

2013-14

72nd ANNUAL REPORT



**ENRICHING LIVES.
GENERATING SMILES!**

Supreme[®]

People who know plastics best

THE SUPREME INDUSTRIES LIMITED



Supreme[®]

People who know plastics best

THE SUPREME INDUSTRIES LIMITED

**ENRICHING LIVES
GENERATING SMILES!**

Some milestones to create, some achievements to share, some innovations, some initiatives to touch lives...our every action, each thought resonates with the pervasive synthesis of enriching lives, generating smiles. And we have come a long way.

As India's No. 1 Plastic Products Company, we at Supreme firmly believe in creating a world of difference in everyone's life. A thought embedded in all our actions. A thought that gives us the strength to grow. Over the years, our plastic products have become an integral part of every household and every industry. With our 23 state-of-the-art plants, we offer an array of products ranging from moulded furniture to bathroom fittings, material handling products to industrial moulded products and protective packaging to plastic piping systems.

Spearheading the league of nation building. Winning millions of hearts with our innovative offerings.

Understanding global business trends.

Anticipating challenges. Adopting faster. Upgrading business processes. And delivering.

True, we are making news in many ways.

Performance Highlights

(₹ in Lacs)

	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009	2009-2010	2010-2011	2011-2012	2012-2013	2013-2014
Polymers Processed (MT)	95439	118115	130547	139239	172746	191704	224673	245700	281452	285539
Sales	93150.04	113067.09	132963.00	149882.45	180900.03	217159.45	266553.08	318461.92	374607.92	434333.45
Less: Excise Duty	11740.33	14860.69	16796.94	18860.35	15707.16	16585.69	22979.68	29532.17	38795.70	43850.53
Net Sales	81409.71	98206.40	116166.06	131022.10	165192.87	200573.76	243573.40	288929.75	335812.22	390482.92
Other Income	1003.30	466.61	666.76	893.91	904.53	1621.55	4294.66	4917.25	4884.38	6751.44
Total Income	82413.01	98673.01	116832.82	131916.01	166097.40	202195.31	247868.06	293847.00	340696.60	397234.36
Operating Profit	9008.77	10193.24	13629.66	15272.04	24698.97	30556.28	36709.23	48281.54	53939.82	59902.51
Interest	2508.59	2696.04	3300.57	3897.92	5456.03	3302.71	4250.19	5479.67	5234.61	7614.04
Gross Profit	6500.18	7497.20	10329.09	11374.12	19242.94	27253.57	32459.04	42801.87	48705.21	52288.48
Depreciation	3929.84	4134.10	4024.59	3951.04	5251.74	5292.03	6284.52	7246.28	8170.67	10153.94
Profit Before Tax & Exceptional Items	2570.34	3363.10	6304.50	7423.08	13991.20	21961.54	26174.52	35555.59	40534.54	42134.53
Tax & Exceptional Items	205.00	-656.08	-1291.36	-2310.88	-4251.24	-7489.00	-8773.42	-11504.00	-13299.35	13997.90
Profit after Tax	2365.34	4019.18	5013.14	5112.20	9739.96	14472.54	17401.10	24051.59	27235.19	28136.64
Prior Years Adjustments	-0.85	-23.37	2.22	-1.37	-1.35	10.48	95.90	–	-0.20	–
Net Profit	2364.49	3995.81	5015.36	5110.83	9738.61	14483.02	17497.00	24051.59	27234.99	28136.64
Paid up Equity Capital (Face Value of ₹ 2)	1339.08	1381.08	2762.17	2762.17	2540.54	2540.54	2540.54	2540.54	2540.54	2540.54
Reserves and Surplus*	19409.84	18352.36	19576.27	22004.49	25990.94	35136.56	46278.92	61472.49	77580.97	93828.40
Shareholders' Funds	20748.92	19733.44	22338.44	24766.66	28531.48	37677.10	48819.46	64013.03	80121.51	96368.94
Total Loans	24653.54	23748.68	32717.48	44482.04	41571.19	38736.42	51123.74	34835.43	46737.98	46782.86
Long Term Loans	19780.84	12909.06	19975.37	28954.15	29141.93	18570.26	24600.32	18248.75	28684.61	34790.60
Deferred Tax Liability (Net)		4283.20	4733.20	5228.09	6428.09	6984.39	7953.80	8325.83	9065.18	11675.13
Capital Employed**	40613.76	36925.70	47047.01	58948.90	64101.50	63231.75	81373.58	90587.61	117871.30	142834.67
Net Fixed Assets***	29759.72	32367.14	33356.68	46113.78	54024.26	56118.37	74027.37	73804.86	102645.43	108666.11
Earning Per Equity Share (₹)	3.53	5.79	3.63	3.70	7.67	11.40	13.77	18.93	21.44	22.15
Cash Earning Per Equity Share (₹)	9.40	11.81	6.54	6.56	11.80	15.56	18.65	24.64	27.87	30.14
Book Value (₹)	30.99	28.58	16.17	17.93	22.46	29.66	38.43	50.39	63.07	75.87
Dividend (%)	90.00	100.00	75.00	80.00	120.00	180.00	215.00	300.00	375.00	400.00
ROACE (%)**** PBIT / Average Capital Employed	10.33	12.11	19.37	19.27	27.83	38.09	39.80	44.69	41.46	35.69
ROANW (%) (PAT / Average Net Worth)	11.67	19.86	23.83	21.71	36.55	43.72	40.24	42.63	37.79	31.88
Debt : Equity (Long Term Debt / Total Net worth)	0.95	0.65	0.89	1.17	1.02	0.49	0.50	0.29	0.36	0.36
Debt: Equity (Total Debt / Total Net Worth)	1.19	1.20	1.46	1.80	1.46	1.03	1.05	0.54	0.58	0.49

