Splendor, J V Link Road, Opp. Majas Bus Depot, Andheri East, Mumbai - 400060	Service	Indian
3	Mr. Pankaj Sharma	701, Hawaii Building, Pacific Enclave, Opp I.I.T. Powai, Mumbai - 400076	Service	Indian
4	Mrs. Jayenti Mulki	1902, 19th Floor, Excel Tower, Opp. I.I.T. Main Gate, Powai, Mumbai – 400 076	Service	Indian

# NOTICE

The Board (including a committee thereof) at its sole discretion may add or remove, any of the trustees, at any time.

The Trustees are neither promoters, directors nor key managerial personnel of the Company nor are they related to the promoters, directors or key managerial personnel in their personal capacity.

- d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters are not eligible to be covered under any stock option plan and therefore, do not have any interest in this scheme or in the Trust. Key managerial personnel and non-promoter directors may be covered under the stock option plans in due compliance with the SEBI SBEB Regulations and therefore, may be considered to be interested in the Scheme or Trust to the extent of options granted or exercised by them.

- e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Nomination & Remuneration Committee. After vesting and on exercise of the Options, either the Company or the Trust/Trustees may allot or transfer corresponding number of shares to the employees against payment of the exercise price. The employees may hold, sell or otherwise deal in such shares, as per their discretion subject to applicable laws and regulations. Provision of loans by the Company to the Trust enables the Trust to operate the stock option plans including cashless stock option scheme. Under cashless scheme, the Trust holds a certain number of shares of the Company and on exercise of stock options by an employee, the Trust can sell the corresponding number of shares, out of its holdings, in the market and pay the employee the proceeds of such sale after deducting the exercise price, taxes and the transaction charges. This provides the employees an avenue for realizing the benefit of stock option without having to make upfront investment. This also gives instant liquidity to the options which is of great benefit to the employees.

- f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

As per SEBI SBEB Regulations, the Trustees shall not vote in respect of Equity Shares held in the Trust. In these circumstances, the voting rights can be exercised by an employee only when the Shares are transferred to them after due process of exercise of Options.

Consent of the members is being sought by way of a special resolution pursuant to Regulation 3 (8) of the SEBI SBEB Regulations read with Section 67 of the Companies Act, 2013 and Rule 16 of the Companies (Share Capital & Debentures) Rules 2014.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Plan.

The Board of Directors recommends the resolution for your approval.

## FOR SUPREME INFRASTRUCTURE INDIA LIMITED

Place: Mumbai  
Date: 27th June, 2015

**VIJAY JOSHI**  
**COMPANY SECRETARY**

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

# ANNEXURE I

Details of the Directors seeking Appointment/ Re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Shri Bhawanishankar Sharma	Shri Vikram Sharma
Date of Birth	20/10/1947	08/03/1974
Date of Appointment	08/04/1983	21/08/1998
Qualification	Graduate in Science (B.Sc.) from Rajasthan University	Bachelor of Engineering in Civil (B.E.-Civil) from Mumbai University
Expertise in specific functional areas	Chief Promoter and founder Director of the Company. He has over 25 years of rich and varied experience in construction and infrastructure industry.	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.
Directorships in other Public Limited Companies	Nil	Nil
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	Nil
No. of Shares held in the Company	39,35,080	28,24,259

Particulars	Shri Vikas Sharma	Shri Dakshendra Agarwal
Date of Birth	16/02/1978	21/07/1973
Date of Appointment	21/08/1998	13/11/2010
Qualification	B.Com. Masters in Management Studies (MMS)	Chartered Accountant
Expertise in specific functional areas	He is the promoter and Whole Time Director of the Company. He has been the director of the Company since 1998 and involved in the day to day affairs of the Company since 2003. He has been looking after the commercial functions, accounting, banking and finance functions of the Company. He has introduced several systems and policies which improved cost effectiveness, departmental efficiency and improved inventory management.	He is a graduate in commerce and a member of Institute of Chartered Accountants of India. He is a proprietor of Dakshendra & Associates, Chartered Accountants and a partner in A.P. Sanzigiri & Company, Chartered Accountants. He is having rich and varied experience in the field of finance, banking and corporate taxation.
Directorships in other Public Limited Companies	Nil	Nil
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	Nil
No. of Shares held in the Company	15,49,441	Nil

