

# SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED

CIN: L45100PN1982PLC173438

Reg Office: Office No. 510 to 513, 05th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014.

Ph. +919607600044 | e: [info@belmac.in](mailto:info@belmac.in) | [www.supremeholdings.net](http://www.supremeholdings.net)

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NOTICE is hereby given that first Extra-Ordinary General Meeting ("EGM") of the FY 24-25 of the Members of **SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED** will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Wednesday, 11<sup>th</sup> September, 2024 at 3.00 p.m. (IST) to transact the following special business:

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## ITEM NO. 1:

### 1. Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential

#### Basis:

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

**"RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 as amended, including rules notified thereunder ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**Listing Regulations**"), the listing agreement entered into by the Company with BSE Limited, stock exchange where the securities of the Company are listed, including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for time being in force, and subject to any other applicable laws, rules, regulations, notifications, circulars, clarifications, guidelines issued thereunder by the Government of India, Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchange where the shares of the Company are listed ("**Stock Exchange**"), and/or any other competent authority(ies) from time to time to the extent applicable and the enabling provisions in the Memorandum and Articles of Association of the Company, and subject to such approvals, sanctions, permissions, consents, as may be necessary or required of any appropriate statutory/ regulatory and/ or other authority(ies) and subject to such alterations, corrections, changes, variations, conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, sanctions, permissions and consents, if any, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this Resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot, from time to time, in one or more tranches, upto 17,00,000 (Seventeen Lakhs ) Equity Shares of the Company of face value of Rs. 10/-each fully paid ("**the Equity Shares**") at a price of Rs. 62/- (Rupees Sixty Two Only), (including a premium of Rs. 52/- (Rupees Fifty Two Only) per equity share) (hereinafter referred to as the "**Issue Price**"), which is not less than the floor price as on the Relevant Date, determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, aggregating upto Rs. 10,54,00,000/- (Rupees Ten Crores Fifty

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Four lakhs Only) on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit to the following person(s) belonging to the Non-promoter category (hereinafter referred to as "Proposed Allottees").

Sr. No.	Name of Proposed Allottee	Category	Number of Equity shares to be allotted	Nature of persons who are ultimate beneficial owner
1	Sarweswara Reddy Sanivarapu	Non - Promoter	1,25,000	Individual
2	Payal Sanghavi	Non - Promoter	1,20,000	Individual
3	Adiraju Rajendra Prasad	Non - Promoter	1,00,000	Individual
4	Piyush Bhupendra Gala	Non - Promoter	1,00,000	Individual
5	Rahul Bajaj HUF	Non - Promoter	1,00,000	Hindu Undivided Family
6	Rohit Bajaj HUF	Non - Promoter	1,00,000	Hindu Undivided Family
7	Preeti Bajaj	Non - Promoter	75,000	Individual
8	Sapna Ojha	Non - Promoter	75,000	Individual
9	Chennupati Sarath Kumar	Non - Promoter	75,000	Individual
10	Oruganti Subbarami Reddy	Non - Promoter	50,000	Individual
11	Addepalli Krishna Sai Kumar	Non - Promoter	40,000	Individual
12	Srinivas Reddy Gangula	Non - Promoter	40,000	Individual
13	Latha Unnikrishnan Pillai	Non - Promoter	1,53,000	Individual
14	Manika Mittal	Non - Promoter	1,00,000	Individual
15	Abhidhi Communications Private Limited	Non - Promoter	1,00,000	Body Corporate
16	Kunal Mahendra Bhakta	Non - Promoter	75,000	Individual
17	Sudhanshu Srivastav	Non - Promoter	60,000	Individual
18	Girish G Gangawat HUF	Non - Promoter	60,000	Hindu Undivided Family
19	Lanka Nagamani and Lanka V N Muralidhar	Non - Promoter	50,000	Individual
20	Maulik Atul Parikh	Non - Promoter	42,000	Individual
21	Chandrashekar Yermal	Non - Promoter	15,000	Individual
22	Devender Singh	Non - Promoter	25,000	Individual
23	Ankur Gulati	Non - Promoter	20,000	Individual
		<b>TOTAL</b>	<b>17,00,000</b>	

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**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company is determined to be 12<sup>th</sup> August, 2024 being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the issue the equity shares.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares to the proposed allottees under the Preferential Issue shall be subject to following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- i. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- ii. The price of each equity share will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- iii. Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders’ resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities;
- iv. Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations;
- v. The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable;
- vi. The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.”

