

SUPREME TEX MART LIMITED

Reg. Off: 424, INDUSTRIAL AREA "A", LUDHIANA- 141003
Ph: 0161-6614400 Fax: 0161-2609949, CINNO: L17117PB1988PLC016933
Website: www.supremetexmart.com; E-MAIL: info@supemetexmart.com

NOTICE is hereby given that Twenty-Sixth Annual General Meeting of the members of SUPREME TEX MART LIMITED will be held at the Registered Office of the Company at 424, Industrial Area – A, Ludhiana on Tuesday, the 30th day of September, 2014 at 12 Noon to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March 2014 and Profit and Loss Account for the year ended on that date, together with Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ajay Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kuldip Singh who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors for the year 2014-15 and to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Mr. Daljit Singh Sandhu (DIN: 06750304) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Daljit Singh Sandhu (DIN: 06750304), in respect of whom the Company has received a notice in writing along with deposit of Rs. 100,000/- from a Member proposing him as a candidate for the office of director under the provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an independent Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019.”

6. To appoint Mr. Ashok Kumar Singla (DIN: 00285760) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kumar Singla (DIN: 00285760), in respect of whom the Company has received a notice in writing along with deposit of Rs. 100,000/- from a Member proposing him as a candidate for the office of director under the provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an independent Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019.”

7. To approve the Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard 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 Sections 188 and all other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from April 1st 2014 up to maximum per annum amounts as appended below:

(Rs. in Crores)

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANUM) WEF IST APRIL 2014			
NAME OF THE RELATED PARTIES	Sale, Purchase or Supply of any Goods Materials	Selling or otherwise disposing of, or, buying property of any kind	Leasing of property of any kind
1. Venus Tex Spin Ltd.	100.00	–	–
2. Gautam Terrytech Ltd.	20.00	–	–
3. Ganeshgee Textiles Trading Ltd.	15.00	–	0.12

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or any committee thereof be and is hereby authorized to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalize any documents and writings related thereto.”

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors 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.”

By Order of the Board of Directors
For **Supreme Tex Mart Limited**
Sd/-

Robin Vijan
Company Secretary

Place: Ludhiana
Date: 30.05.2014

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the company. Proxy Form, in order to be effective, must be delivered at the Regd. office of the Company atleast 48 hours before the scheduled time of the meeting. The blank Proxy Form is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of company carrying voting rights. A Member holding more than ten percent of total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person as shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 5 to 8 of Special Business is annexed hereto and forms part of this Notice.
3. The Register of Members and Share Transfer Books of the company will remain closed from Thursday, the 25th September, 2014 to Tuesday, the 30th September, 2014 (both days inclusive).
4. Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Share Transfer Agents of the company. However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants (DPs).
5. Members are requested to send their queries on the accounts and operations of the Company, if any, so as to reach the Registered Office of the Company at least seven days before the meeting to enable the company to have relevant information ready at the meeting.
6. Members are requested to bring their Attendance slips along with their copy of Annual Report to the Annual General Meeting.
7. Members may also note that the equity shares of the company have been included in the list of securities for compulsory trading in dematerialized form under ISIN No. INE 651G01027. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future. They are requested to send their Dematerialization Request Form (DRF) through their Depository Participant (DP).
8. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) ID Number on all correspondence with the Company.
9. Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.
10. Details under clause 49 of the listing agreement with the Stock Exchange in respect of Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit detail of PAN to their Depository Participants with whom they maintain their Demat Account(s). Members holding shares in physical form can submit their PAN to Company.
12. Relevant Documents referred to in the accompanying notice and the statements are available for inspection by the members at registered office of Company on all working days during business hours upto the date of Annual General Meeting.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Ltd, on all resolutions set forth in this Notice.
14. Notice of the 26th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slips is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

PROCESS AND MANNER FOR E-VOTING:

The instructions for e-voting are as under:

A. In case of members receiving e-mail from RTA/CDSL (for Members whose e-mail ids are registered with the Company/Depositories):

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders” tab.
- iv. Now, select the “**Electronic Voting Sequence Number (EVSN) - 140902062**” along with “**Company Name – Supreme Tex Mart Limited**” from the drop down menu and click on “Submit”.
- v. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User ID	For 8 character DP ID followed by 8 digits Client ID For 16 digits beneficiary ID CDSL:	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) - Members holding shares in physical form who have not updated their PAN with the Company are requested to use the first two letters of their name in ‘Capital Letter’ followed by 8 digit folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s before the folio number. For example: If your name is Suresh Kumar with folio number 1234 then enter SU00001234 in the PAN field. - Members holding shares in Demat form who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in ‘Capital Letter’ followed by 8 digit CDSL/NSDL Client ID. For example: If your name is Suresh Kumar and your CDSL DematA/c. No. is 12058700 00001234 then enter SU00001234 or if your NSDL DPID-CLID is IN300100-10001234 then enter SU10001234 in the PAN field.	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If details are not recorded with the Depository or the Company please enter your Folio No. / Demat A/c. No. / DPID-CLID, as the case may be, in the Dividend Bank details field.	