# ANNEXURE I

Particulars	Shri Sushil Kumar Mishra	Smt. Nilima Mansukhani
Date of Birth	19/01/1955	01/11/1951
Date of Appointment	02/06/2015	02/06/2015
Qualification	B.A.(Hons), PGDBM (XLRI), CAIIB	M.A.
Expertise in specific functional areas	Shri S. K. Mishra, the Ex. Deputy Managing Director of State Bank of India and has been in the Top Management Team of SBI, managing business growth and heading key portfolios of Corporate Strategy & New Businesses, Information Technology and Government Banking. He has an expertise in Banking. He served SBI for 38 years and have experience to work across the multiple departments.	Mrs. Nilima Mansukhani is the Ex-Chief Commissioner of Income Tax, Mumbai. A topper of 1975 Civil Services Exams, she joined Indian Revenue Service (Income Tax) and served over 37 years in income tax department at various levels across India. She has an expertise in taxation matters.
Directorships in other Public Limited Companies	Nil	Nil
Membership of the Committees in other Public Limited Companies (includes only Audit & Shareholders/ Investors Grievance Committee)	Nil	Nil
No. of Shares held in the Company	Nil	Nil

## 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 National Securities Depository Limited (NSDL).
  - (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.
  - (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.
- 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 September, 2015 (9:30 am) and ends on 29th September, 2015 (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 September, 2015, 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)] :



# ANNEXURE I

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [hiteshkotharics@gmail.com](mailto:hiteshkotharics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 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/given separately with Annual Report:
- | <b>EVEN (Remote e-voting Event Number)</b> | <b>USER ID</b>  | <b>PASSWORD/PIN</b> |
|--|---|---------------------|
| (ii)                                       | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. |                     |
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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 September, 2015.
- 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 September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Hitesh Kothari and/or Ms. Sonam Jain of Kothari H. & Associates, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.supremeinfra.com](http://www.supremeinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited & BSE Limited, Mumbai.



## SUPREME INFRASTRUCTURE INDIA LIMITED

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

**CIN No.** L74999MH1983PLC029752

### ATTENDANCE SLIP

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

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

I/ We hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday, 30 September, 2015 at 3.30 p.m. at The Beatle Hotel, JMJ House Orchard Avenue, Hiranandani Gardens, Powai, Mumbai – 400076.

\_\_\_\_\_  
Member's / Proxy's name in Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

#### NOTES:

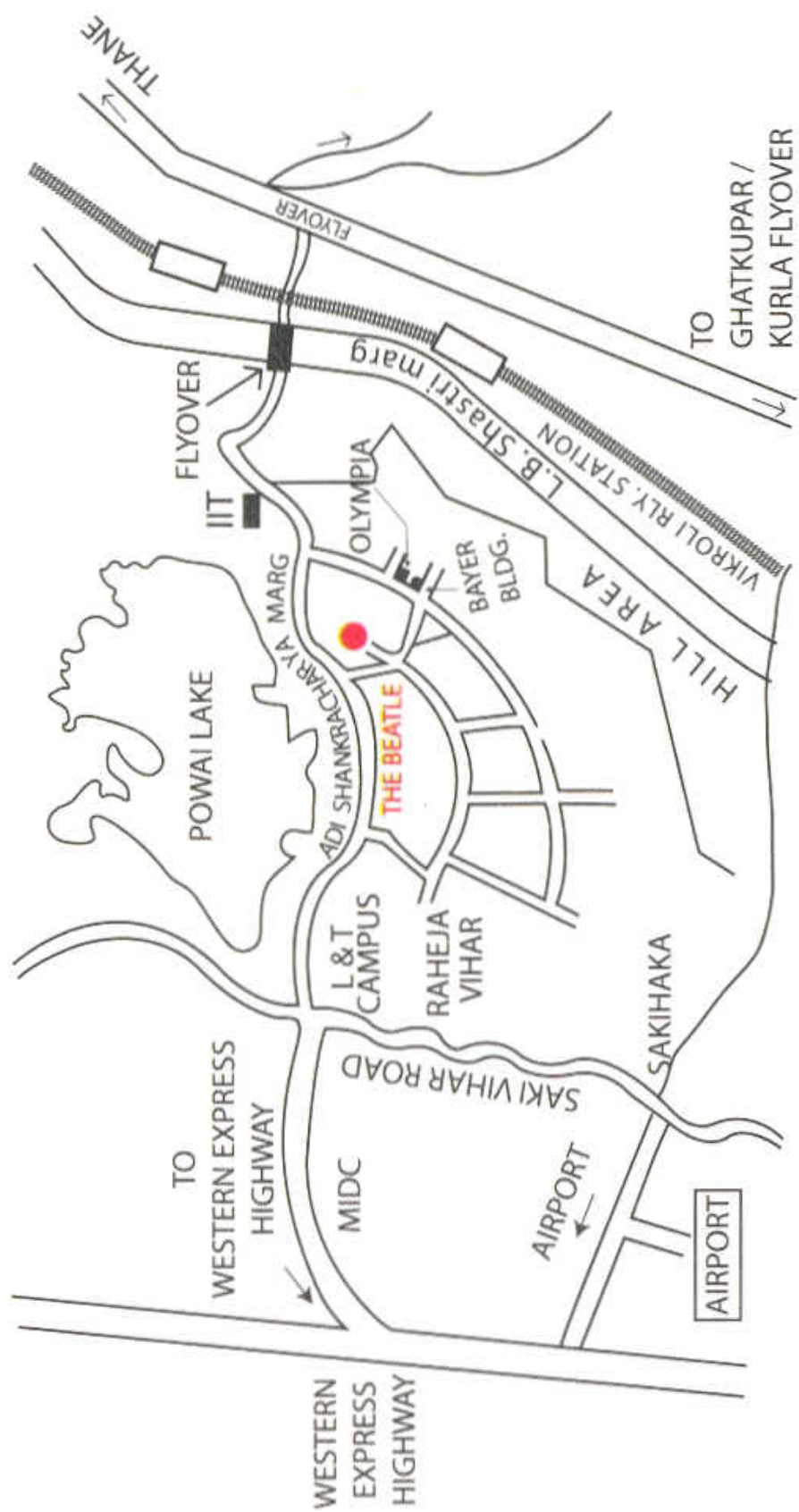
- Interested Joint Members may obtain Attendance Slip from the Registered/Corporate office of the Company.
- Members/Joint Members/Proxies are requested to bring the Attendance Slip with them. Duplicate Attendance Slip will not be issued at the meeting venue.

