



Supreme Infrastructure India Limited

Registered Office: Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai Mumbai – 400076

CIN: L74999MH1983PLC029752

Phone: 022-6128 9700, Fax: 022-6128 9711, Email: cs@supremeinfra.com, Website: www.supremeinfra.com

NOTICE

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013, as amended (the “**Companies Act, 2013**”) read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, that the Thirty Seventh Annual General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED**, will be held on **Friday, 4th June, 2021, at 12.30 P.M (IST)**, through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’) facility to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:
 - a) “**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - b) “**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director in place of Shri Bhawanishankar Sharma, (Din: 01249834) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint/ re-appoint Statutory Auditors and to authorize Board of Directors to fix their remuneration 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) be and are hereby re-appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting of the Company, and M/s Borkar & Muzumdar, Chartered Accountants (Firm Registration No, 101569W) be and are hereby appointed as one of the Joint Statutory Auditor of the Company in place of M/s Walker Chandiok & Co LLP, Chartered Accountants the retiring statutory auditor, to hold office from the conclusion of

this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting of the Company at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company and in consultation with the Auditors ”

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and in accordance with applicable law for the time being in force.”

SPECIAL BUSINESS:-

4. To re-appoint Mr. Vikram Sharma as Managing Director of the company, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and, the consent of the Nomination and Remuneration Committee, Board and consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Vikram Sharma as Managing Director of the Company for a period of Five years with effect from 1st April, 2020.

FURTHER RESOLVED THAT the Board of Directors of the Company or its committee thereof any Company official appointed for the purpose be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and are hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of re- appointment of Mr. Vikram Sharma as Managing Director of the Company, including remuneration payable to him subject to the overall cap/limits laid down by the Company as may be applicable time to time.”

5. **TO APPOINT MR. DAKSHENDRA AGRAWAL A NON-EXECUTIVE DIRECTOR OF THE COMPANY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 150, 152 read with Schedule IV and any other

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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), Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, the consent of the Nomination and Remuneration Committee, Board and Shareholders be and is hereby appointed Mr. Dakshendra Brijballabh Agrawal (DIN 01010363) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and continue to act as an independent director for a first term of five consecutive years up to March, 2025."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

6. RE-APPOINTMENT OF MR. SUSHIL KUMAR MISHRA AS INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of Sections 149, 150, 152 read with Schedule IV and any 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), Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sushil Kumar Mishra (DIN [06411532](#)), be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation and to continue to act as an independent director for a second term of five consecutive years up to March 31, 2025."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

7. APPOINTMENT OF MRS. PAYAL AGRAWAL (DIN: 08977731) AS A DIRECTOR.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mrs. Payal Agrawal (DIN: 08977731) who was appointed as an Additional Director of the Company w.e.f.

1ST December 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mrs. Payal Agrawal (DIN: 08977731) candidature for the office of the Director, be and is hereby appointed as a Non-executive, Independent Director of the Company, whose term shall not be subject to retirement by rotation and to continue to act as an independent director."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. RATIFICATION OF COST AUDITORS' REMUNERATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.60,000 plus out-of-pocket expenses payable to M/s. Shashi Ranjan & Associates, Cost Accountants, (Firm Registration No.M-18347) and who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2021.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and in accordance with applicable law for the time being in force."

By the Order of Board of Directors
For **Supreme Infrastructure India Limited**

Place: Mumbai
Date: 06th January , 2021

Mr. Vikram Sharma
Managing Director

Registered Office:
Supreme House, Plot No. 94/c,
Pratap Gad, Opp. I.I.T. Main Gate,
Powai, Mumbai – 400076.
CIN: L74999MH1983PLC029752

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1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for thirty-seventh e-AGM shall be at 3RD Floor, B-Wing, Supreme Business Park, Hiranandani, Powai, Mumbai-400076.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/ authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to hiteshkotharics@yahoo.co.in with a copy marked to jibu@bigshareonline.com.
5. Statement pursuant to section 102 of the Act forms a part of this Notice.
6. Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
7. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e., from 12.00 noon to 12.30 p.m. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
8. Institutional investors, who are members of the Company, are encouraged to attend and vote at the thirty-seventh e-AGM of the Company.
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
10. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of thirty-seventh e-AGM along with the Annual Report for F.Y 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at <http://www.supremeinfra.com>, website of the stock exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with or sent their email address at cs@supremeinfra.com. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
12. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
13. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
15. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Supreme House, Pratap Gad, Plot No. 94/C, Opp. IIT, Powai, Mumbai-400076:

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- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
16. In terms of section 124(5) of the Act, dividend amount for FY 2012-2013 remaining unclaimed for a period of 7 years shall become due for transfer in December 2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends from FY2013 onwards are requested to approach the Company for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
17. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
18. Member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to cs@supremeinfra.com for obtaining the Annual Report and Notice of e-AGM.

ANNEXURE A

ANNEXURE A

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 1st June, 2021 From 9.30 A.M. and ends on 3rd June, 2021 up to 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th May, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/depository participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your client ID or folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Supreme Infrastructure India Limited".

