



## **SUPREME INFRASTRUCTURE INDIA LIMITED**

Supreme House, Plot No.94/C, Pratap Gad, Opp. I.I.T. Main Gate, Powai, Mumbai - 400 076

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[www.supremeinfra.com](http://www.supremeinfra.com)

### **NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **SUPREME INFRASTRUCTURE INDIA LIMITED** will be held on Friday, 28 September, 2012, at 3.30 P.M. at Sai Palace Hotels, Mahakali Caves Road, Chakala, Andheri (East), Mumbai 400 093 to transact the following Business :

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2012 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Mr. Vikas Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. V.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Vinod Agarwala, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint M/s. Walker Chandiook & Co., Chartered Accountants and M/s. Shah & Kathariya, Chartered Accountants as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to provisions of Section 31 of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded to alteration of the Clause 208 and 209 of the Articles of Association of the Company in the following manner:-

Existing Article 208 (b) and Article 209 of the Articles of Association of the Company be deleted and be replaced with the following new articles:

#### **"Article 208 ( b)"**

##### **The Seal, its custody and use**

"The Seal shall not be affixed to any instrument except by the authority of the Board or Committee of Directors and in the presence of one Director or such other person as the Board or Committee of Directors may appoint for the purpose and such Director or the person aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in his presence. Provided that in case of share certificates, the Seal of the Company shall be affixed in such manner and in conformity with the provisions of the Companies ( Issue of Share Certificate ) Rules, 1960 or any statutory modification thereof for the time being in force."

#### **"Article 209"**

##### **Seal abroad**

"The Company shall also be at liberty to have an official seal in accordance with section 50 of the Act for use in any territory, district or place outside India and such power shall be exercised by Board or Committee of Directors and may appoint any person for the purpose in that territory, district or place outside India."

**"RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

By Order of the Board of Directors

**FOR SUPREME INFRASTRUCTURE INDIA LIMITED**

Sd/-

**VIJAY JOSHI**

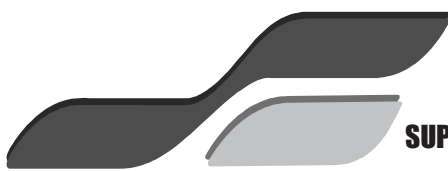
**COMPANY SECRETARY**

**Registered Office:**

Supreme House, Plot.No.94/C,  
Opp. I.I.T. Main Gate, Pratap Gad, Powai,  
Mumbai- 400 076

Place : Mumbai

Date : 29<sup>th</sup> August, 2012



**NOTES:**

1. The Explanatory Statement, Pursuant to Section 173 of the Companies Act, 1956 in respect of the Business under item no.8 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring the Attendance Slip along with the copy of Annual Report at the time of attending the Annual General Meeting. Members are requested to write their Client ID and DP ID/ Folio No. in the attendance slip for attending the meeting.
5. Members seeking any further information about the accounts are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the management to keep the information ready at the meeting.
6. The dividend as recommended by the Board, if declared at the meeting, will be credited/ dispatched on or after 29 September, 2012 to those members whose names appear in the Company's Register of Members on 20<sup>th</sup> September, 2012. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
7. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Bigshare Services Private Limited, at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai – 400 076, Maharashtra in respect of their physical share folios, if any.
8. Pursuant to Clause 49 the Listing Agreement, the Particulars of Directors seeking Appointment/ Re-appointment at the Annual General Meeting is annexed.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September, 2012 to Friday, 28<sup>th</sup> September, 2012 (both days

inclusive) for ascertaining the Shareholders entitled to receive dividend, if approved and declared at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES, 1956**

**Item No: 8**

As a measure to bring more administrative convenience and operational flexibility, it is proposed to alter the Article 208(b) relating to the use of Common Seal of the Company and to ensure prudence while fixing the Common Seal on the various documents of the Company where ever necessary. Article 208(b) of the Articles of Association of the Company regarding the Common Seal of the Company is proposed to be altered and be replaced with the new article 208(b) as proposed in the above resolution.

At present, the Articles of Association pertaining to affixing common seal of the Company does not include using common seal of the Company outside India. In view of the future business opportunities, which may require use of common seal abroad, it is proposed to delete the present Article 229 which would become redundant consequent upon insertion of New Article 228(b) and insert new Article 229 which would authorise the Board or Committee of Directors to use the common seal abroad

Pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company may be altered with the approval of the shareholders at General Meeting by view of a Special Resolution. It is therefore proposed to alter the Articles of Association of the for the approval of the shareholders.

None of the Directors of the Company are concerned or interested in the said resolution.

Your Directors recommend the resolutions as set out in Item No. 8 of the notice for your approval.