### ELECTRONIC VOTING PARTICULARS

<b>EVEN</b> <b>(Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

#### NOTES:

- Please read the instructions for electronic voting printed along with the notice of the annual general meeting to be held on Wednesday, September 30, 2015 at 3:30 p.m.
- The remote e-Voting period starts from September 27, 2015 (9.30 a.m.) to September 29, 2015 (till 5.00 p.m.) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
- A proxy is requested to bring his/her valid photo identity proof at the meeting.



## SUPREME INFRASTRUCTURE INDIA LIMITED

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

**CIN No.** L74999MH1983PLC029752

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):		e-mail Id:	
Registered address:		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 Second Annual General Meeting of the Company, to be held on the Wednesday, 30th day of September 2015 at 3.30 p.m. at The Beattle Hotel, JMJ House Orchard Avenue, Hiranandani Gardens, Powai, Mumbai – 400076 and at any adjournment thereof in respect of such resolutions as are listed below:

		Vote	
Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Ordinary Resolution to receive, consider and adopt, the audited financial statement and audited consolidated financial statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution to declare dividend on Preference Shares.		
3	Ordinary Resolution to appoint a Director in place of Mr. Vikram Sharma, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ordinary Resolution to appoint a Director in place of Mr. Dakshendra Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.		
5	Ordinary Resolution to appoint M/s. Walker Chandio & Co LLP, Chartered Accountants and M/s. Shah & Kathariya ,Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
SPECIAL BUSINESS			
6	Ordinary Resolution to Appoint Shri Sushil Kumar Mishra as an Independent Director.		
7	Ordinary Resolution to Appoint Smt. Nilima Mansukhani, as an Independent Director.		
8	Ordinary Resolution for ratification of Cost Auditors’ remuneration.		
9	Special Resolution to appoint Shri Bhawanishankar Sharma, as Whole Time Director of the Company		
10	Special Resolution to appoint Shri Vikram Sharma, as Managing Director of the Company		
11	Special Resolution to appoint Shri Vikas Sharma, as Whole Time Director of the Company		
12	Special Resolution for approval of ESOS Scheme 2015 of the Company		
13	Special Resolution for approval of Trust for the implementation of ESOS Scheme		
14	Special Resolution to provide provision for purchase of Shares by the Trust/ Trustees for the benefit of Employees under ESOS Scheme		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix a  
15 paise  
Revenue  
Stamp

**Notes:**

- 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 Second Annual General Meeting.
- 4) It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. It leave you the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.