* excluding revaluation reserves

** Shareholders' funds + Long Term Loans + Deferred Tax Liability

*** excluding revaluation reserves & Capital work in Progress & Assets held for disposal

**** ROACE=PBIT (Interest is excluding interest on working capital loans & unsecured loans)/Avg. Capital employed



Khushkhera Plant under Industrial Products Division received National Energy Conservation Award for Year 2012-13. It was presented by President Shri. Pranab Mukherjee and Minister for Power Shri. Jyotiraditya Scindia. Khushkhera Plant became the only plant in Plastic Category in the Country to receive this award three times in last four years.



Dun & Bradstreet Corporate Awards 2014-Top Spot under the Category "Plastic & Plastic Products"

Company Information

BOARD OF DIRECTORS

B. L. Taparia, Chairman
 M. P. Taparia, Managing Director
 S. J. Taparia, Executive Director
 V. K. Taparia, Executive Director
 B. V. Bhargava, Director
 H. S. Parikh, Director
 N. N. Khandwala, Director
 S. R. Taparia, Director (upto 22nd July, 2014)
 Y. P. Trivedi, Director
 Smt. Rashna Khan, Director (w.e.f. 21st July, 2014)

BANKERS

Central Bank of India
 Axis Bank Ltd.
 BNP Paribas
 ICICI Bank Ltd.
 IDBI Bank Ltd.
 Standard Chartered Bank
 State Bank of India
 Vijaya Bank

AUDITORS

M/S. CHHOGMAL & CO.,
 Chartered Accountants

REGISTERED OFFICE

612, Raheja Chambers,
 Nariman Point, Mumbai 400 021.
 Tele: 022-2285 1656 Fax: 022-2285 1657
 Website: <http://www.supreme.co.in>
 Email: investor@supreme.co.in
 CIN: L35920MH1942PLC003554

CORPORATE OFFICE

1161 & 1162 Solitaire Corporate Park,
 167, Guru Hargovindji Marg,
 Andheri Ghatkopar Link Road, Andheri (E), Mumbai 400 093
 Tele: 022-4043 0000 Fax: 022-4043 0099
 Website: <http://www.supreme.co.in>
 Email: supreme@supreme.co.in

WORKS

1. Derabassi (Lalru, Punjab)
2. Durgapur (West Bengal)
3. Gadegaon (Maharashtra)
4. Guwahati (Assam)
5. Halol - Unit I (Gujarat)
6. Halol - Unit II (Gujarat)
7. Halol - Unit III (Gujarat)
8. Halol - Unit IV (Gujarat)
9. Hosur Unit I (Tamil Nadu)
10. Hosur Unit II (Tamil Nadu)
11. Jalgaon - Unit I (Maharashtra)
12. Jalgaon - Unit II (Maharashtra)
13. Kanhe (Talegaon, Maharashtra)
14. Kanpur (Uttar Pradesh)
15. Khopoli (Maharashtra)
16. Khushkheda (Rajasthan)
17. Malanpur - Unit I (Madhya Pradesh)
18. Malanpur - Unit II (Madhya Pradesh)
19. Noida (Uttar Pradesh)
20. Puducherry (Union Territory)
21. Silvassa (Union Territory)
22. Sriperumbudur (Chennai, Tamil Nadu)
23. Urse (Maharashtra)

OFFICES

- | | | |
|--------------|--------------|---------------|
| 1. Ahmedabad | 5. Hyderabad | 9. Mumbai |
| 2. Bangalore | 6. Indore | 10. New Delhi |
| 3. Chennai | 7. Kanpur | 11. Pune |
| 4. Cochin | 8. Kolkata | |

