



PERFORMANCE HIGHLIGHTS

₹ in Lakhs unless indicated otherwise

	2018-2019 (12 Months)	2017-2018 (12 Months)	2016-2017 (12 Months)	2015-2016 (9 Months)	2014-2015 (12 Months)	2013-2014 (12 Months)	2012-2013 (12 Months)	2011-2012 (12 Months)	2010-2011 (12 Month)
Net Sales	319380.63	302660.51	291861.74	206805.25	265253.76	326429.78	296715.90	227267.22	194369.87
Other Income	999.01	802.01	749.19	346.83	319.16	585.55	538.52	648.76	866.92
Total Income	320379.64	303462.52	292610.93	207152.08	265572.92	327015.33	297254.42	227915.98	195236.79
Operating Profit (EBIDTA)	10333.86	20428.71	30476.81	10720.91	9653.51	9557.14	16157.72	10269.33	16903.64
Financial Cost	390.36	460.39	470.14	530.64	1660.02	2284.39	2388.17	3199.28	2021.64
Depreciation/Amortisation	2327.20	2074.68	2221.83	1705.23	2364.19	2873.74	2770.61	2292.34	2037.02
Profit Before Tax & Exceptional Items	7616.30	17893.64	27784.84	8485.04	5629.30	4399.01	10998.94	4777.71	12844.98
Net Profit	4920.69	11612.06	17941.23	5704.65	3570.12	3058.99	7282.33	3137.47	8769.07
Paid up Equity Capital	9650.20	9650.20	9650.20	9650.20	9650.20	9650.20	9683.86	9683.86	9683.86
Reserves and Surplus	54592.69	54908.88	48559.83	31822.59	27986.23	26777.04	25596.30	21146.38	19584.55
Shareholders' Funds (Net Worth)	64242.89	64559.08	58210.03	41472.79	37636.43	36427.24	35280.16	30830.24	29268.41
Deferred Tax Liability (Net)	5233.05	4874.00	4786.94	4796.36	4848.40	4924.15	4872.04	4385.59	4096.64
Loans	—	—	—	—	—	3203.62	7468.85	14230.64	16608.48
Capital Employed	69475.94	69433.08	62996.97	46269.15	42484.84	44555.01	47621.05	49446.47	49973.53
Avg Capital Employed	69454.51	66215.02	54633.06	44377.00	43519.93	46088.03	48533.76	49710.00	46742.09
Earning per Equity Share (₹)	5.10	12.03	18.59	5.91	3.70	3.16	7.52	3.24	9.06
Cash earning per Equity Share (₹)	7.51	14.18	20.89	7.68	6.15	6.13	10.38	5.61	11.16
Book Value (₹)	66.57	66.90	60.32	42.98	39.00	37.75	36.43	31.84	30.22
Dividend (%)	30.00*	45.00	45.00	15.00	15.00	15.00	25.00	14.00	28.00
ROACE (%) (PBIT/Average capital Employed)	11.53	27.72	51.72	20.32	16.75	14.50	27.58	16.05	31.81
ROANW (%) (PAT/Average Net Worth)	7.64	18.92	36.00	14.42	9.64	8.53	22.03	10.44	33.14
Debt : Equity (Total Debt/ Total Net Worth)	—	—	—	—	—	0.09	0.21	0.46	0.57
Total Outside Liabilities/ Total Net Worth	0.82	0.93	0.86	1.15	1.21	1.56	1.78	2.25	2.24

* Interim Dividend of 10% paid during the year. Final Dividend of 20% recommended for the F.Y. 2018-19.

**BOARD OF DIRECTORS:**

M. P. Taparia, Chairperson

Rajan B. Raheja

B. L. Taparia

S. J. Taparia

M. S. Ramachandran

R. Kannan

Nihalchand Chauhan

Ms. Ameeta Parpia

Dr. S. Sivaram

Rajeev M. Pandia – w.e.f. April 26, 2019

REGISTERED OFFICE:

Solitaire Corporate Park, Building No. 11, 5th Floor,
167, Guru Hargovindji Marg, Andheri-Ghatkopar Link Road,
Chakala, Andheri (East), Mumbai - 400 093

Phone: +91 22 67091900

Fax : +91 22 40055681

email : investorhelpline@spl.co.in

website : www.supremepetrochem.com

CIN:

L23200MH1989PLC054633

PLANTS:

Amdoshi, Wakan-Roha Road, Post: Patansai, Nagothane,
Taluka Roha, Dist. Raigad, Maharashtra - 402 106 and

Ammulavoyil Village, Andarkuppam Post,
Manali New Town, Chennai - 600 103, Tamil Nadu.

