

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF SUPREME INFRASTRUCTURE INDIA LIMITED UNDER REGULATIONS 3(2) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO.

Open Offer for acquisition of up to 66,81,577 fully paid up Equity Shares of ₹10.00 each (“Offer Shares”) of Supreme Infrastructure India Limited (“Target Company”) from public shareholders representing 26.00% of the Pre-Preferential Share Capital (as defined below) of the Target Company by Vikram Sharma (“Acquirer 1”), Supreme Lake View Bungalows Private Limited (“Acquirer 2”), and RBS Real Estate Ventures Private Limited (“Acquirer 3”), (hereinafter collectively referred to as the “Acquirers”) along with Persons Acting in Concert (“PAC”) namely Barkha Sharma (“PAC 1”), BVB Infracorp Private Limited (“PAC 2”), VSB Infracorp Private Limited (“PAC 3”) and BJA Agro Infra Private Limited (*formerly Mohol Kurul Kamathi Tollways Private Limited*) (“PAC 4”), (hereinafter collectively referred to as the “PACs”), pursuant to and in compliance with Regulations 3(2), and 4 read with Regulations 13(1) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended [the “SEBI (SAST) Regulations” and reference to a particular “Regulation” shall mean the particular regulation of the SEBI (SAST) Regulations] (“Open Offer”).

This public announcement (“PA”) is being issued by Systematix Corporate Services Limited (“**Manager to the Offer**”) for and on behalf of the Acquirers and PACs to the Eligible Equity Shareholders (as defined below) of the Target Company pursuant to and in compliance with, amongst others, Regulations 3 (2) and 4 read with Regulations 13, 14 and 15(1) of SEBI (SAST) Regulations.

For the purpose of this PA, the following terms shall have the meaning assigned to them herein below:

“**Allotment Price**” means the price at which the Preferential Allotment was approved in the Board Meeting of the Target Company held on September 27, 2024 i.e. ₹86.94 per Equity Shares or Warrants.

“**Deemed PACs**” shall mean remaining members of the Promoter and Promoter Group who are not covered in the Acquirers and the PACs.

“**Delayed Period**” shall mean delay in releasing of public announcement for a period of 447 days commencing from September 27, 2024, being the date of the Board Meeting of the Target Company in which the Preferential Allotment was approved, and the date of actual release of the Public Announcement i.e. December 17, 2025.

“**Eligible Equity Shareholders**” shall mean all the shareholders of the Target Company, excluding the existing Promoters/Promoter Group of the Target Company (including Acquirers, PACs and deemed PACs) and non-promoter allottees to the Preferential Allotment.

“**Equity Shares**” shall mean fully paid up equity shares of the Target Company of face value of ₹10 each.

“**Post-Preferential Share Capital**” shall mean Equity Share Capital of ₹118,84,87,130 divided into 11,88,48,713 Equity Shares on a fully diluted basis including conversion of 2,21,12,953 outstanding Warrants into Equity Shares.

“**Pre-Preferential Share Capital**” shall mean Equity Share Capital of ₹25,69,83,720 divided into 2,56,98,372 Equity Shares of the Target Company, which is currently listed and traded on Stock Exchanges.

“**Preferential Allotment**” shall mean the following:

Pursuant to the resolutions passed at the Board Meeting and the Extra-Ordinary General Meeting held on September 27, 2024, and October 21, 2024, respectively, and in accordance with the in-principle approvals received from the stock exchanges on June 19, 2025, the Board of Directors of the Target Company, at its meeting held on July 03, 2025, approved the allotment of securities to certain Promoter & Promoter Group and Non-Promoters as disclosed in the table:

Type of Allotment	Number of Securities	% of Post-Preferential Share Capital (on a fully diluted basis)	Allottees	Price per Security	Consideration / Mode
Equity Shares	3,94,63,889	33.21%	Promoter & Promoter Group, Non-Promoters	₹ 86.94	Cash consideration
Warrants	2,21,12,953	18.61%	Promoter & Promoter Group, Non-Promoters	₹ 86.94	Cash consideration
Equity Shares (upon conversion of unsecured loan)	3,15,73,499	26.57%	Promoter & Promoter Group, Non-Promoters	₹ 86.94	Conversion of outstanding unsecured loan
Total	9,31,50,341	78.38%			

Note: As on date of the PA, the listing and trading approvals for the securities allotted under the Preferential Allotment is due from the Stock Exchanges.