Contents

Notice of AGM	2
Directors' Report	10
Management Discussions and Analysis	13
Corporate Governance	25
Independent Auditors' Report.....	33
Balance Sheet.....	36
Statement of Profit and Loss.....	37
Cash Flow Statement	38
Notes to Financial Statements	39
Statement Pursuant to Section 212 of Subsidiary Company	56
Financial Summary of Subsidiary Company	56
Consolidated Financial Statements	57-69
Attendance Slip and Proxy Form	

Notice

NOTICE is hereby given that the Seventy Second Annual General Meeting of the Company will be held at Walchand Hirachand Hall, Indian Merchants' Chamber, Near Churchgate Station, 76, Veer Nariman Road, Mumbai - 400020, on Wednesday the 17th September, 2014 at 3.30 p. m. to transact with or without modification(s), as may be permissible, the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and the Audited Statement of Accounts together with Auditors' Report thereon for the financial year ended 30th June, 2014.
2. To declare final dividend on Equity Shares for the Financial year ended 30th June, 2014 and to confirm the payment of Interim Dividend on Equity Shares by the Board of Directors of the Company.
3. To appoint a Director in place of Shri Bajranglal Surajmal Taparia (Director Identification No. 00112438), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Hasmukhlal Saburlal Parikh (Director Identification No. 00127160), who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT M/S. CHHOGMAL & CO., Chartered Accountants, Mumbai (Firm Registration No. : 101826W), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

FURTHER RESOLVED THAT the appointment of the Branch Auditors for the financial year 2014-2015 for any of the Branch(es) of the Company, be made at such remuneration as the Board of Directors may decide in consultation with the Statutory Auditors of the Company and the respective Branch Auditor(s) who may be so appointed."

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :
"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Shri Bhupendranath Vidyantath Bhargava (Director Identification No. 00001823), Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 17th September, 2014."
7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act 2013, Shri Yogendra Premkrishna Trivedi (Director Identification No. 00001879), Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 17th September, 2014."

8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Shri Naresh Nagindas Khandwala (Director Identification No. 00112603), Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 17th September, 2014."

9. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Smt Rashna Hoshang Khan (Director Identification No. 06928148), Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 17th September, 2014."

10. To consider and if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT in partial modification of the resolution passed by the Shareholders at the 71st Annual General Meeting held on 17th September, 2013, approving the re-appointment of Shri Vijaykumar Bajranglal Taparia (Director Identification No. 00112567), as an Executive Director of the Company for a period of five years commencing from 7th January, 2014 and who was not liable to retire by rotation, be and is hereby now subject to liable to retire by rotation during the residual term of his office in pursuance of provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules prescribed there under."

11. To consider and if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is

hereby accorded for Shri Vivek Taparia, to continue to hold an office or place of profit under the Company as Business Development Manager or such other designation in the Senior Management Grade at a remuneration of ₹ 36,00,000/- (Rupees Thirty Six Lacs only) per annum with effect from 1st July, 2014 and further annual increments from time to time, in accordance with the policy of the Company and that the terms and conditions of his appointment will be governed by rules and regulations of the Company which are applicable to the employees of his level.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

12. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') and the applicable rules made there under, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of the business of the Company with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors of the Company and outstanding at any time shall not exceed the sum of ₹ 1000 crores (Rupees One Thousand Crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to:

- (i) prepare, finalise, approve and execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation, charge, lien and other deeds and instruments or writings containing such covenants in this regard on behalf of the Company as the Board may think fit and proper and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental and / or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

13. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies

Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') and the applicable rules made there under, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create such charge and / or mortgage and hypothecation in addition to the existing charges, mortgages and hypothecations already created by the Company on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may deem fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised in any undertaking or undertakings of the Company, as the case may be, in favour of Financial / Investment Institutions, Bank or Banks, Trustees for the holders of debentures / bonds / other instruments and / or others to secure the repayment of loans, Debentures, borrowings and / or indebtedness of any type sanctioned and / or to be sanctioned by them from time to time upto a sum not exceeding ₹ 1000 crores (Rupees One Thousand Crores) inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of the above borrowings and / or indebtedness of any type, as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to

- (i) prepare, finalise, approve and execute, such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation, charge, lien and other deeds and instruments or writings containing such covenants in this regard on behalf of the Company as the Board may think fit and proper and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental and / or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

14. To consider and if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts and/or agreements for the (a) purchase/ sale of any goods or materials & provision of any services in connection with the sale or purchase of goods or materials including storage thereof, of the aggregate annual value not exceeding ₹ 50 crores from / to Supreme Petrochem Limited and (b) sale or purchase of goods or materials including compensation for rendering of services not exceeding ₹ 5 crores to The Supreme Industries Overseas (FZE), both being Related Parties as defined under the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as may be necessary to obtain approvals, sanctions, consents and permissions and perform and execute all such act, deeds, matters and things (including delegation of such authority), as may be required or deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

15. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including statutory modification or re-enactment thereof for the time being in force, M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the cost audit for the financial year ending 30th June, 2015 to the extent applicable, be paid the remuneration (apart from service tax including cess as applicable and reimbursement of actual travel and out of pocket expenses) as may be fixed by the Board of Directors.”