(viii) Now you are ready for remote e-voting as cast vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to hiteshkotharics@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/depository participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990 /1800 224 430**

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

ANNEXURE A

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 cut-off date of 27th May, 2021.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. of 27th May, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Hitesh Kothari and/or Ms. Sonam Jain of Kothari H. & Associates, Company Secretaries, has been appointed for as the scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.supremeinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

ANNEXURE B

ANNEXURE B

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 03:

M/s Ramanand & Associates, Chartered Accountants, the Joint Statutory Auditors, holds office upto the date of ensuing Annual General Meeting (AGM). It is proposed to appoint M/s. Ramanand & Associates, Chartered Accountants (Firm Registration No. 117776W) as statutory auditors of the Company. The Company has received letter from M/s Ramanand & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limit under Section 141 of the Companies Act, 2013. It is proposed to re-appoint M/s M/s Ramanand & Associates Chartered Accountants, as statutory Auditor to hold the office from the conclusion of the ensuing AGM upto the conclusion of the AGM of the Company to be held in the year 2021. M/s Borkar & Muzumdar, Chartered Accountants (Firm Registration No, 101569W) be and are hereby appointed as one of the Joint Statutory Auditor of the Company in place of M/s Walker Chandiook & Co LLP, Chartered Accountants the retiring statutory auditor, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting of the Company Members are requested to appoint the Statutory Auditors and to authorise the Board of Director to fix their remuneration.

Item No. 4:

Chairman informed the Board that the terms of appointment of Mr. Vikram Sharma as 'Managing Director is concluding on 31st March, 2020. It was further stated that his terms of reappointment is reviewed and recommended by the Nomination and Remuneration Committee pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It was further informed that Mr. Vikram Sharma is a Bachelor of Engineering in Civil (B.E.-Civil) from Mumbai University. He is the co-founder promoter of the Company and has over 20 years of rich and varied experience in construction and infrastructure industry. He has extensive experience in infrastructure industry. He plays a vital role in execution of Projects of the Company. He has executed Projects of construction of Roads, Bridges, Flyovers, Sewerage Projects, Power Projects, Residential and Commercial Buildings. He looks after the execution of projects and overall management of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

There is a requirement to appoint Mr. Dakshendra Agarwal as an independent director of the Company.

He is a graduate in commerce and a member of Institute of Chartered Accountants of India. He is a proprietor of Dakshendra & Associates, Chartered Accountants. He is having rich and varied experience in the field of finance, banking and corporate taxation.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

The terms of appointment of Shri Sushil Kumar Mishra as an Independent of the company in concluding on 2nd June, 2020. It is proposed to reappoint as his terms of appointment. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reappointment of Shri Sushil Kumar Mishra, reviewed and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Background of Shri Sushil Kumar Mishra

Shri Sushil Kumar Mishra is B.A. (Hons), PGDBM (XLRI), CAIIB. Shri S. K. Mishra, the Ex. Deputy Managing Director of State Bank of India and has been in the Top Management Team of SBI, managing business growth and heading key portfolios of Corporate Strategy & New Businesses, Information Technology and Government Banking. He has an expertise in Banking. He served SBI for 38 years and has experience to work across the multiple departments, it is proposed to pass the following resolution.

Considering the valuable contributions made by Shri Sushil Kumar Mishra, it is proposed to the re-appoint him as a Non-Executive Independent Director of the company for a further term of five years w.e.f. 03rd June 2020 to 3rd June, 2025 subject to such approvals and permissions as may be required.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Mr. Dakshendra Agrawal and S K Mishra, Independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

ANNEXURE B

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Other details of the Independent Directors, whose appointment is proposed at Item Nos. 5 and 6 of the accompanying Notice, have been given in the annexure attached.

Mr. Dakshendra Agrawal and S K Mishra, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment. None of the other Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

Item No. 7:

Appointment of Mrs. Payal Agrawal (DIN: 08977731) as Director Board of directors of the Company through resolution passed by circulation on dated November 30, 2020 has appointed as Additional Director of the Company in a category of Non executive independent director and Mrs. Payal Agrawal holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mrs. Payal Agrawal as Director of the Company.

Brief profile of Mrs. Payal Agrawal is given below for reference of the member:

Mrs. Payal Agarwal is a Vice Principal – Primary Section of D.G. Khetan International School (I.G.C.S.E Board), Malad West, Sunder Nagar, Mumbai 400064. She holds a degree of Bachelor of Education (B.ed.), Diploma in Multimedia and Diploma in Textile Designing. She has done her Post Graduation in Sociology and graduation in English Literature from MDS University in Rajasthan. She was an Academic Counselor with CMS Computer Institute at Ajmer in Rajasthan.

Mrs. Agarwal has been in the profession of teaching from more than a decade and has always been admired for her strengths like creative thinking, problem solving, strong long-range planning and the ability to communicate with a diverse population.