“Promoter and Promoter Group” means those persons / entities as disclosed under the “Promoter and Promoter Group” category in the most recent shareholding pattern filed by the Target Company with the Stock Exchanges in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, or other applicable laws.

“Stock Exchanges” shall mean BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**).

“Warrants” shall mean convertible warrants which shall be convertible into Equity Shares of the Target Company within a period of eighteen (18) months from the date of allotment.

“Working Day” means any working day of the Securities and Exchange Board of India (**“SEBI”**).

1. OFFER DETAILS

1.1. **Offer Size:** The Acquirers and PACs hereby make this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire up to 66,81,577 Equity Shares representing 26.00% of the Pre-Preferential Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement (**“PA”**), Detailed Public Statement (**“DPS”**) that will be published and the Letter of Offer (**“LoF”**) which will be sent to the Eligible Equity Shareholders of the Target Company in accordance with the SEBI (SAST) Regulations.

1.2. **Offer Price/ consideration:** The Equity Shares are frequently traded in terms of the SEBI (SAST) Regulations. The offer price of ₹97.60 (i.e. Allotment Price plus interest of ₹10.65 for the Delayed Period, calculated @ 10% per annum) per Offer Share has been determined in accordance with the provisions of Regulation 8(2) of the SEBI (SAST) Regulations (**“Offer Price”**). Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirers / PACs under the Offer will be ₹65,21,21,888 calculated on the basis of the Offer Price.

1.3. **Mode of payment (cash/ security):** The Offer Price will be paid in cash by the Acquirers / PACs, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4. **Type of offer (triggered offer, voluntary offer/ competing offer etc.):** The Open Offer is a mandatory triggered offer made by the Acquirers together with the PACs (in their capacity as persons acting in concert with the Acquirers) in compliance with Regulations 3(2) and 4 of the SEBI (SAST) Regulations, pursuant to Preferential Allotment. This Open Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

1.5. **Intention to delist the Target Company:** The Acquirers and PACs do not intend to delist the Target Company pursuant to this Open Offer.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS

To facilitate the settlement of dues owed to the Financial Creditors and to infuse fresh fund, the Target Company proposed a plan involving the repayment / satisfaction of financial debt inter alia through a fresh equity infusion by the Promoters and Promoter Group and other non-promoter investors, under a Composite Scheme of Compromise and Arrangement (“**Scheme**”) under Sections 230-232 and other applicable provisions of the Companies Act, 2013. The Scheme was approved by the National Company Law Tribunal (NCLT), Mumbai on March 28, 2025. As part of the process, the Board of Directors of the Target Company approved the proposed equity infusion on September 27, 2024, which was subsequently approved by the shareholders on October 21, 2024. However, the NCLT’s order approving the Scheme was received only on March 28, 2025, and the certified copy of the order was obtained/received on April 22, 2025, which was considered the “Effective Date” of the Scheme. As per the terms of the Scheme, implementation was to be completed within six months from this Effective Date i.e. September 23, 2025. The capital infusion by the Promoters as required under the Scheme and additional infusion over and above the proposed equity infusion, not forming part of the Scheme, triggered an open offer obligation. Subsequently, the in-principle approval from the Stock Exchanges were obtained on June 19, 2025. Pursuant to the NCLT order dated March 28, 2025, approving the Scheme between the Target Company and its Financial Creditors, the Board of Directors, at its meeting held on July 03, 2025, approved the allotment of 98,34,368 Equity Shares, issuance of 1,15,02,185 Warrants, and allotment of 2,70,30,136 Equity Shares upon conversion of unsecured loans into Equity Shares of the Target Company. These allotments were carried out by way of Preferential Allotment to Promoter & Promoter Group and non-promoter investors, in accordance with the terms of the approved Scheme.