BANKERS:

State Bank of India

AXIS Bank Ltd.

Central Bank of India

ICICI Bank Ltd.

IDBI Bank Ltd.

Kotak Mahindra Bank Ltd.

Standard Chartered Bank

The Hongkong & Shanghai - Banking Corporation Ltd.

AUDITORS:

M/s. G. M. Kapadia & Co.

Chartered Accountants

REGISTRAR & TRANSFER AGENT (R&T AGENT):

Karvy Fintech Private Limited,

Karvy Selenium Tower B, 6th Floor,

Plot No. 31 & 32, Gachibowli, Financial District,

Nanakramguda, Serilingampally,

HYDERABAD - 500 032, TELANGANA.

Name of Karvy Computershare Private Limited changed to Karvy Fintech Private Limited w.e.f. November 17, 2018.

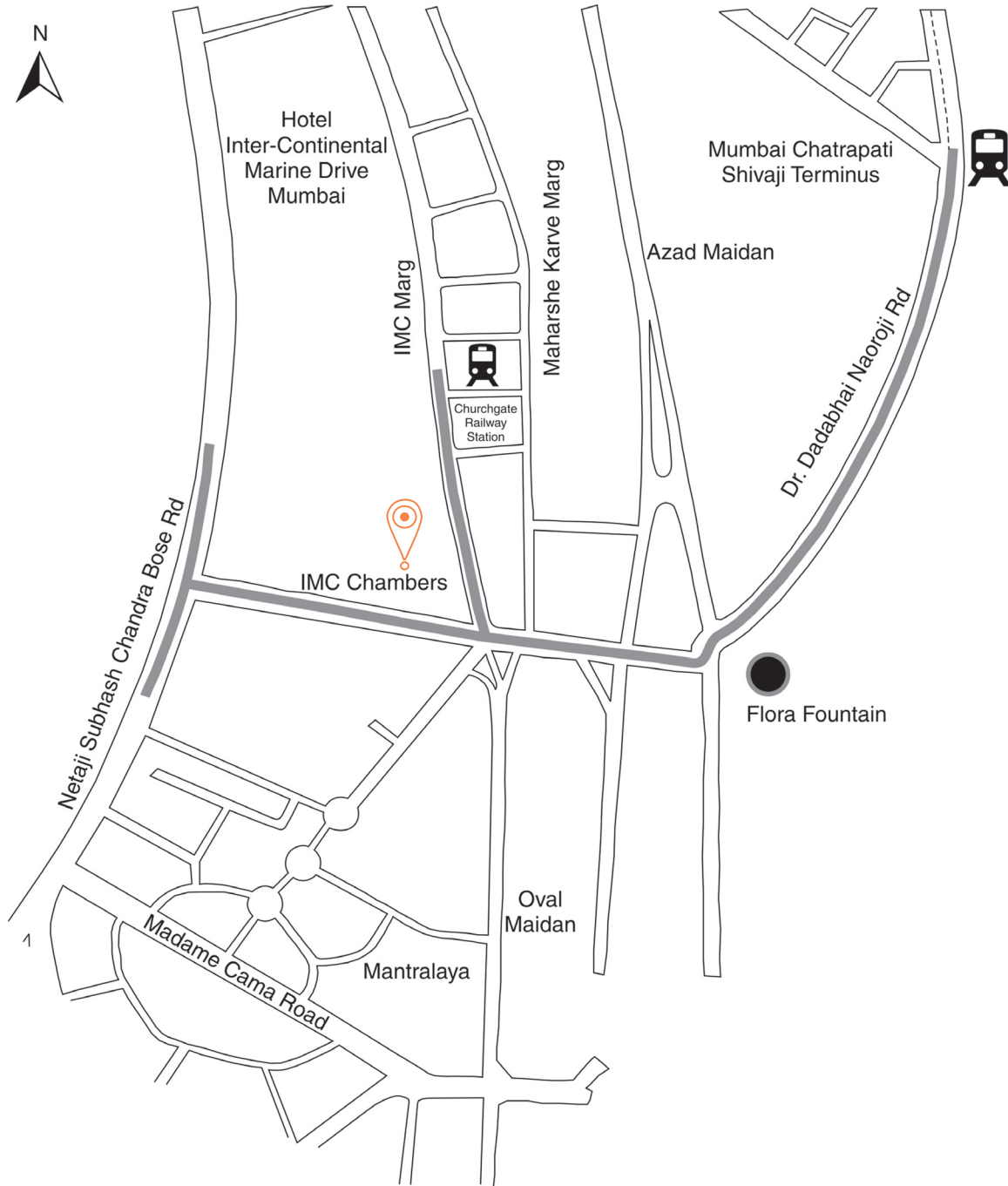
C O N T E N T S

Notice	1
Directors' Report	13
Management Discussion and Analysis	35
Corporate Governance	39
Business Responsibility Report	58
Independent Auditor's Report	64
Balance Sheet	70
Statement of Profit & Loss	71
Statement of change in Equity	72
Cash Flow Statement	73
Notes to Financial Statements	74



Route Map to the AGM Venue of:

Supreme Petrochem Ltd
30th Annual General Meeting
Friday, July 12, 2019
at 4.00 p.m.



Venue:

Walchand Hirachand Hall,
Indian Merchants' Chamber,
IMC Marg, Churchgate,
Mumbai 400 020

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of SUPREME PETROCHEM LTD will be held at Indian Merchants' Chamber, Walchand Hirachand Hall, IMC Marg, Churchgate, Mumbai 400 020 on Friday, July 12, 2019 at 4.00 p.m. to transact with or without modification(s), as may be permissible, the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹ 1.00 per share paid on Equity Shares of the Company in November 2018 and to declare final dividend on the Equity Shares of the Company for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri Rajan B. Raheja (DIN: 00037480) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri B. L. Taparia (DIN: 00112438) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Re-Appointment of Shri R. Kannan as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) as amended from time to time, Shri R. Kannan (DIN: 00380328), whose term as an Independent Director of the Company expires on September 21, 2019 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his

candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. September 22, 2019 to September 21, 2024 and he will not be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Shri R. Kannan as Independent Director of the Company despite attaining the age of 75 years or more during currency of his Directorship with the Company.

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

