



# Supreme Holdings & Hospitality (India) Limited

1, Pearl Mansion (N), 91, M. Karve Road, Mumbai – 400 020.

Tel : 022-2200 6969/0562 Fax : 022- 2200 8246

Website : www.supremeholdings.net Email : investors@supremeholdings.net

CIN - L67120MH1982PLC026924

## POSTAL BALLOT NOTICE

**NOTICE** is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to transact the following Special Business by members of Supreme Holdings & Hospitality (India) Limited by passing Resolutions appended below through Postal Ballot including remote e-voting.

The Statement as required under section 102 of the Companies Act, 2013 pertaining to the said Resolutions setting out the material facts concerning the Special Business and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration of the members of the Company.

### SPECIAL BUSINESS

#### Item No. 1. Offer or invitation to subscribe to the Redeemable Non-Convertible Debentures (NCDs), on private placement basis.

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 Section(s) 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, provisions of the Articles of Association of the Company, provisions and notifications issued by Reserve Bank of India and subject to other applicable laws, rules, regulations, guidelines, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof which the Board may constitute or has been constituted or delegated the powers to any existing Committee or authorised persons of the Company to exercise the powers including the powers conferred by this Resolution) for making one or more offer(s) or invitation(s) to subscribe, issue and allot secured or unsecured, rated or unrated, Redeemable Non Convertible Debentures (NCDs), on private placement basis, in one or more tranches to any eligible investor through issue of requisite offer documents, for an aggregate amount not exceeding Rupees Seventy Five Crores within the overall borrowing limits of the Company as approved by the members from time to time, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as and when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto, during a period of one year from the date of passing of this Special Resolution.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and give such directions as may be deemed necessary or ancillary or incidental thereto and to execute all such documents as may be proper to give effect to this Resolution."

#### Item No. 2 - Appointment of Mr. Srichandra Narayanswamy Atreya (S N Atreya) as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Mr. Srichandra Narayanswamy Atreya (S N Atreya) (DIN : 01864119), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Companies Act, 2013, who qualifies for being appointed as an Independent Director and in respect of whom the Company has under Section 160 of the Companies Act 2013, received a notice in writing proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for 5 (Five) consecutive years for a term upto March 09, 2022."

#### Item No. 3 - Appointment of Mrs. Shruti Jatia as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Mrs. Shruti Jatia (DIN : 05009237), who qualifies for being appointed as an Independent Director and in respect of whom the Company has under Section 160 of the Companies Act 2013, received a notice in writing proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for 3 (three) consecutive years for a term upto March 09, 2020."

#### Item No. 4 - Appointment of Mrs. Namita Jatia as a Director.

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

**"RESOLVED THAT** Mrs. Namita Jatia (DIN : 07660840) who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Companies Act, 2013 and in respect of whom the Company has, under Section 160 of the Companies Act, 2013 received a notice in writing proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Place: Mumbai  
Dated: 05/04/2017

By order of the Board of Directors  
Kailash Sharma  
(Company Secretary)

**NOTES FOR MEMBERS ATTENTION:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. The Physical copies of the Postal Ballot Notice are being sent by permitted mode along with Postal Ballot Form and postage prepaid self-addressed business reply envelope to all the Members, whose names appear in the Register of Member/list of beneficial owner as per record of Depositories as on 7th April, 2017 i.e. cut-off date. The voting shall be reckoned in proportion to a member's share of voting right on the paid up equity share capital of the Company as on the said cut-off date.
3. Members whose names appear in the Register of Member/list of beneficial owner as per record of Depositories as on cut-off date are only eligible to vote on the proposed resolutions and are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through e-voting facility offered by the Company.
4. The Company has appointed M/s Pramod S. Shah & Associates, Practising Company Secretaries, Mumbai as a scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with applicable law/regulation in a fair and transparent manner.
5. The Members voting through Physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on Postal Ballot Notice and return the completed Form along with assent (For) or dissent (Against) in the enclosed postage prepaid self-addressed business reply envelope so as to reach the Scrutinizer on or before 11th May, 2017 upto 5.00 p.m., the last date of receipt of the completed Postal Ballot Form. However Postal Ballot Form(s), if deposited in person or sent by any other mode at the expense of the Members, will also be accepted. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on 11th May, 2017 shall be deemed invalid and will be treated as not having been received.
6. The Members who do not receive Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd. at Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 and obtain a duplicate thereof.
7. In compliance with the provisions of section 108 of the Companies act, 2013, and rules made thereunder, the Company is pleased to provide an option to the Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolutions as contained in the Postal Ballot Notice by way of electronic voting/ e-voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. It may be noted that E-voting is optional. Please carefully read and follow up instructions on e-voting printed in this Postal Ballot Notice. In case the member has exercised the vote in physical mode as well as electronic mode, the vote cast by electronic means will only be considered and voting by Postal Ballot Form will be ignored. The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). Please refer to the instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which e-voting is to be carried out.
8. The Instructions for member voting electronically are as under
  - (i) The voting period begins on **Wednesday, 12th April, 2017 at 9.00 a.m. and ends on Thursday, 11th May, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th April, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (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](http://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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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 in the PAN field.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 resolutions contained in this Notice.
- (xi) Click on the EVSN for Supreme Holdings & Hospitality (India) 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 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. Upon completion of the scrutiny of Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer's Report to the Chairman of the Company. The result of the Postal Ballot would be announced by Chairman or any other person authorised by him in writing by 16th May, 2017 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed along with the Scrutinizer's Report on the Company's website at [www.supremeholdings.net](http://www.supremeholdings.net)