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Khyati Shah & Company, Practicing Company Secretary (Membership No. 8686 CP No.

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9574) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of the Equity Shares, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of the Equity Shares and listing and trading of Equity Shares, including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Shareholder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors**

**Registered Office:**

Office no. 510 to 513, 5<sup>th</sup> Floor,  
Platinum Square, Shri Satpal  
Malhotra Marg, Nagar Road,  
Pune-411014

**Website:** [www.supremeholdings.net](http://www.supremeholdings.net)

**Sd/-**  
**Rohan Ramesh Chinchkar**  
Company Secretary  
and Compliance Officer  
ACS: 56176

**Place:** Pune

**Date:** 17<sup>th</sup> August, 2024

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## NOTES:

1. Pursuant to General Circulars No.14/2020 dated 8th April, 2020, No.17/2020 dated 13<sup>th</sup> April, 2020, No.20/2020 dated 05<sup>th</sup> May, 2020, No. 02/2021 dated 13<sup>th</sup> January, 2021, No. 21/2021 dated 14<sup>th</sup> December, 2021, No. 2/2022 dated 05<sup>th</sup> May, 2022, No. 10/2022 dated 28<sup>th</sup> December, 2022 and No.09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business of the Notice, is annexed hereto.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC / OAVM. 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 Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM 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 [cskhyatishah@gmail.com](mailto:cskhyatishah@gmail.com) with a copy marked to [info@belmac.in](mailto:info@belmac.in).
5. In case of joint holders attending the EGM, 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.
6. Members may also note that the Notice of EGM is available on the Company's website at [www.supremeholdings.net](http://www.supremeholdings.net), website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of EGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) at [www.evotingindia.com](http://www.evotingindia.com).
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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8. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
2. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@belmac.in](mailto:info@belmac.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning

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their name, demat account number/folio number, email id, mobile number at [info@belmac.in](mailto:info@belmac.in). These queries will be replied to by the company at EGM or suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time at the EGM.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for the smooth conduct of the EGM.

## THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- 1) The voting period begins on Sunday, 8<sup>th</sup> September, 2024 at 9.00 a.m. and ends on Tuesday, 10<sup>th</sup> September, 2024 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 Wednesday, 4<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

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Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit requested to visit or CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li></ol>



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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under «Shareholder/ Member» section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to "InstaVote" website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>
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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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## **HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or contact at 022 - 4886 7000 and 022 - 2499 7000

## **LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.

# SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED

CIN: L45100PN1982PLC173438

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- 6) If you are a first time user follow the steps given below:

	<b>For Shareholders 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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR 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 (v).</li></ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.

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- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [investors@supremeholdings.net](mailto:investors@supremeholdings.net) or RTA at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in).
- II. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at [investors@supremeholdings.net](mailto:investors@supremeholdings.net) or RTA at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in)

## **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM

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- facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

## **Note for Non - Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email id : [cskhyatishah@gmail.com](mailto:cskhyatishah@gmail.com) and to the Company at the email address: [investors@supremeholdings.net](mailto:investors@supremeholdings.net), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, 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) or call on 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

The Board of Directors has appointed Ms. Khyati Shah, Practicing Company Secretary, proprietor of Khyati Shah & Co., Company Secretaries, (membership number F 8686, Certificate of Practice No. 9574) as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and shall make, not

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later than 2 working days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or any Director duly authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairperson or a person as authorised by him in writing.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.supremeholdings.net](http://www.supremeholdings.net) and on the website of CDSL immediately after the declaration of results by the Chairperson or a person authorised by him in writing. The Result would be communicated to the BSE Limited. The result will also be displayed on the Notice board of the Company at its registered office and the corporate office.

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

### ITEM NO. 1:

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources thereby strengthening of the financial structure of the Company and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on Saturday, 17<sup>th</sup> August 2024 accorded its approval for raising funds through issuance of upto 17,00,000 (Seventeen Lakhs) Equity Shares to the proposed allottee as set out below, being non-promoters ("proposed allottee") under preferential allotment route subject to approval of the members of the Company.

