

SUPREME TEX MART LIMITED

REGD.OFFICE: 424, INDUSTRIAL AREA - A, LUDHIANA

NOTICE is hereby given that an Extra-ordinary General Meeting of the Shareholders of SUPREME TEX MART LIMITED will be held at the Registered Office of the Company at 424, Industrial Area - A, Ludhiana on Monday, the 15th day of April, 2013 at 11 A.M. to transact the following Business:-

SPECIAL BUSINESS:-

1. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION: -

"RESOLVED THAT pursuant to section 94 and other applicable provisions of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs. 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lacs only) divided into 7,30,00,000 (Seven Crores Thirty Lacs) Equity Shares of Rs. 5/- each to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 9,00,00,000 (Nine Crore) Equity Shares of Rs. 5/- each, by creation of 1,70,00,000 (One Crore Seventy Lac) new Equity Shares of Rs. 5/- each ranking pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT, Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting the following new Clause V in the place of the existing Clause V . "

The new Clause V of the Memorandum of Association will read as follows:-

The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 9,00,00,000 (Nine Crore) equity shares of Rs. 5/- (Rupee Five) each.

2. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION: -

"RESOLVED THAT in accordance with the provisions of Section 81, 81(1A) and other applicable provisions, if any of the Companies Act, 1956 (including any amendment thereto or modification(s) or re-enactment(s) thereof and in accordance with the provisions of the Memorandum and Articles of Association of the company and rules / regulations and Guidelines issued by the Securities Exchange of Board of India and subject to the requisite approval, consent, permissions and sanctions, if any of the Government of India, Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other appropriate authorities, Institutions or bodies under any applicable laws, rules and terms, condition, stipulations and modifications as may be prescribed by any of them while granting such approvals consents, permissions and/or sanctions and which may agreed to the Board of the Directors of the Company (hereinafter referred to as "The Board" which expression shall be deemed to include any Committee (s) constituted / to be constituted by the Board for the time being and from time to time to which all or any of its power including the power referred by the Resolution may have been delegated by the board) be and is hereby authorised to accept, consent of the Company be and is hereby accorded to the Board of the Directors, or Committee to create, issue, offer and allot from time to time in one or more stages to all eligible investors, whether members of the Company or not, through a public issue and / or on a private placement basis, to promoters or to their relatives/associates or to others on preferential basis including Qualified Institutional Placement of under chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations 2009"), Equity Shares, Preference Shares (redeemable or non redeemable and / or convertible or non convertible), debentures whether partly / fully convertible, and/or Securities linked to Ordinary Shares and / or foreign currency convertible bonds convertible into Equity shares or American Depository Receipt (ADR), Global Depository Receipt (GDR), Foreign Currency Convertible Bond (FCCB), other security or securities, warrants entitling the holders to subscribe for and have allotted equity Shares at par and/or such premium, and on such terms and conditions as the Board may, from time to time, determine at the option of the Company ("hereinafter referred to as Securities"), through prospectus and / or offer letter and / or with shareholders permission so however that the total amount raised through the aforesaid Securities do not exceed Rs.150 Crores (Rupees One

Hundred Fifty Crores only) , such issue and allotment to be made at such time or times, in one or more stages, at such price or prices, in such manner, subject to necessary approvals & provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) in proposal(s) mentioned above as may be required, by any authority concerned at the time of their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to change any modification(s) in proposal(s) mentioned above regarding maximum amount of money to be raised by issue of securities or raising money from banks/financial institutions or other institutions in Indian or foreign currency, or for mortgage/charging of assets of company, as may be required in the course of negotiations.

RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangements/agreements with any lead manager/under writers/Custodians/financial institutions/banks and all such agents as may be involved/concerned in such offering of security and to remunerate all such agents.

RESOLVED FURTHER THAT for the allotment of securities, the Board be and is hereby authorised to do all such acts, deeds, matters as it may, in its absolute discretion, deem necessary.

RESOLVED FURTHER THAT the Board be & is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Executive(s)/officer(s) or agent(s) of the Company to give effect to the aforesaid resolution."

3. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION: -

"RESOLVED THAT in pursuance of Section 198, 269 309, Schedule XIII and other applicable provisions of the Companies Act, 1956 subject to the approval of Central Government, if required, Mr. Ajay Gupta be and is hereby appointed as a Managing Director of the Company w.e.f. 13.02.2013 for a period of three years at the monthly remuneration given below:

Particulars	%age	Rs.
Basic		90000
House Rent allowance	20	18000
Leave travel Allowance	30	27000
Medical Allowance	10	9000
Conveyance Allowance	10	9000
House Maintenance Allowance		10000
Provident Fund		780
Bonus / Ex-gratia	10	9000
Total Monthly Remuneration		172780
Basic Salary will be increased by Rs.30000 per month for the next two year and Rs.50000 per month for the third to fifth year alongwith corresponding allowances.		

FURTHER RESOLVED THAT in case of a company has no profits or its profits are inadequate, it may pay remuneration in accordance with and within the limits provided by the provisions of schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors may increase the remuneration and perquisites of Mr. Ajay Gupta, Managing Director from time to time within the limits prescribed under Schedule XIII of the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to comply all legal and procedural formalities required for the appointment of the Managing Director and to do all acts, matters, things and deeds as may deemed necessary for the above said matter."

4. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION: -

"RESOLVED THAT in pursuance of Section 198, 269 309, Schedule XIII and other applicable provisions of the Companies Act, 1956 subject to the approval of Central Government, if required, Mr. Gautam Gupta be and is hereby appointed as a Joint Managing Director of the Company w.e.f. 13.02.2013 for a period of three years at the monthly remuneration given below:

Particulars	%age	Rs.
Basic		50000
House Rent allowance	20	10000
Leave travel Allowance	20	10000
Medical Allowance	10	10000
Conveyance Allowance	10	10000
Provident Fund		780
Bonus / Ex-gratia	10	9000
Total Monthly Remuneration		99780
Basic Salary will be annually increased by Rs.10000 per month.		

FURTHER RESOLVED THAT in case of a company has no profits or its profits are inadequate, it may pay remuneration in accordance with and within the limits provided by the provisions of schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors may increase the remuneration and perquisites of Mr. Gautam Gupta, Joint Managing Director from time to time within the limits prescribed under Schedule XIII of the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to comply all legal and procedural formalities required for the appointment of the Joint Managing Director and to do all acts, matters, things and deeds as may deemed necessary for the above said matter."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION: -

"RESOLVED THAT in pursuance of Section 198, 269 309, Schedule XIII and other applicable provisions of the Companies Act, 1956 subject to the approval of Central Government, if required, Mr. Sanjay Gupta be and is hereby appointed as a whole- time director of the Company w.e.f. 13.02.2013 for a period of three years at the monthly remuneration given below:

Particulars	%age	Rs.
Basic		90000
House Rent allowance	20	18000
Leave travel Allowance	30	27000
Medical Allowance	10	9000
Conveyance Allowance	10	9000
House Maintenance Allowance		10000
Provident Fund		780
Bonus / Ex-gratia	10	9000
Total Monthly Remuneration		172780
Basic Salary will be increased by Rs.30000 per month for the next two year and Rs.50000 per month for the third to fifth year along with corresponding allowances.		

FURTHER RESOLVED THAT in case of a company has no profits or its profits are inadequate, it may pay remuneration in accordance with and within the limits provided by the provisions of schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors may increase the remuneration and perquisites of Mr. Sanjay Gupta, whole- time director from time to time within the limits prescribed under Schedule XIII of the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to comply all legal and procedural formalities required for the appointment of the whole- time director and to do all acts, matters, things and deeds as may deemed necessary for the above said matter."

BY ORDER OF THE BOARD

PLACE: LUDHIANA
DATED: 14.03.2013

S/d-
(ROBIN VIJAN)
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 1 & 2 ARE ANNEXED HERETO AND FORMS PART OF THIS NOTICE.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

The Authorized Capital of the Company is presently Rs. 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lacs only) divided into 7,30,00,000 (Seven Crores Thirty Lacs) Equity Shares of Rs. 5/- each considering the proposal to issue equity shares on preferential basis for expansion purpose, it is advisable to increase the Authorized Capital of the Company from Rs. 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lacs only) divided into 7,30,00,000 (Seven Crores Thirty Lacs) Equity Shares to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 9,00,00,000 (Nine Crores) Equity Shares by creation of 1,70,00,000 new Equity Shares of Rs. 5/- each, ranking pari passu in all respect with existing Equity Shares of the Company. The proposed increase of the Authorized Capital of the Company requires the approval of the members in the general meeting.