6. **Re-Appointment of Shri M. S. Ramachandran as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time, Shri M. S. Ramachandran (DIN: 00943629), whose term as an Independent Director of the Company expires on September 21, 2019 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. September 22, 2019 to September 21, 2024 and he will not be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Shri M. S. Ramachandran as Independent Director of the Company despite attaining the age of 75 years or more during currency of his Directorship with the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-Appointment of Dr. S. Sivaram as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Dr. S. Sivaram (DIN: 00009900), whose term as an Independent Director of the Company expires on September 21, 2019 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. September 22, 2019 to September 21, 2024 and he will not be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Dr. S. Sivaram as Independent Director of the Company despite attaining the age of 75 years or more during currency of his Directorship with the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Re-Appointment of Ms. Ameeta Parpia as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Ms. Ameeta Parpia (DIN: 02654277), whose term as an Independent Director of the Company expires on September 21, 2019 and who has consented to act as an Independent Director of the Company and who has submitted her declarations that she meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose her candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. September 22, 2019 to September 21, 2024 and she will not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Appointment of Shri Rajeev M. Pandia as an Independent Director

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

"RESOLVED THAT Shri Rajeev M. Pandia (DIN: 00021730) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from April 26, 2019 and who holds office upto the date

of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Act including Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, the appointment of Shri Rajeev M. Pandia (DIN: 00021730), a Non-Executive Director of the Company, who has consented to act as an Independent Director of the Company and has submitted a declaration that he meets the criteria for independence under the Act and Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years from April 26, 2019 to April 25, 2024 and also considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard, be and is hereby approved.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Ratification of remuneration of the Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force), the annual remuneration of ₹ 4,00,000 (Rupees Four Lakhs only) plus out of pocket expenses & GST to M/s. Kishore Bhatia & Associates, (Firm Registration No.00294) - Cost Accountants who has been appointed by the Board of Directors as Cost Auditor of the Company for financial year 2019-20 for conducting audit of its cost accounting records, as prescribed under the Companies (Cost Records & Audit) Rules, 2014, be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board

M. P. Taparia
Chairperson

CIN: L23200MH1989PLC054633

Registered Office:

Solitaire Corporate Park, Building No. 11,
5th Floor, 167, Guru Hargovindji Marg,
Andheri-Ghatkopar Link Road, Chakala,
Andheri (East), Mumbai - 400 093, INDIA
Phone : +91 22 67091900; Fax : +91 22 40055681
email : investorhelpline@spl.co.in
website: www.supremepetrochem.com

Date: April 26, 2019

NOTES

1. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) are stated at the end of the Explanatory Statement annexed hereto.
2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and a proxy need not be a Member of the Company.** A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (ten) 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 Member.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Firm, Societies, Trust etc. must be supported by appropriate resolution/authority, as applicable.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') setting out material facts concerning the special business under Item Numbers 5 to 10 of the above Notice is annexed hereto.
5. Register of Members and share transfer books of the Company will remain closed from Wednesday, July 10, 2019 to Friday, July 12, 2019 (both days inclusive).



6. 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 the dividend, directly to their Depository Participants.
7. 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 the R&T Agent of the Company.
8. SEBI Regulations have mandated the Companies to credit the dividends electronically to the Members' Bank account. Members who hold shares in electronic/dematerialized form should inform their Depository Participant (DP) as well as to the Company and those members holding shares in physical form should inform to the Company or its R&T Agent, their bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code to enable the Company to incorporate the same in future dividend payments. Those Members who have earlier provided their bank details and if there is any change therein, they should also update the same instantly in the manner as aforesaid.
9. Members are requested to notify change in their address, if any, immediately to the R&T Agent of the Company.
10. In terms of circulars/regulations issued by SEBI, it is now mandatory to furnish a copy of PAN Card to the Company or its R&T Agent in the case of transactions related to transfer of shares, deletion of name, transmission of shares and transposition of shares, hence members are requested to furnish copy of their PAN Card while proceeding for aforesaid transactions.
11. To receive faster communication of all shareholders communications, including Annual Reports, the Members are requested to kindly register/update their e-mail address with their respective depository participant where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their e-mail address with R&T Agent of the Company.
12. Shareholders who have not yet encashed their dividend warrant(s) for the financial year 2011-12 or any subsequent financial years, are requested to make their claim to the R&T Agent of the Company immediately to avoid transferring of their unpaid dividend amount to IEPF.

Members are requested to note that pursuant to the provisions of section 124 and 125 of Companies Act, 2013, the dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) and the shares in respect of which dividends remain unclaimed for seven

consecutive years are also liable to be transferred to the demat account of the IEPF Authority and no claim with the Company shall lie in respect thereof. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on www.iepf.gov.in. With respect to procedure for making claim from IEPF, please refer to Corporate Governance Report which is a part of this Annual Report.

The Company has uploaded the information in respect of unclaimed dividends on the website of the Company www.supremepetrochem.com.

13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its R&T Agent for assistance in this regard.
14. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after July 19, 2019 as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on July 10, 2019;
 - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as at the close of business hours on July 12, 2019.
15. Members are requested to bring their copies of the Annual Report to the Meeting.
16. Members who hold shares in de-materialized form are requested to write their Client ID and DP ID Number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
17. Members may note that Annual Report of the Company for financial year 2018-19 contains the notice of 30th AGM of the Company and other allied documents and will be available on the Company website www.supremepetrochem.com for being downloaded, if required by the members. The physical copy thereof will also be available at the Registered Office of the Company for inspection during normal business hours on all working days till the date of AGM. Even after registering with the Company for

e-communication, members are entitled to receive such communication in physical form, upon making a request for the same which will be sent by the Company by post sans any charge thereto. The Members may send their request to the Company's investor email ID investorhelpline@spl.co.in

18. The route map showing direction to reach the venue of the 30th AGM is annexed.

Voting through electronic means/ballot form

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the Agency to provide e-voting facility.

In order to enable its members, who do not have access to remote e-voting facility to send their assent/dissent in writing in respect of the resolutions as set out in this notice, a proxy form, in compliance with Regulation 44 (4) of Listing Regulations, including assent or dissent for all the resolutions proposed at the AGM is sent herewith.

The facility for voting through Ballot paper shall be made available at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper. However, if members cast their vote by physical ballot at AGM in addition to their remote e-voting done earlier, then remote e-voting shall prevail and voting done through physical ballot at the AGM venue shall be treated as invalid.

The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has appointed Shri P. N. Parikh (FCS 327) or failing him Shri Mitesh Dhabliwala (FCS 8331) of Parikh & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process and voting at the meeting through ballot papers in a fair and transparent manner.