In terms of the provisions of Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said issue of Equity shares requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company at their meeting held on Saturday, 17<sup>th</sup> August, 2024 had approved the issue of Equity shares and accordingly proposes to issue and allot in aggregate and upto 17,00,000 (Seventeen Lakhs) Equity Shares of the Company of face value of Rs. 10/-each fully paid ("**the Equity Shares**") at a price of Rs. 62/- (Rupees Sixty Two Only), (including a premium of Rs. 52/- (Rupees Fifty Two Only) per equity share) (hereinafter referred to as the "**Issue Price**") to the following allottee(s) not forming part of the Company's promoters / promoter group:

Sr. No.	Name of Proposed Allottee	Category	Number of Equity shares to be allotted	Nature of persons who are ultimate beneficial owner
1	Sarweswara Reddy Sanivarapu	Non - Promoter	1,25,000	Individual
2	Payal Sanghavi	Non - Promoter	1,20,000	Individual
3	Adiraju Rajendra Prasad	Non - Promoter	1,00,000	Individual
4	Piyush Bhupendra Gala	Non - Promoter	1,00,000	Individual
5	Rahul Bajaj HUF	Non - Promoter	1,00,000	Hindu Undivided Family



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6	Rohit Bajaj HUF	Non - Promoter	1,00,000	Hindu Undivided Family
7	Preeti Bajaj	Non - Promoter	75,000	Individual
8	Sapna Ojha	Non - Promoter	75,000	Individual
9	Chennupati Sarath Kumar	Non - Promoter	75,000	Individual
10	Oruganti Subbarami Reddy	Non - Promoter	50,000	Individual
11	Addepalli Krishna Sai Kumar	Non - Promoter	40,000	Individual
12	Srinivas Reddy Gangula	Non - Promoter	40,000	Individual
13	Latha Unnikrishnan Pillai	Non - Promoter	1,53,000	Individual
14	Manika Mittal	Non - Promoter	1,00,000	Individual
15	Abhidhi Communications Private Limited	Non - Promoter	1,00,000	Body Corporate
16	Kunal Mahendra Bhakta	Non - Promoter	75,000	Individual
17	Sudhanshu Srivastav	Non - Promoter	60,000	Individual
18	Girish G Gangawat HUF	Non - Promoter	60,000	Hindu Undivided Family
19	Lanka Nagamani and Lanka V N Muralidhar	Non - Promoter	50,000	Individual
20	Maulik Atul Parikh	Non - Promoter	42,000	Individual
21	Chandrashekar Yermal	Non - Promoter	15,000	Individual
22	Devender Singh	Non - Promoter	25,000	Individual
23	Ankur Gulati	Non - Promoter	20,000	Individual
		<b>TOTAL</b>	<b>17,00,000</b>	

The details of the Preferential issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

**1. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company ("Board") at their meeting held on 17<sup>th</sup> August, 2024, approved raising of funds aggregating upto Rs. 10,54,00,000/- (Rupees Ten Crores Fifty Four lakhs Only) by way of issuance of upto 17,00,000 (Seventeen Lakhs) Equity shares of the Face Value of Rs. 10/- each at an Issue price of Rs. 62/- (including premium of Rs 52/-) per share for cash, aggregating upto Rs. 10,54,00,000/- (Rupees Ten Crores Fifty Four lakhs Only) on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other

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provisions of applicable laws to following persons/entities belonging to non-promoter category:

Sr No.	Name of the proposed Allottee	Category	Equity shares proposed to be issued
1	Sarweswara Reddy Sanivarapu	Non - Promoter	1,25,000
2	Payal Sanghavi	Non - Promoter	1,20,000
3	Adiraju Rajendra Prasad	Non - Promoter	1,00,000
4	Piyush Bhupendra Gala	Non - Promoter	1,00,000
5	Rahul Bajaj HUF	Non - Promoter	1,00,000
6	Rohit Bajaj HUF	Non - Promoter	1,00,000
7	Preeti Bajaj	Non - Promoter	75,000
8	Sapna Ojha	Non - Promoter	75,000
9	Chennupati Sarath Kumar	Non - Promoter	75,000
10	Oruganti Subbarami Reddy	Non - Promoter	50,000
11	Addepalli Krishna Sai Kumar	Non - Promoter	40,000
12	Srinivas Reddy Gangula	Non - Promoter	40,000
13	Latha Unnikrishnan Pillai	Non - Promoter	1,53,000
14	Manika Mittal	Non - Promoter	1,00,000
15	Abhidhi Communications Private Limited	Non - Promoter	1,00,000
16	Kunal Mahendra Bhakta	Non - Promoter	75,000
17	Sudhanshu Srivastav	Non - Promoter	60,000
18	Girish G Gangawat HUF	Non - Promoter	60,000
19	Lanka Nagamani and Lanka V N Muralidhar	Non - Promoter	50,000
20	Maulik Atul Parikh	Non - Promoter	42,000
21	Chandrashekar Yermal	Non - Promoter	15,000
22	Devender Singh	Non - Promoter	25,000
23	Ankur Gulati	Non - Promoter	20,000