A tabular summary of the Preferential Allotment to the Promoter & Promoter Group of the Target Company is set out below:

Type of Transaction (Direct / Indirect)	Mode of Transaction (Agreement / Allotment / Market Purchase)	Shares / Voting rights acquired / proposed to be acquired		Total Consideration for shares / Voting Rights acquired	Mode of payment (Cash / Securities)	Regulations which have triggered
		Number	% vis-a-vis Post-Preferential Share Capital*			
Direct Acquisition	Preferential Allotment pursuant to the order dated March 28, 2025, passed by the National Company Law Tribunal, Mumbai Bench (“NCLT”)	98,34,368 Equity Shares, 1,15,02,185 Warrants, and 2,70,30,136 Equity Shares upon conversion of unsecured loans into Equity Shares aggregating to 4,83,66,689 Equity Shares	40.70%	₹420.50 crores	Cash including Conversion of Loans	3(2) and 4 of the SEBI (SAST) Regulations

*Assuming conversion of 1,15,02,185 Warrants into Equity Shares on a fully diluted basis.

Note: The total Equity Shares allotted under Preference Issue was 9,31,50,341 Equity Shares (including warrants) representing 78.38% of Post Preferential Share Capital out of which 4,83,66,689 Equity Shares were issued to Promoter and Promoter Group representing 40.70% of Post Preferential Share Capital and 4,47,83,652 Equity Shares were issued to Non-Promoter representing 37.68% of Post Preferential Share Capital.

3. DETAILS OF THE ACQUIRERS / PACs

Details		Acquirer 1	Acquirer 2	Acquirer 3	PAC 1	PAC 2	PAC 3	PAC 4	Total
Name of Acquirer/ PACs		Vikram Sharma	Supreme Lake View Bungalows Private Limited	RBS Real Estate Ventures Private Limited	Barkha Sharma	BVB Infracorp Private Limited	VSBI Infracorp Private Limited	BJA Agro Infra Private Limited	Not Applicable
Address (Residential or Registered Office)		Near Lake Castle Building, Sharma Bungalow, Hiranandani Complex, IIT Powai, Mumbai-400076	Supreme House, Plot No. 94/C, Opposite IIT Powai, Mumbai 400076.	Sharma Cottage, Supreme City, Behind Lake Castle Building, Hiranandani Gardens, Powai, Mumbai-400076.	Near Lake Castle Building, Sharma Bungalow, Hiranandani Complex, IIT Powai, Mumbai-400076	Supreme House, Plot No. 94/C, Opposite IIT Powai, Mumbai 400076	Supreme House, Plot No. 94/C, Opposite IIT Powai, Mumbai 400076	510, 5th Floor, ABW Tower, IFFCO Chock, MG Road Gurgaon-122002	Not Applicable
Name(s) of persons in control/promoters of Acquirer/ PACs where Acquirer/PACs are companies		Not Applicable	Barkha Sharma, Vikram Sharma	Barkha Sharma, Bhawanishankar Sharma	Not Applicable	Bhawanishankar Sharma, Vikram Sharma, Barkha Sharma	Bhawanishankar Sharma, Vikas Sharma, Shweta Sharma	Barkha Sharma, Vikram Sharma	Not Applicable
Name of the Group, if any, to which the Acquirer/PACs belong		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre-transaction Shareholding	Number of Equity Shares	10,82,942	Nil	Nil	7,500	Nil	Nil	Nil	10,90,442
	Percentage of Pre-Preferential Share Capital	4.21%	Nil	Nil	Negligible	Nil	Nil	Nil	4.21%
Proposed shareholding after the acquisition of shares which triggered the Open Offer (assuming no Offer Shares are tendered in the Open Offer)	Number of Equity Shares and Warrants	79,84,253	1,07,54,543	67,86,289	10,42,697	46,00,874	28,75,547	1,54,12,928	4,94,57,131
	Percentage of Post-Preferential Share Capital	6.72%	9.05%	5.71%	0.88%	3.87%	2.42%	12.97%	41.61%
Any other interest in the Target Company		Promoter and Director	None	None	Promoter	None	None	None	Not Applicable

Note: Except PACs, no other persons are acting in concert with the Acquirers for the purpose of this Open Offer. The other members of Promoter and Promoter Group may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), however, such Deemed PACs are not acting in concert with the Acquirers and/ or PACs for the purpose of this Open Offer.

Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations. The deemed PACs who are part of the Promoter and Promoter Group of the Target Company, collectively hold 78,22,632 Equity Shares representing 6.58% of the Post-Preferential Share Capital. The Promoter & Promoter Group of the Target Company were jointly holding 89,13,074 Equity Shares aggregating to 34.68% of Pre Preferential Share Capital and post successful completion of the Open Offer, it may go up to 6,39,61,340 Equity Shares aggregating to 53.82% of Post Preferential Share Capital assuming full acceptances.

4. DETAILS OF THE SELLING SHAREHOLDERS: NOT APPLICABLE

5. DETAILS OF THE TARGET COMPANY

5.1. **Name:** Supreme Infrastructure India Limited

5.2. **CIN:** L74999MH1983PLC029752

5.3. **ISIN:** INE550H01011

5.4. **Registered Office:** Supreme House, Pratap Gadh, Plot No. 94/C, Opp. IIT, Powai, Mumbai 400076.

5.5. **Stock Exchange(s) where listed:** The Equity Shares of the Target Company are listed on the BSE (Scrip Code: 532904) and National Stock Exchange of India Limited (Security Code: SUPREMEINF).

6. OTHER DETAILS

6.1. The DPS pursuant to this Public Announcement, including the reasons and background to the Offer, detailed information on the Offer Price, detailed information on the Acquirers, PACs, the Target Company, and details of financial arrangements and other terms of the Offer, shall be published in newspapers not later than five Working Days from the date of this Public Announcement, i.e., on or before December 24, 2025, in accordance with the SEBI (SAST) Regulations,. The DPS will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 (sixty) trading days preceding the date of this Public Announcement .

6.2. This Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LOF that are proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.

6.3. The Acquirers and the PACs accept full responsibility for the information in this Public Announcement (other than as mentioned in paragraph 6(6) below). The Acquirers and the PACs jointly and severally undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations. The Acquirers has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Open Offer and has made firm financial arrangements for financing the acquisition of the Equity Shares pursuant to the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations.

6.5. This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.6. Some of the information pertaining to the Target Company contained in this Public Announcement has been compiled from information published publicly or publicly available sources.

6.7. In this Public Announcement, all references to “₹” or “Rs.” or “INR” are references to Indian Rupees and any discrepancy in any amounts as a result of multiplication or totalling is due to rounding off.

Issued by the Manager to the Offer on behalf of the Acquirers and the PACs:



Systematix Corporate Services Limited

The Capital, A Wing, 6th Floor, No. 603-606, Plot No. C-70, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Tel. No.: +91 22 6704 8000;

Email ID: ecm@systematixgroup.in

Contact Person: Taher Engineer / Harsha Panjwani

Website: www.systematixgroup.in

SEBI Registration Number: INM000004224

Signed by Acquirers and PAC:

Sd/-
Vikram Sharma (Acquirer 1)

For and on behalf of Acquirer 2

Sd/-
Supreme Lake View Bungalows Private Limited

For and on behalf of Acquirer 3

Sd/-
RBS Real Estate Ventures Private Limited

Sd/-
Barkha Sharma (PAC 1)

For and on behalf of PAC 2

Sd/-
BVB Infracorp Private Limited

For and on behalf of PAC 3

Sd/-
VSB Infracorp Private Limited

For and on behalf of PAC 4

Sd/-
BJA Agro Infra Private Limited

Date: December 17, 2025

Place: Mumbai.