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Postal ballot Notice:

#### **Item 1**

As per the provisions of section 42 read with section 71 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Shares Capital & Debentures) Rules, 2014, a Company offering or making an invitation to subscribe to Redeemable Non- Convertible Debentures (NCDs) on private placement basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, which shall be valid for a period of one year for all offers and invitations for such NCDs issued during the year.

In order to meet the working capital requirements and for general corporate purposes, it is proposed to borrow and raise money by issue of secured/unsecured, rated or unrated NCDs on private placement basis in one or more tranches on such terms and conditions as the Board of Directors of the Company may consider appropriate and beneficial in the interest of the Company. The NCDs proposed to be issued as such by the Company shall not carry any voting rights.

The approval of the Members is being sought by way of a Special Resolution under Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, to enable the Company to make one or more offers or invitations to subscribe to the secured or unsecured, rated or unrated NCDs on Private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special resolution, for an aggregate amount not exceeding Rupees Seventy Five Crores within the overall borrowing limits of the Company, as approved by the Members from time to time, with the authority to the Board of Directors, to determine the terms and conditions, including issue price of the NCDs, mode of payment, coupon rate, redemption period, utilization of issue proceed, etc. and to do such other acts, deeds, matters and things in connection therewith or incidental thereto.

The Board of Directors recommend the Special Resolution as set out in this Postal Ballot Notice, for approval by members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this Resolution.

#### **Item 2**

The Board on recommendation of Nomination and Remuneration Committee appointed Mr. S N Atreya as an Additional Independent Director of the Company with effect from March 10, 2017 for a term of 5 (five) consecutive years upto March 09, 2022. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mr. S N Atreya as an Independent Director of the Company, not liable to retire by rotation.

Mr. S N Atreya holds a Master Degree in Chemical Engineering from IIT Chicago. He is having more than 30 years of rich experience. Mr. S N Atreya was associated with Bell Ceramics Ltd as Technical Director and was founder and Managing Director of Bell Granito Ceramica Ltd., where he was involved and responsible for setting up modern ceramic tile manufacturing plant, ceramic frit manufacturing plant and polished vitrified tiles plant in collaboration and Joint venture with various International companies. Since 2010, he is associated with Anutex Laminates (A division of Anuradha Foods Private Ltd), manufacturing coated and laminated textiles, as Chief Executive Officer.

The Company has received the declarations from Mr. S N Atreya stating that he meets all the criteria of Independence, as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. S N Atreya fulfills the conditions for Independent Directors as specified in the Companies Act, 2013, the Rules and Listing Regulations made thereunder.

The copy of letter of appointment of Mr. S N Atreya as Independent Directors setting out the applicable terms and conditions, are available for inspection by members at the registered office of the Company.

The Board of Directors recommend the Ordinary Resolution as set out in this Postal Ballot Notice, for approval by members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. S N Atreya to whom the Resolution relates is concerned or interested in this Resolution.