She has a very rich and varied experience in teaching, administration and management of school and other social activities.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Shashi Ranjan & Associates, Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2021, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

By the Order of Board of Directors
For **Supreme Infrastructure India Limited**

Place: Mumbai
Date: 06th January , 2021

Mr. Vikram Sharma
Managing Director

Registered Office:
Supreme House, Plot No. 94/c,
Pratap Gad, Opp. I.I.T. Main Gate,
Powai, Mumbai – 400076.
CIN: L74999MH1983PLC029752

ANNEXURE C

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Details of Directors retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Vikram Sharma	Shri Dakshendra Agrawal
Age	47 years	48 years
Qualification	Bachelor of Engineering in Civil (B.E.-Civil) from Mumbai University	Chartered Accountant
Experience (including expertise in specific functional area)/Brief Resume	He has extensive experience in infrastructure industry. He plays a vital role in execution of Projects. He has executed Projects of construction of Roads, Bridges, Flyovers, Sewerage Projects, Power Projects, Residential and Commercial Buildings.	He is a graduate in commerce and a member of Institute of Chartered Accountants of India. He is a proprietor of Dakshendra & Associates, Chartered Accountants. He is having rich and varied experience in the field of finance, banking and corporate taxation.
Terms and Conditions of Re-appointment	Shri Vikram Sharma was re-appointed as a Managing Director designated as Executive Director of the Company in terms of the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015.	Sitting fees for attending Board Meetings and commission on net profits of the Company in terms of the resolution passed by the shareholders and approval of Nomination and Remuneration Committee and Board of Directors.
Remuneration last drawn	Rs. 8,00,000/- per month. However, Mr. Vikram Sharma gave his consent to waive off his remuneration for F.Y. 2019-2020 in view of the losses incurred by the Company.	Sitting fees for attending Board Meetings.
Remuneration proposed to be paid	As per existing terms and conditions of his appointment	N.A.
Date of first appointment on the Board	21/08/1998	13/11/2010
Shareholding in the Company	10,82,942 Shares	Nil
Relationship with other Directors/Key Managerial Personnel	Mr. Bhawanishankar Sharma, Non-Executive Chairman is the father of Mr. Vikram Sharma.	No Relationship with other Directors/Key Managerial Personnel
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2019-2020	Please refer Corporate Governance Report section of the Annual Report 2019-2020.
Directorships of other Boards		
Membership/Chairmanship of Committees of other Boards		

ANNEXURE C

Particulars	Shri B H Sharma	Shri S K Mishra	Payal Agarwal
Age	73 years	65 years	45 Years
Qualification	Graduate	B.A. (Hons), PGDBM (XLRI), CAIIB	Bachelor of Education and Diploma in Multimedia
Experience (including expertise in specific functional area)/Brief Resume	He has extensive experience in infrastructure industry. Give his Guidance in all Company affairs. He has vast experience in infrastructure industry & Civil engineer works.	Shri S. K. Mishra, the Ex. Deputy Managing Director of State Bank of India and has been in the Top Management Team of SBI, managing business growth and heading key portfolios of Corporate Strategy & New Businesses, Information Technology and Government Banking. He has an expertise in Banking. He served SBI for 38 years and has experience to work across the multiple departments.	Mrs. Payal Agarwal is a Vice Principal – Primary Section of D.G. Khetan International School (I.G.C.S.E Board), Malad West, Sunder Nagar, Mumbai 400064. She holds a degree of Bachelor of Education (B.ed.), Diploma in Multimedia and Diploma in Textile Designing. She has done her Post Graduation in Sociology and graduation in English Literature from MDS University in Rajasthan. She was an Academic Counselor with CMS Computer Institute at Ajmer in Rajasthan.
Terms and Conditions of Appointment/ Re-appointment	Mr. B H Sharma appointed as Executive Chairman of the Company in terms of the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2015.	Sitting fees for attending Board Meetings and commission on net profits of the Company in terms of the resolution passed by the shareholders and approval of Nomination and Remuneration Committee and Board of Directors.	Sitting fees for attending Board Meetings and commission on net profits of the Company in terms of the resolution passed by the shareholders and approval of Nomination and Remuneration Committee and Board of Directors.
Remuneration last drawn	Rs. 8,00,000/- per month. However, Mr. B H Sharma gave his consent to waive off his remuneration for F.Y. 2019-2020 in view of the losses incurred by the Company.	Sitting fees for attending Board Meetings and Committee Meetings.	Sitting fees for attending Board Meetings..
Remuneration proposed to be paid	N.A.	N.A.	N.A
Date of first appointment on the Board	08-04-1983	02-06-2015	1 st December, 2020
Shareholding in the Company	1346708 shares	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Mr. Bhawanishankar Sharma, Non-Executive Chairman is the father of Mr. Vikram Sharma.	No Relationship with other Directors/Key Managerial Personnel	No Relationship with other Directors/Key Managerial Personnel
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2019-2020	Please refer Corporate Governance Report section of the Annual Report 2019-2020	N.A
Directorships of other Boards			
Membership/Chairmanship of Committees of other Boards			