

3rd February, 2012

To,
The General Manager,
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P. J. towers,
Dalal Street, Mumbai 400 001

To,
The Manager,
Listing Department,
The National Stock Exchange of India Ltd.
Bandra- Kurla Complex,
Mumbai – 400 051

Dear Sir,

Sub : Submission of Postal Ballot Notice dated 16th January, 2012

Scrip Code: 532904/ SUPREMEINFRA

This is to inform you that the Company has on 31st January, 2012 completed the dispatch of Notice in accordance with Section 192A of the Companies Act, 1956 (the "Act") read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, containing the draft resolutions along with the reasons therefore, the postal ballot form and a self addressed Business Reply Envelope (for which the postage will be borne and paid by the Company) in relation to :

- A) the Special Resolution under Section 372A of the Act authorizing the Board of Directors to make investments, acquire by way of subscription, purchase or otherwise the securities, make / give loans / deposits / guarantees / securities to Bodies corporate,
- B) Ordinary Resolution u/s. 293(1)(d) of the Companies Act, 1956 authorizing the Board of Directors for borrowing, on behalf of the Company, from time to time, by way of loans, advances, credits, acceptance of deposits or otherwise and
- C) Ordinary Resolution u/s. 293(1)(a) of the Companies Act, 1956 authorizing the Board of Directors to create a further mortgage and/or charge on the whole or substantially the whole of the Company's undertakings, including present or future properties

A copy of the Postal Ballot Notice and Postal Ballot Form as sent to the shareholders is enclosed herewith.

Thanking you,

Yours faithfully,

FOR SUPREME INFRASTRUCTURE INDIA LIMITED


(VIJAY JOSHI)
COMPANY SECRETARY

Encl.: Above

SUPREME INFRASTRUCTURE INDIA LIMITED

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

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.)

Dear Shareholder(s),

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is hereby given that the Resolution mentioned below is proposed to be passed by Postal Ballot.

1. To consider and if thought fit, to pass, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 372A, 192A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and subject to such consents and approvals as may be required from any other authority, the approval and consent of the Company be and is hereby accorded to the Board of Directors of the Company to make/give from time to time any loan(s)/revolving loans/advances/deposits, to give any guarantee and/or provide any security (including by way of pledge of shares or other securities held by the Company in any other body corporate) in connection with a loan made by any other person to or to any other person by any body corporate, to invest by way of subscription and /or purchase of equity/equity related securities and/or debentures, from time to time and in particular to enter into the transactions of the above nature with the following Companies in any one or more combination(s) thereof with the monetary ceiling stated against each such Company notwithstanding the fact that the aggregate of all the investments, loans, guarantees or securities so far given and/or proposed to be given, and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under Section 372A of the Companies Act, 1956 viz.:"

Sr. No.	Name of the Company	Monitory Ceiling
1	Supreme Manor Wada Bhiwandi Infrastructure Private Limited	Rs.450 Crores
2	Supreme Panvel Indapur Tollways Private Limited	Rs.1250 Crores
3	Supreme Ahmednagar Karamala Tembhum Tollways Private Limited	Rs.550 Crores
4	Supreme Best Value Kolhapur (Shiroli) Sangli Tollways Private Limited	Rs.350 Crores
5	Supreme Infra Projects Private Limited	Rs.110 Crores
6	Supreme Suyog Funicular Ropeways Private Limited	Rs.150 Crores
7	Sanjose Supreme Tollways Development Private Limited	Rs.1300 Crores
8	Supreme Kopergaon Ahmednagar Tollways Private Limited	Rs.250 Crores

"FURTHER RESOLVED THAT the proposed aforesaid transaction(s) shall be in addition (or inclusive) to the present exposure of the Company by way of loans, investment, guarantees and security(ies)."

"FURTHER RESOLVED THAT the aforesaid loans/advances/deposits/guarantees/securities/ investments etc. be made/given by the Company out of the share capital, internal accruals, loans raised or debentures issued and/or to be raised/issued by the Company and such other means and the Company do hereby confirm and approve the loans/ guarantees/securities/ investments made / given so far by the Board of Directors including the above referred Companies from time to time."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do such acts, deeds, matters and things, settle any question, difficulty or doubt arising out of and incidental thereto, to sign and execute all deeds, applications, finalise the terms & conditions, documents and writings that may be required on behalf of the Company and give such directions as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein, to any committee of Directors or to any Director(s) or any officer(s) of the Company, that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

2. To consider and if thought fit, to pass, the following Resolution as Ordinary Resolution:

"RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) (hereinafter referred to as the "Act"), consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary

loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time; will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs. 1800 Crores (Rupees One Thousand Eight Hundred Crores Only) and/or in equivalent foreign currency;"

"RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

3. To consider and if thought fit, to pass, the following Resolution as Ordinary Resolution:

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to the Board of Directors in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) (hereinafter referred to as the "Act") to create a further mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's, any one or more of the undertakings or all of the undertakings, including present or future properties, all immovable or movable assets, comprised in any undertaking of the Company or not, as may be agreed to in favour of the bank or banks, Financial Institutions, person(s), hereinafter referred to as the lenders, and/or trustees to secure borrowings upto an aggregate amount not exceeding Rs. 1800 Crores (Rupees One Thousand Eight Hundred Crores Only), subject to the limits approved under section 293(1)(d) of the Act, together with interest at the respective agreed rates by issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to Indian/ foreign banks, institutions, investors, mutual funds, companies, other corporate bodies, Resident/ Non-resident Indians, Foreign Nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/term loans/other instrument(s) in terms of their issue;"

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties;"

"RESOLVED FURTHER THAT for the purpose of giving effect to the this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Whole time Directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required, and to do all such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid or other wise considered to be in the best interests of the Company."

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

**VIJAY JOSHI
COMPANY SECRETARY**

Place : Mumbai
Date : 16th January, 2012

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

Notes :

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. Section 192A of the Companies Act, 1956 provides for passing of certain resolutions only by Postal Ballot in case of listed companies and the above referred items at Serial Numbers 1, 2 and 3 require consent of the Members through Postal Ballot.
2. The Board of Directors at its meeting held on 14th November, 2011 has appointed Kothari H. & Associates, Company Secretaries, as Scrutinizer to receive and scrutinize the completed ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members.
4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed along with assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 5th March, 2012 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballots will be announced on 7th March, 2012 at the Registered Office of the Company, at 11 a.m. Members who wish to be present at the time of declaration of the results, may do so at the said venue and the also be published in news papers, intimated to Stock Exchanges and publish on website of the Company www.supremainfra.com.
5. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a.m. and 1.00 p.m. up to 5th March, 2012.
6. The date of declaration of postal ballot results will be taken to be the date of passing the Special Resolution.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956 to the accompanying Notice dated 16th January, 2012.

1. Item No. 1

In the recent past, your Company has bagged few BOT projects. Each such projects would be executed in the separate SPVs formed for the purpose. As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorised to give loans, advances, inter corporate deposits, make investments, provide guarantees including corporate guarantees to bodies corporate including subsidiaries from time to time. The fund requirement will be sourced through internal accruals, equity proceeds and/or borrowings. As per Section 372A of the Companies Act, 1956, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by a special resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a resolution.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors of the Company, are in any way concerned or interested in the Resolution except Mr. Bhawanishankar Sharma, Mr. Vikram Sharma and Mr. Vikas Sharma, being Directors on the Board and shareholders of the above referred Companies.

1.	Name of the Company	Supreme Manor Wada Bhiwandi Infrastructure Private Limited
	Amount of Proposed Investment/ Guarantee / Security etc. as stated in the proposed resolution	Rs.450 Crores
	Purpose of Proposed Investment/ Guarantee / Security etc.	Incorporated as SPV Company for execution of the Project of 'widening of Manor-Wada (24.25 Kms.) and Wada Bhiwandi Road (40.07 Kms.) on SH-34 and SH-35 respectively in the State of Maharashtra and to convert it into a 4 lane highway on BOT basis' at an estimated cost of Rs. 430 Crores.
2.	Name of the Company	Supreme Panvel Indapur Tollways Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs. 1250 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as SPV Company for execution of the Project of 'Construction of Panvel - Indapur section of NH-17 from Km.0.00 to Km.84.00 in the State of Maharashtra by widening the existing 2-lane dual carriageway to a 4-lane dual carriageway on BOT basis' at an estimated cost of project of Rs.1206 Crores
3.	Name of the Company	Supreme Ahmednagar Karamala Tembhurni Tollways Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.550 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the Project of 'Construction of Four Lining of 61.71 kms. of Roads at Ahmednagar-Karamala-Tembhurni ch.80/600 to ch.140/080 in the State of Maharashtra.
4.	Name of the Company	Supreme Best Value Kolhapur (Shiroli) Sangli Tollways Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.350 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the Project of 'Construction of Four Lining from Kolhapur (Shiroli) - Sangli City under B.O.T. section Shiroli to Ankali M.S.H.No. 3 km. 146/790 to Km. 182/200 and Section Ankali to Sangli S.H.No. 75 Km/830 to Km.71/130 at Thane in the State of Maharashtra.'
5.	Name of the Company	Supreme Infra Projects Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.110 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the Project of 'Construction Up-gradation, Operation and Maintenance of Patiala-Malerkotla Road (MDR-32) in the state of Punjab on Build, Operate and Transfer (BOT) Toll Basis.'