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be received at the registered office of the Company, not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution / authority, as applicable.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 6 to 15 of the above Notice is annexed hereto.
4. Register of Members and the Share transfer books of the Company will remain closed from Wednesday, 10th September, 2014 to Wednesday, 17th September, 2014 (both days inclusive).
5. The Dividend, if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members as at the close of business on 17th September, 2014 and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business on Tuesday, the 9th September, 2014 as per details furnished by the Depositories for this purpose.
6. Pursuant to provisions of Section 124 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 30th June, 2007 or any subsequent financial years, are requested to make their claims to the Company at its Registered Office. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim shall lie in respect thereof.
7. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of/ change in such bank details. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s. Bigshare Services Pvt. Ltd., for doing the needful.
9. Members are requested to notify change in address, if any, immediately to M/s. Bigshare Services Pvt. Ltd., quoting their folio numbers.
10. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
13. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
14. Members may also note that Notice of the 72nd Annual General Meeting and Annual Report 2013-14 will also be available on the Company's website www.supreme.co.in for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering e-communication, members are entitled to receive such communication in

physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : investor@supreme.co.in

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Clause 35B of the Listing Agreements read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their votes for all the resolutions detailed in the Notice of the 72nd Annual General Meeting scheduled to be held on Wednesday 17th September, 2014 at 3.30 p.m. The Company has engaged the services of CDSL, as the authorized agency to provide the e-voting as per instructions below :

In terms of Clause-35B of the Listing Agreement, in order to enable to its members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Postal Ballot Form is sent herewith. A member desiring to exercise vote by Postal Ballot shall complete the Ballot Form with assent (for) or dissent (against) and send it to Shri V. Laxman, Scrutinizer C/o. The Supreme Industries Limited, 612, Raheja Chambers, Nariman Point, Mumbai - 400021, so as to reach him on or before 13th September, 2014, by 6.30 p.m. Any Ballot form received after the said date shall be treated as if the reply from the members has not been received. Kindly note that members can opt for only one form of voting i.e. either by Postal Ballot or through e-voting. If members are opting for e-voting then they should not vote by Postal Ballot and vice-versa.

However, in case of Members casting their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

Instructions to Members for e-voting are as under :

- Date and time of commencement of voting through electronic means : 11th September, 2014 (10.00 a.m.)
- Date and time of end of voting through electronic means : 13th September, 2014 (6.30 p.m.)
- Details of Website : www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting:

M/s. Bigshare Services Pvt.Ltd., E-2/3 Ansa Industrial Estate,
Saki Vihar Road, Sakinaka, Andheri (E) Mumbai 400 072.
Tel No. 28470652, 40430200, Fax No. 28475207
E-mail : investor@bigshareonline.com

The e-voting module shall be disabled for voting on 13th September, 2014 (6.30 p.m.) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **The voting right of shareholders shall be in proportion to their share in the paid up equity capital of the Company as on 8th August, 2014 (cut-off date).**

Shri V. Laxman, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion on the Board can scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of two (2)

witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.supreme.co.in and also on the website of CDSL viz. www.cdslindia.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of (India) Limited.

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:**

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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 last 8 digits of the demat account/ folio number in the PAN field. - In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. #Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.

- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "THE SUPREME INDUSTRIES LIMITED" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If 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.
- (xvii) Note for institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts 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, in PDF format in the system be sent for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from Sr. No. (i) to (xvii) above to cast vote.
- (B) The voting period begins on 11th September, 2014 (10.00 a.m.) and ends on 13th September, 2014 (6.30 p.m.) During this period shareholders of the Company, holding shares in either in physical form or in dematerialized form, as on the cut-off date 8th August, 2014 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.

In case of Members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

The Notice of AGM is placed on website of the Company viz. www.supreme.co.in and also on the website of CDSL viz. www.cdslindia.com.

AS THE COMPANY HAS PROVIDED E-VOTING / POSTAL BALLOT VOTING IN TERMS OF CLAUSE 35B OF THE LISTING AGREEMENT, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POST. THE SCRUTINIZER WILL COLLABORATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES RECEIVED THROUGH POSTAL BALLOT TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.

By order of the Board

R. J. Saboo

Sr. General Manager (Corporate Affairs)
& Company Secretary

Registered Office

612, Raheja Chambers,
Nariman Point,
Mumbai 400 021

Dated : 21st July, 2014