## 2. Objects of the preferential issue:

With an objective to accomplish the Company's strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the general corporate purpose.

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### 3. Intent of the Promoters, Director(s), Key Managerial Personnel or senior management of the Company to subscribe to the offer:

No person falling under Promoter and Promoter Group, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to the Equity Shares proposed to be issued under the Preferential Allotment.

### 4. Shareholding pattern of the issuer before and after the preferential issue:

Category of Shareholders	Pre-issue		Post-Allotment	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>Promoter &amp; Promoter Group</b>				
Individuals/Hindu Undivided Family	57,29,806	15.41	57,29,806	14.74
Body Corporate	1,65,396	0.44	1,65,396	0.42
Promoter's Trust	1,65,99,554	44.65	1,65,99,554	42.70
<b>Total Promoter/ Promoter Group (A)</b>	<b>2,24,94,756</b>	<b>60.51</b>	<b>2,24,94,756</b>	<b>57.86</b>
<b>Public Shareholders</b>				
<b>Non-Institutional Investors</b>				
Individuals	49,14,013	13.23	62,54,013	16.09
HUF	2,37,885	0.64	4,97,885	1.28
Clearing Members	150	0.00	150	0.00
Non-Resident Indian (NRI)	53,904	0.14	53,904	0.14
Body Corporates	4,33,660	1.17	5,33,660	1.37
Overseas Body Corporate	90,05,885	24.22	90,05,885	23.17
Others	36,600	0.10	36,600	0.09
Total Public Shareholding (B)	1,46,82,097	39.49	1,63,82,097	42.14
<b>Total (A+B)</b>	<b>3,71,76,853</b>	<b>100.00</b>	<b>38,876,853</b>	<b>100.00</b>

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 9<sup>th</sup> August, 2024.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.

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## 5. Time frame within which the preferential issue shall be completed:

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

## 6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

No change in control or management of the Company is contemplated consequent to the proposed preferential issue of the Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern.

The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of Equity Shares to be allotted	Post issue Equity holding	
			No. of shares	%		No. of shares	%
1	Sarweswara Reddy Sanivarapu	N.A	Nil	Nil	1,25,000	1,25,000	0.32
2	Payal Sanghavi	N.A	Nil	Nil	1,20,000	1,20,000	0.31
3	Adiraju Rajendra Prasad	N.A	Nil	Nil	1,00,000	1,00,000	0.26
4	Piyush Bhupendra Gala	N.A	Nil	Nil	1,00,000	1,00,000	0.26
5	Rahul Bajaj HUF	Rahul Bajaj	Nil	Nil	1,00,000	1,00,000	0.26
6	Rohit Bajaj HUF	Rohit Bajaj	Nil	Nil	1,00,000	1,00,000	0.26
7	Preeti Bajaj	N.A	Nil	Nil	75,000	75,000	0.19
8	Sapna Ojha	N.A	Nil	Nil	75,000	75,000	0.19
9	Chennupati Sarath Kumar	N.A	Nil	Nil	75,000	75,000	0.19
10	Oruganti Subbarami Reddy	N.A	Nil	Nil	50,000	50,000	0.13
11	Addepalli Krishna Sai Kumar	N.A	Nil	Nil	40,000	40,000	0.10
12	Srinivas Reddy Gangula	N.A	Nil	Nil	40,000	40,000	0.10

