

7TH March, 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. : Declaration of Postal Ballot Result

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal Ballot) Rules, 2011, approval of the members of the Company was sought by means of Postal Ballot vide Notice dated 16th January 2012, for the following business:

Resolution No.	Particulars of Resolution
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 is particular to the Company 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 further 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, lenders, and/or trustees to secure borrowings upto an aggregate amount not exceeding Rs. 1800 Crores.

In this connection, we have to inform you that all the above resolutions were passed with requisite majority. We have enclosed the details of the break up of voting in each of the above resolutions in terms of Clause 35A of the Listing Agreement. We further prove the following information in this regard :

(Signature)

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- 1 Date of dispatch of Postal Ballot Form – 31st January, 2012 to 8515 Shareholders.
- 2 Last date of receipt of Postal Ballot Form – 5th March, 2012.
3. 238 Postal Ballots were received from shareholders, which were scrutinized by the scrutinizer for the purpose of ascertaining the assent or dissent of the Shareholders.

A copy of the report dated 6th March, 2012 received from Kothari H. & Associates, Company Secretaries, the scrutinizer for the above purpose is enclosed herewith.

We request you to take the above on record and oblige.

Thanking you,

Yours faithfully,

FOR SUPREME INFRASTRUCTURE INDIA LIMITED



VIJAY JOSHI
COMPANY SECRETARY

Annexure to the declaration of Postal Ballot Result dated 6th March, 2012

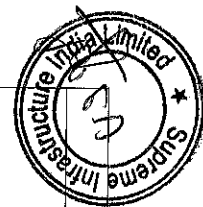
Break of Voting as per the requirement of under clause 35A the listing agreement

Resolution No.-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 is particular to the Company mentioned in the Notice accompanying the Postal Ballot.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	1	2		4	5		
Promoter and Promoter Group	9516702	9241958	97.113%	9241958	0	100	0
Public – Institutional holders	2104550	662085	31.460%	662085	0	100	0
Public-Others	5120935	112150	2.190%	111103	1047	99.066%	0.934%
Total	16742187	10016193		10015146	1047		

Resolution-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.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	1	2		4	5		
Promoter and Promoter Group	9516702	9241958	97.113%	9241958	0	100	0
Public – Institutional holders	2104550	662085	31.460%	662085	0	100	0
Public-Others	5120935	112150	2.190%	111099	1051	99.063%	0.937%
Total	16742187	10016193		10015142	1051		



Resolution No.-3 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, whether immovable or movable assets, in favour of the banks, Financial Institutions, lenders, and/or trustees to secure borrowings upto an aggregate amount not exceeding Rs. 1800 Crores.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	9516702	9241958	97.113%	9241958	0	100	0
Public – Institutional holders	2104550	662085	31.460%	662085	0	100	0
Public-Others	5120935	112150	2.190%	111229	921	99.179%	0.821%
Total	16742187	10016193		10015272	921		



RESULT OF THE POSTAL BALLOT U/S 192A READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 I IN RESPECT OF THE NOTICE DATED 16TH JANUARY, 2012 OF SUPREME INFRASTRUCTURE INDIA LIMITED

Resolution No.1

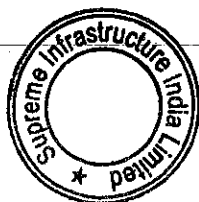
Special Resolution

"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 monitory 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 Tembhurni 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 Kopargaon 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."



Handwritten signature

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"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".

Resolution No. 2

Ordinary Resolution

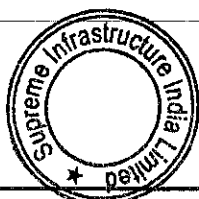
"RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) (hereinafter referred to as the "Act"), consent 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."

Resolution No. 3

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



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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 up to 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 otherwise considered to be in the best interests of the Company."

FOR SUPREME INFRASTRUCTURE INDIA LIMITED


VIJAY JOSHI
COMPANY SECRETARY



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