

THE SUPREME INDUSTRIES LIMITED

CIN : L35920MH1942PLC003554

Regd. Office : 612, Raheja Chambers, Nariman Point, Mumbai - 400 021

Phone : 022-22851656/22851159/22851160 | Fax : 022-22851657

Email : investor@supreme.co.in | Website : www.supreme.co.in

POSTAL BALLOT NOTICE

To,
The Member(s)
The Supreme Industries Limited

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and all other applicable Laws and Regulations, to the Members of The Supreme Industries Limited (“**Company**”) to consider and if thought fit, pass the Special Resolutions set out below by way of Postal Ballot. Further, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the relevant rules there under, the Company is also providing the facility of e-voting for the annexed Special Resolutions.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the Special Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the Special Resolutions as set out in the notice is assented by the requisite majority by means of e-voting or Postal Ballot, it shall be deemed to have been passed at a General Meeting of the Company. The date of the announcement of Result of Postal Ballot shall be considered as the date of passing of the said Special Resolutions.

The Board of Directors of the Company (“**Board**”) has appointed Mr. V. Laxman of M/s V. Laxman & Company, Company Secretary as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and in the self-addressed pre-paid business reply envelope enclosed herein. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 PM (IST) on 15/03/2019 and any notice received after this shall be deemed as not having been received. The Scrutinizer’s decision on the validity of Postal Ballot shall be final.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through electronic means’ in this Notice.

The Scrutinizer after completing the scrutiny of the Postal Ballot Forms will submit his report to the Chairman of the Board of the Company and the Result of Postal Ballot (including e-voting) shall be declared on or before 17/03/2019 at the Company’s Registered Office at 612, Raheja Chambers, Nariman Point, Mumbai – 400 021. The results shall also be simultaneously communicated to BSE

Limited and National Stock Exchange of India Limited; it shall also be displayed at the Company’s Registered Office and on the Company’s website at www.supreme.co.in.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered and necessary from the appropriate authorities, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri B.L. Taparua (DIN : 00112438), aged about 84 years, as a Non-Executive Director and Chairman of the Company, as long as he continues in the office of Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

2. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered and necessary from the appropriate authorities, consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Shri Y.P. Trivedi (DIN : 00001879), aged about 90 years, as a Non-Executive Independent Director of the Company, up to the expiry of his present term of office i.e. upto 16th September, 2019, as approved by Members in the Annual General Meeting held on 17th September, 2014.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered and necessary from the appropriate authorities, consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Shri B.V. Bhargava (DIN : 00001823) , aged about 82 years, as a Non-Executive Independent Director of the Company, up to the expiry of his present term of office i.e. upto 16th September, 2019, as approved by Members in the Annual General Meeting held on 17th September, 2014.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered and necessary from the appropriate authorities, consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Shri N.N. Khandwala (DIN : 00112603), aged about 85 years, as a Non-Executive Independent Director of the Company, up to the expiry of his present term of office i.e. upto 16th September, 2019, as approved by Members in the Annual General Meeting held on 17th September, 2014.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are 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 THE SUPREME INDUSTRIES LIMITED

(R.J. Saboo)

AVP (Corporate Affairs) & Company Secretary
(Membership No: A6699)

Place: Mumbai

Date: 24th January, 2019

NOTES

Voting through postal ballot

1. The Postal Ballot notice along with Postal Ballot form is being sent in electronic form to the members who have registered their e-mail addresses with the Company and with their Depository Participants. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose

e-mail addresses are not registered, by permitted mode along with a self addressed postage pre-paid Business Reply Envelope.

2. A Member desiring to exercise his/ her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer not later than 5.00 PM on 15/03/2019. Postage will be borne and paid by the Company. Envelopes containing Postal ballots, if deposited in person or sent by courier at the expenses of the members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
4. The Postal Ballot form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned postal ballot forms will be rejected. This signature on the postal ballot form must tally with the specimen signature registered with the Company.
5. Where the Postal Ballot form has been signed by an Authorised Representative of the body corporate, a certified copy of the relevant authorisations to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. Duly completed postal ballot forms should reach the Scrutinizer not later than 5.00 PM on 15/03/2019. Any postal ballot form received after this time and date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
7. Any member who has not received the Postal Ballot Forms may write to the Company or Registrar and Share Transfer Agents (RTA) of the Company for obtaining a duplicate/additional Ballot Form. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the time and date specified above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the member on 05/02/2019 which is the cut-off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
11. A member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. The date on which the Scrutinizer declares the results of the poll will be considered as the date of passing the resolution and such resolution shall be deemed to have been passed at a duly convened General Meeting of the Company.