- vi. After entering these details appropriately, click on “SUBMIT” tab.

- vii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$%&* _). Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. Click on the **EVSN- 140902062** for Supreme Tex Mart Limited to vote.
- ix. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B. In case a Members receiving the physical copy of Notice of AGM (for Members whose e-mail ids are not registered with the Company/Depositories):

Please follow all steps from Sr. no. (ii) to Sr. no. (xii) above, to cast vote.

- C. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

General Instructions:

- i. The e-voting period shall commence at 9.30 a.m. on Tuesday, 23rd September, 2014 and shall end at 5.30 p.m. on Thursday, 25th September, 2014. During this period members of the Company, holding shares either in physical or in dematerialized form, as on the record date i.e Friday, 22nd August, 2014, may cast their vote electronically. The-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.
- iii. 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 record date i.e. Friday, 22nd August, 2014.
- iv. The Company has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (Membership No. FCS – 4331 & C.P. No. 9491) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- vi. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.supremetexmart.com two (2) days of the passing of the resolutions at the 26th AGM of the Company to be held on Tuesday, the 30th September, 2014.
15. The Ministry of Corporate Affairs ("MCA") has vide Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, respectively, taken a 'Green Initiative in Corporate Governance', by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc. and any other Notice/Documents, henceforth in electronic form in lieu of the paper form.

We strongly urge you to support your Company's concern for this 'Green Initiative' by opting for electronic mode of communication. You are requested to please register your e-mail ID with your Depository Participant (DP), if you hold the Company's shares in electronic form, under intimation to the Registrar & Share Transfer Agents through your registered e-mail ID. However, if you hold the shares in physical form then you may register your e-mail ID with Registrar & Share Transfer Agents of the Company by sending a letter under your Registered Signature at the below mentioned address:

Beetal Financial & Computer Services (P) Limited,
Beetal House, 3rd Floor,
99, Madangir, BH-Local Shopping Complex
Near Dada Harsukhdas Mandir,
New Delhi – 110062.

By Order of the Board of Directors
For **Supreme Tex Mart Limited**
Sd/-

Robin Vijan
Company Secretary

Place : Ludhiana
Date : 30.05.2014

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 5 & 6:

Mr. Daljit Singh (holding DIN 06750304) and Mr. Ashok Kumar Singla (holding DIN 00285760) both joined the Board as an Additional Directors on December 4, 2013 and May 1, 2014 respectively pursuant to relevant provisions of Companies Act 1956/2013, and hold office upto the date of the Twenty Sixth Annual General Meeting of the Company but are eligible for appointment.

The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a Member(s) along with a deposit of Rs. 1,00,000/- each proposing the candidature of Mr. Daljit Singh Sandhu and Mr. Ashok Kumar Singla for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The resolution seeks the approval of members for the appointment of Mr. Daljit Singh Sandhu and Mr. Ashok Kumar Singla as an Independent Director of the Company for a period of five years pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They both are not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Daljit Singh Sandhu and Mr. Ashok Kumar Singla, the Independent Directors proposed to be appointed, fulfil the conditions specified in the Act and the Rules made thereunder and both are Independent of the Management. The Board considers that their continued association would be of immense benefit to the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Daljit Singh Sandhu and MR. Ashok Kumar Singla, to whom the resolution relate/s, is interested or concerned in the resolution

The Board recommends the resolution set forth in item no.5 & 6 for the approval of members.

Item No7

The Provisions of Section 188 (1) of the Companies Act, 2013 states that related party transactions require a Company to obtain prior approval of the Board of Directors and in case the Paid up Share Capital of the Company is Rs. 10.00 Crores or more, the prior approval of Shareholders by way of Special Resolution.

Further, third provision to Section 188 (1) provides that nothing shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not at arm's length basis.

The provisions of Section 188 (3) also provide that any Contract or Arrangement entered into u/s. 188 (1) may be ratified by the Board, or as the case may be, by the Shareholders at a General Meeting within three months from the date on which such contract or arrangement was entered into.

In the light of the provisions of 2013 Act, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may entered into with related parties (as defined under 2013 Act) for the Financial Year 2014-15 and beyond.