By Order of the Board of Directors

**FOR SUPREME INFRASTRUCTURE INDIA LIMITED**

**Sd/-**

**VIJAY JOSHI**  
**COMPANY SECRETARY**

**Registered Office:**

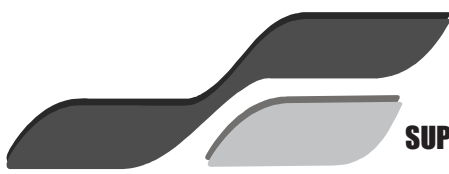
Supreme House, Plot.No.94/C,  
Opp. I.I.T., Pratap Gad, Powai,  
Mumbai- 400 076

Place : Mumbai

Date : 29 August, 2012

**Details of the Directors seeking Appointment/ Re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)**

<b>Particulars</b>	<b>Mr. Vikas Sharma</b>	<b>Mr. V. P. Singh</b>	<b>Mr. Vinod Agarwala</b>
<b>Date of Birth</b>	16.02.1978	25.01.1944	30.10.1949
<b>Date of Appointment</b>	21/08/1998	20/01/2010	20/01/2010
<b>Qualification</b>	B.Com. Masters in Management Studies (MMS)	M. Com. LLB. Certified Associate of Indian Institute of Bankers	B.SC. LLB Solicitor, High Court, Bombay, Solicitor,(England & Wales).
<b>Expertise in specific functional areas</b>	He is the promoter and Whole Time Director of the Company. He has been the director of the Company since 1998 and involved in the day to day affairs of the Company since 2003. He has been looking after the commercial functions , accounting, banking and finance functions of the Company. He has introduced several systems and policies which improved cost effectiveness, departmental efficiency and improved inventory management.	He has extensive experience in banking and finance. He is former CMD of IFCI.He has also been an absolute turnaround manager possessing excellent capabilities to develop & realize business objectives in more than 40 years of his cross functional experience in financial services comprising 3 years with Reserve Bank of India, 27 years with Industrial Development Bank of India (IDBI), 3 years with Tanzania Development Finance Co., 2.5 years in Industrial Finance Corporation of India (IFCI) and 4.5 years in Deloitte. He was an independent director of ONGC.He is also a member of the Governing Board of Rashtriya Gramin Vikas Nidhi (RGVN) and Chairman of its Regional Committee for UP, Bihar and Jharkhand.	He is practicing Solicitor, Supreme Court of India. He is the Founder partner of VIGIL JURIS, a leading firm of Advocates and Solicitors in Mumbai.
<b>Directorships in other Public Limited Companies</b>	Rudranee Infrastructure Limited	Royal Manor Hotels and Industries Limited	Chennai Network Infrastructure Limited GTL Infrastructure Limited
<b>Membership of the Committees in other Public Limited Companies (includes only Audit &amp; Shareholders/ Investors Grievance Committee)</b>	Nil	Nil	Nil
<b>No. of Shares held in the Company</b>	1,800,000	Nil	Nil



### **Green Initiative**

The Ministry of Corporate Affairs (MCA), Government of India, has taken a “Green initiative in the Corporate Governance” by allowing paperless compliances by the companies. The MCA has vide its Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, provided that a company would have complied with Section 53 of the Companies Act, 1956, if the service of documents has been made through electronic mode, provided the company has obtained the email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every member to register his/her email address and changes therein from time to time with the company. In cases where any member has not registered his/her e-mail address with the company, the service of documents etc. will be effected by other modes of service as provided in Section 53 of the Companies Act, 1956. In light of the above, those members, who desire to receive notice / documents including Annual Reports through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to the Depository Participant / Company’s Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited for receipt of notice/ documents including Annual Reports through the-mail.

# POWER OF EXCELLENCE

POWER OF EXCELLENCE

# DELIVERED



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# AGAINST ALL ODDS



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**India growth story slows down.  
Rising interest rates. Euro-zone crisis.  
Uncertainties.**

**Infrastructure underperforms. Spends  
dropping. Slower order book. Execution  
delays. Rising inflation. Rising cost.  
Reducing Margins, Increasing debt.**



**2011-12 has been our best year, so far!**

**Our revenues grew by 64% to ₹ 15059.1 mn. Our profit after-tax increased by 20.9%. We faced no execution delays. We raised private equity capital in our BOT projects. Our market capitalization increased by approximately 45%.**

**We expect 2012-13 to be significantly better than 2011-12.**

**We delivered.**

**And will continue to.**



**AGAINST ALL ODDS**

**Against all odds, Supreme Infrastructure India Limited has demonstrated its superior business model through one of the highest margins in the industry and one of the better growth profiles.**

Our progress is a transformation from a back-end aggregate supplier to a front-end EPC infrastructure player. And this continues to be our most significant edge. Execution is our key strength. Our destiny is in our control. And so are our margins.

## AGAINST ALL ODDS

(₹ in mn.)					
Particular	FY12	FY11	FY10	FY 09	FY008
<b>Results from Operation</b>					
Income from Operations	15059.1	9178.5	5332.5	3822.8	1563.0
EBIDTA	2462.8	1614.7	981.8	662.9	360.5
PAT	918.0	759.5	392.0	269.8	191.8
<b>Financials Position</b>					
Share Capital	167.4	167.4	138.7	138.7	138.7
Non- Convertible Redeemable Preference Shares	25.0				
Reserves & Surplus	3518.8	2400.5	1384.1	1016.4	800.1
Net worth	3711.3	2567.9	1522.8	1155.2	905.6
Gross Block	3789.1	3268.1	2890.6	2290.6	1189.8
Net Block	2815.3	2578.0	2433.6	2035.7	1065.5
Net Current Assets		4934.5	2420.3	1291.8	610.3
<b>Ratios</b>					
EBIDTA Margin	16.35%	17.60%	18.40%	16.30%	22.60%
PAT Margin	6.10%	8.30%	7.40%	6.60%	12%
ROE	29%	35%	29%	26%	29%
ROC	25%	20%	19%	21%	23%

**(ROC for FY12 and FY11 - as per Revised Schedule VI)**