



SUPREME PETROCHEM LTD
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, Maharashtra, India

Phone: +91 22 67091900; **Fax:** +91 22 40055681

E-mail: investorhelpline@spl.co.in; **Website:** www.supremepetrochem.com

Notice of Postal Ballot:

Notice is hereby given pursuant to the provisions of section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("RULES"), as amended from time to time, that the Resolutions appended below for continuance of the directorship of Non-Executive Directors of the Company aged 75 years or more, are proposed to be passed as SPECIAL RESOLUTION by the Members of "SUPREME PETROCHEM LTD" (the "Company") by way of Postal Ballot which includes voting by electronic means ("e-voting").

An explanatory statement pursuant to the provisions of Section 102 of the Act and other applicable provisions of the Act, if any, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended along with the postal ballot form ("Postal Ballot Form"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at their meeting held on 26-10-2018, has appointed Shri P. N. Parikh (Membership No. FCS 327 CP 1228) or failing him Ms. Jigyasa Ved (FCS No.6488 CP 6018) of M/s Parikh & Associates, Practicing Company Secretaries, as the scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (For) or dissent (Against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer Mr. P. N. Parikh/Ms. Jigyasa Ved C/o Mr. P. Nageswara Rao, Karvy Computershare Private Limited, Unit Supreme Petrochem Ltd., Karvy Selenium Tower - B, Plot No. 31 & 32, Gachibowli, Financial District - Nanakramguda, Serilingampally, Hyderabad - 500032, India; on or before Wednesday, the 2nd Day of January, 2019. Postal Ballot Forms received after that date will not be considered and will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure, as stated vide para no. 18 (a to k) of "NOTES" section of this Postal Ballot Notice, for casting of their votes electronically viz. by way of e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The results of the Postal Ballot will be declared on Friday, January 4, 2019, on or before 5.00 p.m. The said results will also be displayed on the notice board at the Registered Office of the Company and intimated to National Stock Exchange of India Limited and BSE Limited where shares of the Company are listed. Additionally, the results will also be displayed on the Company's website www.supremepetrochem.com and on the website of KARVY COMPUTERSHARE PRIVATE LIMITED ("KARVY") at <https://evoting.karvy.com>.

Resolutions:

Approval for continuance of Directorship of Non- Executive Directors of the Company despite having attained the age of 75 years or more:-

(1) To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri M. P. Taparia, the Non-Executive Promoter Director of the Company, who has attained the age of 75 years and is aged around 81 years at present, as long as he continues in the office of Director of the Company on the existing terms and conditions; subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other

appropriate authorities, as may be applicable, and as amended from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

(2) To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri B. L. Taparia, the Non-Executive Promoter Director of the Company, who has attained the age of 75 years and is aged around 83 years at present, as long as he continues in the office of Director of the Company on the existing terms and conditions; subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

(3) To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri Nihalchand Chauhan, the Non-Executive Independent Director of the Company, who has attained the age of 75 years and is aged around 82 years at present, upto the expiry of his present term as an Independent Director i.e. 21.09.2019 on the existing terms and conditions; subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

By Order of the Board of Directors
For **Supreme Petrochem Ltd**

(D. N. MISHRA)
Company Secretary

Mumbai- 26/10/2018

Registered Office-

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') setting out material facts concerning the business under Item Nos. 1, 2 & 3 of this Notice, is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any such member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will also be available on the Company's website www.supremepetrochem.com and on the website of (KARVY COMPUTERSHARE PRIVATE LIMITED ("KARVY")) at <https://evoting.karvy.com>.
3. 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, 23rd Day of November, 2018 (the cut-off date) and only such Member(s) will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Section 108 and 110 of the Act and other applicable provisions, if any, and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation"), the Company is pleased to provide to its Members, the facility to exercise their right to vote on proposed resolutions by electronic means ("e-voting") to enable them to cast their votes electronically. The Company has engaged the services of KARVY COMPUTERSHARE PRIVATE LIMITED ("KARVY") as the agency to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast the votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
6. The Resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or end of e-voting i.e. Wednesday, the 2nd day of January 2019.
7. A member can not exercise his vote by proxy on Postal Ballot.
8. 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>.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot form and return the said form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer Mr. P. N. Parikh/Ms. Jigyasa Ved C/o Mr. P. Nageswara Rao, Karvy Computershare Private Limited, Unit Supreme Petrochem Ltd., Karvy Selenium Tower - B, Plot No. 31 & 32, Gachibowli, Financial District - Nanakramguda, Serilingampally, Hyderabad - 500032, India, so as to reach not later than 5.00 p.m. (IST) on Wednesday, the 2nd day of January 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or deposited personally at the address given on the self-addressed business reply envelope, at the expense of the Members will also be accepted. If any postal ballot form is received after 5.00 p.m. (IST) on Wednesday, the 2nd day of January 2019, it will not be considered and will be strictly treated as if no reply from such Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form can not be established and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote.
10. Members who have received the Postal Ballot Notice by e-mail but want to vote through Physical Ballot Form may download the Postal Ballot form attached in the e-mail or from the link <https://evoting.karvy.com> or from the Company's website www.supremepetrochem.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer as per details stated in point no. 9 herein above.
11. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its Registered Office or can download the Postal Ballot Form from the Company's website www.supremepetrochem.com.