None of the Directors of your Company are concerned or interested in the said resolution.

ITEM NO. 2

To part finance the ongoing projects and for future expansion and also to meet out the Working Capital requirements of the Company Rs. 120.00 Crores (Rupees One Hundred and Twenty Crores) are to be arranged against the issue of Equity Shares on Preferential basis from the following Investors.

Sr. No	Name of the Investor	Amount of Investment in equity shares (Rs. in crores)
1	Smt. Manju Gupta	22.50
2	Smt. Shikha Gupta	22.50
3	Sunnyland Group Ltd.	75.00
	Total	120.00

In accordance with the provisions of the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations 2009") and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the following disclosures are being made:

1. Relevant Date 15.03.2013

2. Stock Exchange Bombay Stock Exchange (BSE)
(Being the stock exchange in which highest trading volume in respect of the shares of the company is recorded)

3. Price: Rs. 60.00 per share, being the higher of the following:

a) Rs. 6.46/- per share - the average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the six months preceding the Relevant Date;

b) Rs. 7.10/- per share - the average of the weekly high and low of the closing prices of the related shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date.

c) Rs. 60.00 per share.

4. Object of the Issue

To part finance the ongoing projects and for future expansion and also to meet out the Working Capital requirements of the Company Rs. 120.00 Crores (Rupees One Hundred and Twenty Crores) are to be arranged against the issue of Equity Shares on Preferential basis.

5. Subscriber to the Issue:-

Sr. No	Name of the Allottee	Address	Category
1	Smt. Manju Gupta	445, Sant Nagar, Ludhiana-141001	Promoter Group
2	Smt. Shikha Gupta	445, Sant Nagar, Ludhiana-141001	Promoter Group
3	Sunny land Group Ltd.	RM 1501 (531), 15/F, Spa Centre 53-55, Lockhart Road Wanchai Hong Kong	Body Corporate (Others)

6. Shareholding Pattern before & after the issue of 2,00,00,000 Equity Shares.

SHAREHOLDING PATTERN		EXISTING		PROPOSED	
	CATEGORY	NO.OF EQUITY SHARES OF RS.5/- EACH	% OF COL.2	NO.OF EQUITY SHARES OF RS.5/- EACH	% OF COL.4
	(1)	(2)	(3)	(4)	(5)
A	PROMOTER'S HOLDING				
	DIRECTORS & RELATIVES	25696020	39.79	33196020	39.25
	BODIES CORPORATES	11850000	18.35	11850000	14.01
	Sub-Total	37546020	58.14	45046020	53.26
B	NON-PROMOTERS HOLDING				
	INDIAN PUBLIC	11321289	17.53	11321289	13.39
	NRIs/OCB/NR	15707654	24.32	28207654	33.35
	Sub-Total	27028943	41.86	39528943	46.74
	GRAND-TOTAL	64574963	100.00	84574963	100.00

6. Allotment will be completed before 30.04.2013 or within 15 days from the date of approval of this allotment by any statutory body.

8. Proposed Allottee

Sr. No	Name & Address of the Proposed Allottee	Existing Shareholding		Proposed Shareholding	
		No of Shares	%ge of total Shareholding	No of Shares	%ge of total Shareholding
1.	Smt. Manju Gupta #445, Sant Nagar, Ludhiana	102400	0.16	3852400	4.55
2.	Smt. Shikha Gupta #445, Sant Nagar, Ludhiana	200	0.00	3750200	4.43
3.	Sunnyland Group Limited RM 1501 (531), 15/F, Spa Centre 53-55, Lockhart Road Wanchai Hong Kong	NIL	NIL	12500000	14.78

9. Lock-in

The shares allotted to M/s. Sunny land Group Ltd shall remain Locked in for a period of one year & shares allotted to Promoters/Promoter Group shall be locked in for a period of three years from the date of allotment.

