

**SUPREME INFRASTRUCTURE INDIA LIMITED**

Regd Office: Supreme House, Plot No. 94/C, Pratap Gadh, Opp. I.I.T, Powai, Mumbai - 400 076

**NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the members of Supreme Infrastructure India Limited will be held on Tuesday, 29<sup>th</sup> March, 2011 at 3.30 P.M. at Rodas Hotel, Banquet Hall, Central Avenue, Hiranandani Gardens, Powai, Mumbai -400 076 to transact the following business:

**AS SPECIAL BUSINESS:****Item No. 1**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 16 & 94 and other applicable provisions, if any, of the Companies Act, 1956, the existing Authorized Share Capital of Rs. 50,00,00,000/- (Rupees Fifty Crores only) of the Company consisting of 4,80,00,000 ( Four Crores and Eighty Lakhs only) Equity Shares of Rs. 10/- each and 20,00,000 Preference Shares of Rs. 10/- each be and is hereby reclassified/ split as 3,00,00,000 ( Three Crores only) Equity Shares of Rs. 10/- each aggregating to Rs. 30,00,00,000/- (Rupees Thirty Crores only) and 2,00,00,000 ( Two Crore only) Preference Shares of Rs. 10/- each aggregating to Rs. 20,00,00,000/- (Rupees Twenty Crores only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:

'V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 3,00,00,000 (Three Crores only) Equity Shares of Rs. 10/- each and 2,00,00,000 ( Two Crore only) Preference Shares, of Rs. 10/- each with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such rights as may be determined by or in accordance with the Articles of Association of the company and to vary, modify, amalgamate or abrogate any such rights in such manner as may for the time being be provided in the Articles of Association of the Company'."

**"RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**Item No. 2**

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

**"RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered to insert the following new Sub-article after the existing Sub-article (A) of Article 3 of the Articles of Association of the Company:

'3(A) The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 3,00,00,000 (Three Crores only) Equity Shares of Rs. 10/- each and 2,00,00,000 (Two Crores only) Preference Shares of Rs. 10/- each. Subject to the Provisions of Section 80 of the Act and including any other relevant enactments, rules, regulations, guidelines, circulars issued by the relevant authorities, the Company shall have the power to issue Preference Shares which are, or at the options of the Company, liable to be redeemed or converted and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or conversion, as may be applicable'."

**Item No. 3**

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 80, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ('the Act') and all other applicable laws and regulation including the Securities and Exchange Board of India Guidelines, the Reserve Bank of India Guidelines, the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement(s) with Stock Exchanges, on which the Shares of the Company are listed or may hereafter be listed and subject to all such approvals, permissions, sanctions and consents as may be required under applicable laws and regulations and of concerned Authorities, Bodies and Agencies and subject to such conditions and modifications as may be prescribed by any of the above said authorities, bodies and agencies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include Committee thereof which the Board constitute, to which all or any of the powers hereby conferred on the Board by this Resolution, have been or may hereafter at any time be delegated) the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot from time to time in one or more tranches, upto 2,00,00,000 (Two Crores only) Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs.10/- (Rupees Ten) each at such price as may be determined by the Board, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only) (inclusive of premium, if any), by way of Preferential Issue on private placement basis, through offer letter and/or circular and/or information memorandum and/or such documents/writings, in such manner and on such price, terms and conditions as may be determined by the Board in its absolute discretion with power to settle details as to the form and terms of issue of the shares and all other terms conditions and matters connected therewith including to accept any modifications thereto or therein as may be required by persons involved with any such issue of shares subject, however, to all applicable laws and regulations."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing, the Board be and is hereby authorised to prescribe in its sole discretion with respect to the aforesaid issue of Preference Shares all or any of the terms or any combination of terms including but not limited to conditions in relation to offer, issue and allotment of Preference Shares, dividend percentage, redemption premium, redemption or early redemption of the Preference Shares."

**“RESOLVED FURTHER THAT** the Preference Shares hereby authorised to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and any offer, issue and allotment of securities, the Board of Directors be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, matters and things as may be necessary, desirable or incidental thereto and matters connected therewith including but without limitation, to sign all deeds, documents, instruments and writings and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Preference Shares as it may, in its absolute discretion, deem fit and any such action, decision or direction shall be binding on the Company.”