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13	Latha Unnikrishnan Pillai	N.A	1,000	0.00	1,53,000	1,54,000	0.39
14	Manika Mittal	N.A	Nil	Nil	1,00,000	1,00,000	0.26
15	Abhidhi Communications Private Limited		Nil	Nil	1,00,000	1,00,000	0.26
16	Kunal Mahendra Bhakta	N.A	Nil	Nil	75,000	75,000	0.19
17	Sudhanshu Srivastav	N.A	Nil	Nil	60,000	60,000	0.15
18	Girish G Gangawat HUF	Girish G Gangawat	Nil	Nil	60,000	60,000	0.15
19	Lanka Nagamani and Lanka V N Muralidhar	N.A	Nil	Nil	50,000	50,000	0.13
20	Maulik Atul Parikh	N.A	Nil	Nil	42,000	42,000	0.11
21	Chandrashekar Yermal	N.A	Nil	Nil	15,000	15,000	0.04
22	Devender Singh	N.A	Nil	Nil	25,000	25,000	0.06
23	Ankur Gulati	N.A	Nil	Nil	20,000	20,000	0.05

**7. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

There will be no change in the status of the proposed allottees post the preferential issue.

**8. Relevant Date:**

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Monday, 12<sup>th</sup> August, 2024 being 30 days prior to the date of the EGM convened to obtain the approval of the Members. The minimum issue price or Floor Price for issue of Equity Shares as determined in accordance with Chapter V of the ICDR Regulations is Rs. 62/- (Rupees Sixty Two only). In view of the above, the Board has approved an Issue Price of Rs. 62/- (Rupees Sixty Two only) per Equity share.

**9. Basis or justification for the price (including the premium, if any) that has been arrived:**

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. For the purpose of computation of the price for equity shares, the Equity Shares are frequently traded on the BSE Limited, has been considered in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the

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Floor price at which the Equity Shares will be issued shall not be less than higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;  
**OR**
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Equity Share to be allotted on preferential basis is Rs.62/- per Equity Share which is not lower than the Floor price determined in the manner set out above.

The issue price of Rs. 62/- per share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited during the 90 trading days (Rs. 61.85/-) / 10 trading days (Rs. 59.05/-) preceding the relevant date. A Certificate is obtained from the Practicing Chartered Accountant confirming that the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

## **10. Undertaking as to re-computation of price and lock-in of specified securities**

The Company undertakes that:

- (ii) It shall re-compute the price of the Equity Shares, in terms of the provisions of the ICDR Regulations or any other applicable laws, where it is required to do so.
- (iii) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity shares shall continue to be locked- in till the time such amount is paid by the proposed allottee.

## **11. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the proposed issue of Equity Shares including their conversion thereof into Equity Shares of the Company.

## **12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None

## **13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

# SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED

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## 14. Lock-in period:

Equity Shares to be allotted to the proposed allottees, including the pre-preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

## 15. Practising Company Secretary's Certificate

A copy of the certificate issued by Khyati Shah & Co., Company Secretaries, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Extra-Ordinary General Meeting of the Company to be held on Wednesday, 11<sup>th</sup> September, 2024. The members can access the copy of the certificate issued by Khyati Shah & Co., Company Secretaries, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations on the Company's website at [www.supremeholdings.net](http://www.supremeholdings.net).

## 16. Other Disclosures/Undertaking:

- (i) The proposed allottee has not sold or transferred any Equity Shares during the ninety trading days preceding the relevant date.
- (ii) The Company is eligible to make the Preferential Allotment to the proposed allottees under Chapter V of the SEBI ICDR Regulations.
- (iii) all the existing Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (iv) No person belonging to the Promoters / Promoter Group has previously subscribed to any Warrants of the Company and has failed to exercise the warrants during the last one year;
- (v) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- (vi) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- (vii) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- (viii) The Company is in compliance with the conditions for continuous listing;

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- (ix) Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
- (x) None of the Company, its directors or promoters have been declared as a 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations
- (xi) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

The issue of the Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized form only. Allotment of the Equity Shares would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and accordingly, the Board of Directors of the Company recommends passing of the Special Resolution as set out at Item No 1 of the accompanying Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway, concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

**By Order of the Board of Directors**

**Registered Office:**

Office no. 510 to 513, 5<sup>th</sup> Floor,  
Platinum Square, Shri Satpal  
Malhotra Marg, Nagar Road,  
Pune-411014

Website: [www.supremeholdings.net](http://www.supremeholdings.net)

**Sd/-**  
**Rohan Ramesh Chinchkar**  
Company Secretary  
and Compliance Officer  
ACS: 56176

**Place:** Pune

**Date:** 17<sup>th</sup> August, 2024