None of the Directors except the Whole- time Directors of your Company are concerned or interested in the said resolution.

ITEM NO. 3

In pursuance of the provision of Section 269, Schedule XIII and other applicable provisions of the Companies Act, 1956, Mr. Ajay Gupta is being appointed as Managing Director of the Company w.e.f. 13.02.2013 for a period of three years at the same remuneration he drawing at present. The Board recommends his appointment as Managing Director of the Company. None of the Director except the proposed appointee himself and Mr. Sanjay Gupta & Mr. Gautam Gupta being relatives is interested in the resolution.

ITEM NO. 4

In pursuance of the provision of Section 269, Schedule XIII and other applicable provisions of the Companies Act, 1956, Mr. Gautam Gupta is being appointed as Joint Managing Director of the Company w.e.f. 13.02.2013 for a period of three years at the same remuneration he drawing at present. The Board recommends his appointment as Joint Managing Director of the Company. None of the Director except the proposed appointee himself and Mr. Sanjay Gupta & Mr. Ajay Gupta being relatives is interested in the resolution.

ITEM NO. 5

In pursuance of the provision of Section 269, Schedule XIII and other applicable provisions of the Companies Act, 1956, Mr. Sanjay Gupta is being appointed as Whole time Director of the Company w.e.f. 13.02.2013 for a period of three years at the same remuneration he drawing at present. The Board recommends his appointment as Whole time Director of the Company. None of the Director except the proposed appointee himself and Mr. Ajay Gupta & Mr. Gautam Gupta being relatives is interested in the resolution.

PLACE: LUDHIANA
DATED: 14.03.2013

BY ORDER OF THE BOARD

S/d-
(ROBIN VIJAN)
COMPANY SECRETARY

SUPREME TEX MART LIMITED

ATTENDANCE SLIP

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

Name and address of the shareholder

Folio No.

No. of shares held

I hereby record my presence at the Annual General Meeting of the Company held on Saturday, the 15th day of April, 2013 at 11.00 AM at 424, Industrial Area-A, Ludhiana.

SIGNATURE OF THE SHAREHOLDERS OR PROXY

PROXY

I/We

of _____ being

a member(s) of SUPREME TEX MART LIMITED hereby appoint

of _____

or _____ failing
him

of _____

as my/our proxy to vote for me/us and on my/our behalf at Annual General Meeting of the Company held on Monday, the 15th day of April, 2013 at 11.00 AM at 424, Industrial Area-A, Ludhiana and at any adjournment thereof.

Signed _____ day of _____ 2013

Affix a
1 Rupee
Revenue
Stamp

SUPREME TEX MART LIMITED

Name of Director	Ajay Gupta	Gautam Gupta	Sanjay Gupta
Date of Birth	02.02.1965	12.04.1988	21.11.1963
Expertise	Management	Management	Management
Qualification	Graduate	BA (Hons) Economics	Graduate
Shareholding in company	9575445 shares	3075865 shares	11933823 shares
Present / Past Occupation	Joint MD, Supreme Tex Mart Ltd.	Executive Director	MD, Supreme Tex Mart Ltd.
Relationship inter-se	Brother of Sanjay Gupta & Paternal Uncle of Gautam Gupta	Son of Sh. Sanjay Gupta and Nephew of Sh. Ajay Gupta	Brother of Ajay Gupta & Father of Gautam Gupta
Directorship in other Companies			
Ajay Gupta	Venus Texspin Limited Cimero Industrial Enterprise Ltd. Gold Leaf International Pvt Ltd Gautam Terrytech Limited		
Gautam Gupta	Venus Texspin Limited Cimero Industrial Enterprise Ltd. Gautam Terrytech Limited		
Sanjay Gupta	Venus Texspin Limited Cimero Industrial Enterprise Ltd. Gold Leaf International Pvt Ltd Gautam Terrytech Limited		
Membership/Chairmanship in committee of other Companies			
Ajay Gupta	Nil		
Gautam Gupta	Nil		
Sanjay Gupta	Nil		