For **SUPREME INFRASTRUCTURE INDIA LIMITED**

Place : Mumbai  
Date: 28<sup>th</sup> February, 2011

**B. H. SHARMA**  
**CHAIRMAN**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** (A copy of the proxy form is attached).
2. Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the meeting.
3. Members are requested to notify any change in their address at the Registered Office of the Company immediately.
4. Members are requested to preferably send their queries to the Registered Office 7 days before the date of the Extra Ordinary General Meeting.
5. Explanatory Statement with respect to Item No.1 to 3 is annexed and forms part of the Notice.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ('the Act')**

**Item No.1 & 2 : Re-classification of the Authorised Share Capital of the Company**

The present Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 4,80,00,000 (Four Crores and Eighty Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of Rs. 10/- each. The Company proposes to issue Preference Shares which could be higher than the existing authorised preference share capital. The Board of Directors therefore has considered it necessary to reclassify the un-issued equity share capital of the Company into Equity Shares and Preference Shares so that there will be scope for raising finance for the requirements of the Company by the issue of Equity Shares and / or preference shares as and when considered necessary. Hence, it is proposed to re-classify / split the Authorized Equity Share Capital in the manner provided in the resolution above without affecting the total Authorised Share Capital of the Company. The re-classification will require the approval of members in general meeting by way of an Ordinary Resolution pursuant to Section 94 of the Companies Act, 1956 and hence the resolution at Item No.1 is submitted to the meeting for members' approval.

Resolution at Item No. 2 is proposed to re-classify / split the Authorised Share Capital of the Company into Equity Shares as well as Preference Shares consequent upon alteration in the capital clause of the Memorandum of Association. Pursuant to provisions of Section 31 of the Companies Act, 1956, alteration of Article of Association requires the approval of members, in General Meeting by way of Special Resolution.

The Board of Directors recommends the resolution for approval of members.

None of the Directors of the Company is, in any way concerned or interested in the above resolution except to the extent to which they may participate in the reclassified shares.

**Item No. 3 Authority to issue further shares**

In order to raise resources for general corporate purposes, the Company is proposing to issue upto 2,00,00,000 (Two Crores only) Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs.10/- each for an aggregate amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only) at such price as may be determined by the Board on preferential basis subject to approval of the shareholders at the General meeting.

Section 81 of the Companies Act, 1956 and Listing Agreement with Stock Exchanges, provides, inter-alia, that where it is proposed to increase the subscribed capital of the Company by allotment of further Shares, such further Shares shall be offered to the persons who at the date of offer are holders of the Equity Shares of the Company in proportion to the capital paid-up on those Shares as of that date, unless the shareholders in general meeting decides otherwise. The Special Resolution(s) seeks the consent of the Shareholders authorizing the Board of Directors, to issue / allot the shares on preferential basis and to prescribe in its absolute discretion with respect to the aforesaid issue of Preference Shares all or any of the terms or conditions in relation to offer, issue and allotment of Preference Shares, dividend percentage, redemption or early redemption of the Preference Shares etc.

The Board of Directors recommends the resolution(s) set out at Item No. 3 of the accompanying Notice for approval of the Members. None of the Directors are concerned or interested in the said resolution except to extent to which they may participate in the above referred issue of preference shares.

For **SUPREME INFRASTRUCTURE INDIA LIMITED**

Place : Mumbai  
Date: 28<sup>th</sup> February, 2011

**B. H. SHARMA**  
**CHAIRMAN**



## SUPREME INFRASTRUCTURE INDIA LIMITED

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Tel.: +91 22 6128 9700/ 99 Telefax : +91 22 6128 9711 www.supremeinfra.com

Please complete the attendance slip and hand it over at the entrance of the Meeting hall.

### ATTENDANCE SLIP

I hereby record and confirm my presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, 29<sup>th</sup> March, 2011 at 3.30 P.M. at Rodas Hotel, Banquet Hall, Central Avenue, Hiranandani Gardens, Powai, Mumbai -400 076

Regd Folio No. / DPID NO: \_\_\_\_\_

No. of shares: \_\_\_\_\_

Name of the shareholder (in block capitals) \_\_\_\_\_

Signature of the shareholder or proxy \_\_\_\_\_

----- TEAR HERE -----



## SUPREME INFRASTRUCTURE INDIA LIMITED

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### PROXY FORM

Regd Folio No. /DPID NO. \_\_\_\_\_ No. of shares \_\_\_\_\_

I / We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above Company,

hereby appoint Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_

or failing him/her Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_ as my /our proxy to attend and vote for me /us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, 29<sup>th</sup> March, 2011, at Rodas Hotel, Banquet Hall, Central Avenue, Hiranandani Gardens, Powai, Mumbai -400 076 at 3.30 P.M., and any adjournment thereof.

AS WITNESS my / our hand at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Affix Re. 1  
Revenue  
Stamp

Signature

#### Note:

1. The Proxy need not be the member.
2. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

If undelivered please return to:



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