Voting through electronic means

Members can also exercise their vote by using the e-voting facility in the following manner:

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Thursday, 14th February, 2019, at 9.00 A.M. (IST) and ends on Friday, 15th March, 2019 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 5th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/ Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or the Company, please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN for the relevant The Supreme Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution which 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Thursday, 14th February, 2019, at 9.00 A.M. (IST) and ends on Friday, 15th

March, 2019 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 5th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) 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.

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

Securities and Exchange Board of India vide notification dated 9th May, 2018 amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 whereby no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect, in which case the Explanatory Statement annexed to the notice for such Resolution shall indicate the justification for appointing/continuing such a person. The amendment in this respect shall come into effect from 1st April, 2019.

Item No. 1

Shri B.L. Taparia, aged about 84 years is a Director of the Company since 15/06/1977 and Chairman of the Company since 03/12/1993.

He had been re-appointed as a Non-Executive Director of the Company, liable to retire by rotation, by passing an Ordinary Resolution in the 76th Annual General Meeting held on 29th June, 2018.

Shri B.L. Taparia gives overall guidance in framing Business policies. He contributes in the CSR activities of the Company.

The Board of Directors considers that Shri B.L. Taparia has the requisite expertise that will be of immense benefit to the Company. The Company during his tenure as a Non-Executive Director and Chairman has grown multifold. The Company expects to continue to receive his guidance in future also.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 24th January, 2019, approved the continuation of Shri B.L. Taparia as mentioned in the Resolution set out under item no. 1.

Shri B L Taparia holds 317398 number of Shares in the Company.

Shri B.L. Taparia himself interested in the Resolution, Shri M.P. Taparia, Managing Director of the Company is interested being his Brother. Shri V.K. Taparia, Executive Director, is interested being son of Shri B.L. Taparia and Shri S.J. Taparia, Executive Director is also related to Shri B.L. Taparia. None of the other Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2, 3 and 4

Shri Y. P. Trivedi, aged about 90 years, Shri B.V. Bhargava, aged about 82 years and Shri N.N. Khandwala, aged about

85 years, had been appointed for a period of 5 years - i.e. w.e.f. 17th September, 2014 up to 16th September, 2019 as Independent Directors of the Company, by passing Ordinary Resolutions in the 72nd Annual General Meeting held on 17th September, 2014.

The Board of Directors considers that Shri Y. P. Trivedi, Shri B.V. Bhargava and Shri N.N. Khandwala have requisite expertise, versatility, extensive and enriched experience that will be of benefit to the Company.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 24th January, 2019, approved the continuation of Shri Y.P. Trivedi, Shri B.V. Bhargava and Shri N.N. Khandwala, as Non-Executive Independent Directors of the Company as mentioned in the Resolutions set out under item no. 2,3 and 4.

Shri. Y. P. Trivedi is a Senior Tax Consultant and has vast experience in finance and taxation. He has also served as a director in various companies and brings rich experience to the board and guidance in matters of finance and taxation.

Shri. B. V. Bhargava has a distinguished career in development banking and project finance. He has served as a Non-Executive Independent Director in various companies and brings rich experience to the board.

Shri. N. N. Khandwala has been a director of the Company since 23rd September, 1982 and has guided the board in framing future business policies.

Shri Y. P. Trivedi hold 20010 number of Shares, Shri B.V. Bhargava hold 13000 number of Shares and Shri N.N. Khandwala hold 314500 number of Shares in the Company.

Shri Y. P. Trivedi, Shri B.V. Bhargava and Shri N.N. Khandwala are interested in their respective Resolution as set out in Item No 2,3 and 4.

None of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested in the said Resolutions.

The Board recommends the Special Resolution set out at Item No. 2,3 and 4 of the Postal Ballot Notice for approval by the members.

By Order of the Board of Directors FOR THE SUPREME INDUSTRIES LIMITED

(R.J. Saboo)
AVP (Corporate Affairs) & Company Secretary
(Membership No: A6699)

Place: Mumbai
Date: 24th January, 2019