6.	Name of the Company	Supreme Suyog Funicular Ropeways Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.150 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the Project of 'Construction of Funicular Ropeway at Hajimalang gad in Thane District in the state of Maharashtra on DBFOT (Toll) Basis ("Project") on build, operate and transfer (toll) BOT Basis.'
7.	Name of the Company	Sanjose Supreme Tollways Development Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.1300 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the project for 'Construction of Six Lining of Jaipur Ring Road from Ajmer Road to Agra Road Section in state of Rajasthan on DBFOT (Toll) Basis.'
8.	Name of the Company	Supreme Kopergaon Ahmednagar Tollways Private Limited
	Amount of Proposed Investment/ Guarantee/ Security etc. as stated in the proposed resolution	Rs.250 Crores
	Purpose of Proposed Investment/ Guarantee/ Security etc.	Incorporated as a SPV Company for execution of the project for 'Construction of 4-Laning of Kopergaon- Ahmednagar Road (Sh-10) From Km. 120/00 To 175/530 (Project-II) in the State of Maharashtra on Build, Operate and Transfer (BOT) Basis.'

Item No: 2

The Board had been authorised under Section 293(1)(d) and all other applicable provisions of the Companies Act, 1956, to borrow monies upto Rupees Eight Hundred Crores only in excess of the aggregate of paid-up capital and free reserves of the Company. Keeping in view of the Company's business requirements and its growth plans, it is considered appropriate to increase the aforesaid limit of borrowings. Your consent is therefore sought to authorise the Board to borrow upto Rupees One Thousand Eight Hundred Crores Only (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

The Board of Directors of the Company recommends the resolution as set out in Item No. 2 above as ordinary resolution. None of the directors of the Company is, in any way, concerned or interested in the said resolution

Item No: 3

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders.

Section 293(1)(a) of the Companies Act, 1956, provides inter-alia that the Board of Directors shall not except with the consent of the members in general meeting, sell, lease, or otherwise dispose off the whole, or substantially the whole, or each such undertaking, where the Company has more than one undertaking. Since the mortgage and/or charge to be created in respect of the aforesaid borrowing may be considered as disposal of the Company's undertaking, it is advisable, the proposal of creation of the mortgage in favour of various Banks, Institutions, Investors, Mutual Funds, Companies, Other Corporate Bodies, Resident/ Non-resident Indians, Foreign Nationals, be approved by the shareholders by way of ordinary resolution, pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

Your Directors recommends the resolution as set out in Item No. 3 above as ordinary resolution for your approval.

None of the directors of the Company is, in any way, concerned or interested in the said resolution.

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

Place : Mumbai
Date : 16th January, 2012

**VIJAY JOSHI
COMPANY SECRETARY**

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

SUPREME INFRASTRUCTURE INDIA LIMITED

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

POSTAL BALLOT FORM

- (1) Name & Registered Address of the sole/first named shareholder:

- (2) Name(s) of the joint holder(s) (if any):

- (3) Registered Folio No. / Client ID/DP ID No. *
 *(Applicable to investors holding shares in dematerialised form)

- (4) Number of Shares held:

- (5) I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 16th January, 2012 by sending my/our assent or dissent to the Ordinary/Special Resolution contained therein by placing the tick (✓) mark at the appropriate box below :

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	Special Resolution u/s. 372A of the Companies Act, 1956 authorizing the Board of Directors to make investments in, acquire by way of subscription, purchase or otherwise the securities of any other Body corporate, make / give loans / deposits / guarantees / securities to any Body corporate and in particular to the Companies mentioned in the Notice accompanying the Postal Ballot.			
2.	Ordinary Resolution u/s. 293(1)(d) of the Companies Act, 1956 authorizing the Board of Directors for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency at any one time shall not exceed, in the aggregate, the sum of Rs. 1800 Crores.			
3.	Ordinary Resolution u/s. 293(1)(a) of the Companies Act, 1956 authorizing the Board of Directors to create a mortgage and/or charge, on the whole or substantially the whole of the Company's, undertakings, including present or future properties, whether immovable or movable assets, in favour of the banks, Financial Institutions,			

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Registered Shareholder, will also be accepted.
2. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. In case of shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of board resolution / authority with attested specimen signature(s) of duly authorised signatory(ies).
4. Incomplete and Unsigned Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
5. Duly completed Postal Ballot Form should reach the address containing on the postal ballot form not later than the close of working hours on 5th March, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.
6. Postal Ballot shall not be exercised by a Proxy.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of dispatch of the Notice.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope addressed to the Scrutinizer as the Company will have no occasion to act on the same.
9. Fax copy of Postal Ballot Form will not be considered unless original Postal Ballot Form is received before the last date for receipt of Postal Ballot Form.