The Chairperson shall, at the AGM, at the end of discussion on the resolutions proposed thereat, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing remote e-voting facility.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in

case of electronic shareholding) as on Friday, July 05, 2019 the cut-off date.

A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, July 05, 2019 only shall be entitled to avail the facility of remote e-voting and voting at the meeting.

Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, July 05, 2019, may obtain the User ID and password as mentioned below:

If the Member is already registered with Karvy for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If he/she forgets the password, it can be reset by using 'Forgot User Details/Password' option available on <https://evoting.karvy.com>.

Member may call Karvy's toll free Number 1-800-3454-001 or may send an e-mail request to evoting@karvy.com

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on Monday, July 08, 2019.

End of remote e-voting : At 5.00 p.m. (IST) on Thursday, July 11, 2019.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting through Ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.supremepetrochem.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be placed on the Notice Board at the Registered Office of the Company.

Subject to receipt of requisite number of votes, the proposed Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, July 12, 2019.

PROCEDURE FOR REMOTE E-VOTING:

1. A) In case a Member receives an e-mail from Karvy [for Members whose e-mail addresses are registered with the Company / Depository Participant(s):



- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number of Supreme Petrochem Ltd.
- (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

- (j) After selecting the appropriate option you have to click on "Submit".

- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: supreme.scrutiniser@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- B) In case a Member receives physical copy of the Notice by Post [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (a) User ID and initial password will be sent separately.

- (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

- 2) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- 3) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>

The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, a physical copy is being sent by the permitted mode. Members may note that this Notice and the Annual Report for financial year 2018-19 will also be available on the Company's website www.supremepetrochem.com

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 regarding Special Business:

ITEM NO. 5, 6, 7,8

Shri R. Kannan, Shri M. S. Ramachandran, Dr. S. Sivaram and Ms. Ameeta Parpia were appointed as Independent Directors of the Company for a consecutive term of 5 years w.e.f. September 22, 2014 and they were not liable to retire by rotation. Their said appointment is due to expire on September 21, 2019.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company. Further a new sub regulation 17(1A) of Listing Regulations mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 Years, unless a Special Resolution is passed by the Company to that effect.

The Company has received a notice in writing from a Member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Shri R. Kannan, Shri M. S. Ramachandran, Dr. S. Sivaram and Ms. Ameeta Parpia for the office of Directors of the Company.

In the opinion of the Board, Shri R. Kannan, Shri M. S. Ramachandran, Dr. S. Sivaram and Ms. Ameeta Parpia fulfill the conditions of their appointment as Independent Directors of the Company as per the applicable provisions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

In view of above and also considering provisions of 17(1A) of Listing Regulations and the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Shri R. Kannan, Shri M. S. Ramachandran, Dr. S. Sivaram and Ms. Ameeta Parpia as Independent Directors of the Company for a further consecutive term of five years period (viz. from September 22, 2019 to September 21, 2024), on the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of their independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolutions at item Nos. 5 to 8 are being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of Special Resolution.

Shri R. Kannan, Shri M. S. Ramachandran, Dr. S. Sivaram and Ms. Ameeta Parpia, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 5 to 8 of the Notice relating to their own re-appointment. Other than these Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 5 to 8 of the Notice.

ITEM NO. 9

Shri Rajeev M. Pandia was appointed as an Additional Independent Director of the Company, w.e.f. April 26, 2019, pursuant to provisions of Section 161 of the Companies Act 2013 to hold office upto the date of the ensuing Annual General Meeting and for a consecutive term of five years w.e.f. April 26, 2019 - upto April 25, 2024 subject to the approval of the members as per the applicable provisions of the Companies Act, 2013.

The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Shri Rajeev M. Pandia for the office of Director of the Company.

In the opinion of the Board, Shri Rajeev M. Pandia fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Shri Rajeev M. Pandia as Independent Director of the Company for a consecutive term of five years period w.e.f. April 26, 2019 upto April 25, 2024, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 9 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Shri Rajeev M. Pandia, relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item no. 9 of the Notice.

ITEM NO. 10:

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on April 26, 2019, have approved the re-appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants as Cost Auditor of the Company to conduct audit of its cost accounting records for the financial year ending on March 31, 2020 for an annual remuneration of ₹ 4,00,000/- plus out of pocket expenses and GST thereon.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company post their appointment by the Board.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of remuneration payable to the Cost Auditor as aforesaid and the Board recommends the same.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution in any manner.