### Item 3

Mrs. Shruti Jatia is an existing director of the Company. As she meets the criteria for appointment of Independent Director, the Board on recommendation of Nomination and Remuneration Committee appointed Mrs. Shruti Jatia, Director as an Independent Director of the Company, with effect from March 10, 2017 for a term of 3 (three) consecutive years upto March 09, 2020, subject to approval of the shareholders. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mrs. Shruti Jatia as an Independent Director of the Company, not liable to retire by rotation.

Mrs. Shruti Jatia is a Bachelor of Commerce. She has 10 years of experience in hospitality sector, specially managing restaurants. Presently Mrs. Shruti Jatia is assisting management of restaurants YANA at Pune.

The Company has received the declarations from Mrs. Shruti Jatia stating that she meets all the criteria of Independence, as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Shruti Jatia fulfills the conditions for Independent Directors as specified in the Companies Act, 2013, the Rules and Listing regulations made thereunder.

The copy of letter of appointment of Mrs. Shruti Jatia as Independent Directors setting out the applicable terms and conditions, are available for inspection by members at the registered office of the Company.

The Board of Directors recommend the Ordinary Resolution as set out in this Postal Ballot Notice, for approval by members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives except Mrs. Shruti Jatia to whom the Resolution relates is concerned or interested in this Resolution.

### Item 4

The Board on recommendation of Nomination and Remuneration Committee, appointed Mrs. Namita Jatia as an Additional Director of the Company with effect from March 10, 2017. A notice under the provision of Section 160(1) of the Act, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mrs. Namita Jatia as a Director of the Company, liable to retire by rotation.

Mrs. Namita Jatia holds a Bachelor Degree in Business Management. She is having 3 years of experience in Marketing and Business Development. Presently she is designated partner of Natures Blessing Agro LLP and responsible for its marketing and business development. Natures Blessing Agro LLP is in farming & distribution of micro greens, fresh herbs and various vegetables.

The Board of Directors recommend the Ordinary Resolution as set out in this Postal Ballot Notice, for approval by members of the Company. None of the Directors, Key Managerial Personnel or their relatives except Mrs. Namita Jatia, to whom this resolution relates, Mr. Vinod Jatia, Managing Director, Mr. Prateek Jatia, CFO and Mr. Vidip Jatia, Director, being relatives of Mrs. Namita Jatia and their other relatives to the extent of their shareholding interest in the company, may be deemed to be concerned or interested in this resolution.

By order of the Board of Directors  
Kailash Sharma  
(Company Secretary)

Place: Mumbai  
Dated: 05/04/2017

### Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment.

Name of Director	Mr. S N Atreya	Mrs. Shruti Jatia	Mrs. Namita Jatia
DIN	01864119	05009237	07660840
Age	53 years	43 years	30 years
Date of first appointment	10.03.2017	30.03.2015	10.03.2017
Qualification	Master Degree in Chemical Engineering	B.Com	Bachelor Degree in Business Management
Remuneration last drawn	Nil	Nil	Nil
Expertise in Specific Functional Areas	Technical, Management & Administration	Management & Administration	Marketing and Business Development
Directorship held in other Public Companies	Nil	Nil	Helmet Traders Limited
No Shares held	Nil	Nil	36,66,100
Board meetings attended during (2016-17)	1 (one)	5 (Five)	Nil
Chairman/Member of Committee of the Board of Directors of the Company *	<b>Audit Committee</b> Chairman <b>Stakeholder Relationship Committee</b> Nil	<b>Audit Committee</b> Member <b>Stakeholder Relationship Committee</b> Nil	<b>Audit Committee</b> Nil <b>Stakeholder Relationship Committee</b> Chairman
Chairman/Member of Committee of the Board of Directors of the other public Companies *	<b>Audit Committee</b> Nil <b>Stakeholder Relationship Committee</b> Nil	<b>Audit Committee</b> Nil <b>Stakeholder Relationship Committee</b> Nil	<b>Audit Committee</b> Nil <b>Stakeholder Relationship Committee</b> Nil
Relationship between Directors, Manager and other Key Managerial Personnel (KMP) of the Company.	Not related to any Director or KMP	Not related to any Director or KMP	Related to Mr. Vinod Jatia, Managing Director, Prateek Jatia, CFO and Vidip Jatia, Director
Terms & Conditions of appointment	Refer explanatory statement	Refer explanatory statement	Refer explanatory statement

\* Pursuant to Regulation 26 of the Listing Regulation, only Audit Committee and Stakeholder Committee have been considered.