All prescribed disclosures required to be given under provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

(Rs. in Crores)			
MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANUM) WEF IST APRIL 2014			
NAME OF THE RELATED PARTIES	Sale, Purchase or Supply of any Goods Materials	Selling or otherwise disposing of, or, buying property of any kind	Leasing of property of any kind
1. Venus Tex Spin Ltd.	100.00	—	—
2. Gautam Terrytech Ltd.	20.00	—	—
3. Ganeshgee Textiles Trading Ltd.	15.00	—	0.12

Members are hereby informed that pursuant to second proviso of Section 188 (1) of the 2013 Act, no member of the Company shall vote on such Special Resolution to approve any Contract or Arrangement which may be entered into by the Company, if such Member is a Related Party.

The Board of Directors of your Company has approved this item in the Board Meeting held on 30th May, 2014 and recommends the resolution as set out in the accompanying notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors, no other Director is concerned or interested in the Resolution.

Item No.8:

The Articles of Association (“AoA”) of the Company as presently in force was being drafted in the year of 1988 when the Company was incorporated. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The New Companies Act, 2013 is now largely in force. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For **Supreme Tex Mart Limited**
Sd/-

Robin Vijan
Company Secretary

Place : Ludhiana
Date : 30.05.2014

Information pursuant to clause 49 of the Listing Agreement in respect of Directors seeking Appointment/ Re-appointment at the 26th Annual General Meeting:-

Name of Director	Mr. Ajay Gupta	Mr. Kuldeep Singh	Mr. Daljeet Singh Sandhu	Mr. Ashok Kumar Singla
Date of Birth	02.02.1965	30.05.1958	12.12.1962	10.02.1965
Expertise	Management	Management	Accounts, Finance, Taxation	Legal, Corporate Matters
Qualification	Graduate	B.S.C	Chartered Accountant	Company Secretary
Shareholding in company	9575445 Equity Shares of Rs. 5/- each.	Nil	Nil	Nil
Present / Past Occupation	Managing Director of Supreme Tex Mart Ltd.	Factory Manager, Supreme Tex Mart Limited	Senior Manager Accounts in Sukhbir Agro & Energy Ltd	Practicing Company Secretary
Relationship inter-se	Paternal Uncle of Mr. Gautam Gupta	–	NA	NA
Directorship in other Companies	1.Venus Texspin Ltd. 2.Cimero Industrial Enterprises Ltd. 3.Gold Leaf Internation Pvt. Ltd.	Nil	NIL	1.AVS Financial Services Private Limited 2.Punjab Woolcombers Limited
Membership/ Chairman Ship in the Committees of the Board in other Companies	Nil	Nil	Nil	Nil

SUPREME TEX MART LIMITED

Reg. Off: 424, INDUSTRIAL AREA "A", LUDHIANA- 141003
Ph: 0161-6614400 Fax: 0161-2609949, CINNO: L17117PB1988PLC016933
Website: www.supremetexmart.com; EMAIL: info@supemetexmart.com

ATTENDANCE SLIP Please fill in attendance slip and hand it over at the entrance of the factory.

Name and address of the shareholder:
No. of shares held:

Folio No.:

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, the 30th day of September, 2014 at 12 noon at 424, Industrial Area-A, Ludhiana.

SIGNATURE OF THE SHAREHOLDERS OR PROXY

PROXY FORM

Name of the member(s) : Registered Address:
DP. ID*: Folio No. :
Client ID* : No. of Share(s) held:

I/We, being the member/members of **SUPREME TEX MART LIMITED**, hereby appoint:

1. Name _____ 2. Name _____ 3. Name _____
Address _____ Address _____ Address _____
E-mailid _____ E-mail id _____ E-mailid _____
Signature _____ or failing him/her Signature _____ or failing him/her Signature _____

Resolution No.	Resolution	I/We assent to the Resolution	I/We dissent to the Resolution
	Ordinary Business	For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	To appoint a Director in place of Mr. Ajay Gupta who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Kuldip Singh who retires by rotation and being eligible offers himself for re-appointment.		
4	Appointment of Statutory Auditor and fixing their remuneration.		
	Special Business		
5.	Appointment of Mr. Daljit Singh Sandhu (holding DIN-06750304) as an Independent Director.		
6.	Appointment of Mr. Ashok Kumar Singla (holding DIN-00285760) as an Independent Director.		
7.	Special Resolution for authorizing Board to adopt new Articles of Association in conformity with the Companies Act, 2013.		
8.	Special Resolution u/s 188 of the Companies Act, 2013 for authorizing the Board of Directors to approve the transactions with related parties.		

as my/our proxy to attend and vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, the 30th September, 2014 at 12 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ____ day of _____ 2014. Signature _____

* Applicable for investors holding shares in electronic form.

Notes:

- A Member entitled to attend & vote at the meeting is entitled to appoint a proxy to attend & vote on poll instead of himself/herself.
- The proxy form duly signed across the revenue stamp of Re. 1/- should reach the Company's Regd. Office at least 48 hours before the scheduled time of the meeting.

Affix
Revenue
Stamp