12. Member may call Karvy's toll free Number 1-800-3454-001 or may send an e-mail request to evoting@karvy.com
13. The Company has appointed Shri P. N. Parikh (FCS 327 CP 1228) or failing him Ms. Jigyasa Ved (FCS 6488 CP 6018) of M/s Parikh & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the Postal Ballot Voting and Remote e-voting in a fair and transparent manner.
14. The remote e-voting facility will be commenced from 9.00 a.m. (IST) on Tuesday, 4th day of December, 2018 and will end at 5.00 p.m. (IST) on Wednesday, 2nd Day of January, 2019. During this period, the Members holding shares either in the physical form or in dematerialized form, as on Friday, 23rd Day of November, 2018 i.e. Cut-Off date, may cast their vote electronically. The E-voting module shall be disabled by Karvy for e-voting thereafter as aforesaid. Once the vote on a resolution is cast by the member, he/she will not be allowed to change it subsequently or cast the vote again.
15. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot process, count the votes cast, 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 48 hours of conclusion of the e-voting and voting through Postal Ballot, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any person authorized by him in writing who shall countersign the same. The Scrutinizer's decision on the validity to a Postal Ballot Form will be final and binding.
16. 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 viz. BSE Limited and National Stock Exchange of India Limited. The results shall also be placed on the Notice Board at the Registered Office of the Company.
17. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on Wednesday, 2nd day of January, 2019 i.e the last date for receipt of Postal Ballot forms and the end of e-voting.
18. The Procedure for remote e-voting are stated as hereunder:

(I) 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).

(II) General Guidelines for Members:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at their email supreme.scrutiniser@gmail.com with copy marked to Karvy at their e-mail ID viz. <https://evoting.karvy.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."
2. 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):
 - (a) User ID and initial password will be sent separately
 - (b) Please follow all steps from Sr. No. (a) to (k) as mentioned in 18 (I) above, to cast your vote.

19. In case of any query or grievance pertaining to aforesaid Voting(s), please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> and/or call Mr. P. Nageswara Rao at phone no. 040-67161526 or Karvy's toll free Number 1-800-3454-001 or may send an e-mail request to einward.ris@karvy.com or evoting@karvy.com to enable them to address the issue(s), if any.

ANNEXURE TO THE NOTICE:-

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

Item No. 1, 2 & 3 (Special Resolutions):

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that any Non-Executive Director who has attained the age of 75 years or more can not be appointed or continued as a Non-Executive Director in any listed Company until and unless approval of Members have been obtained for same by way of special resolution.

Since the existing Non-Executive Directors of the Company viz. Shri M. P. Taparia, Shri B. L. Taparia and Shri Nihalchand Chauhan are covered under the aforesaid provision for being aged more than 75 Years, the Company is required to obtain approval of Members by way of special resolution for keeping their Directorship continued in the Company post 01-04-2019.

Apropos above, special resolutions have been proposed for seeking approval of the Members in case of three existing Directors of the Company viz. two Non-Executive Promoter Directors Shri M. P. Taparia & Shri B. L. Taparia and one Non-Executive Independent Director Shri Nihalchand Chauhan.

The continuance of the aforesaid two Non-Executive Promoter Directors viz. Shri M. P. Taparia & Shri B. L. Taparia on the Board of the Company is essential considering that they have been pivotal to the establishment of the Company and also for

their expertise, versatility, extensive and enriched experience of about 57 years and 60 years respectively in the plastic and petrochemical industries which has proved to be significantly advantageous to the operational and other allied affairs of the Company all across. Their continuance on the Board of the Company shall make immense contribution in its business affairs/prospects and thus leading to its overall growth to attain the targeted objectives within defined framework.

The continuance of Non-Executive Independent Director Shri Nihalchand Chauhan on the Board of the Company is also essential considering his wide and valuable experience of the industry, skills and meaningful participation/discussions in the Board process on various vital matters related to the business of the Company which supports to the management significantly while taking decisions on various affairs of the Company from time to time.

The Board recommends all the three Special Resolutions as set out in the accompanying Notice for approval by the Members.

Except the Director Shri S. J. Taparia, who is nephew of the Directors, Shri M. P. Taparia and Shri B L Taparia, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested either directly or indirectly in passing of the said Resolutions, save and except to the extent of their respective interest as shareholders of the Company, if any, or to the extent of the shareholding of the companies/institutions/trusts of which they are directors or Members or trustees.

By Order of the Board of Directors
For **Supreme Petrochem Ltd**

(D. N. MISHRA)
Company Secretary

Mumbai- 26/10/2018

Registered Office-

Solitaire Corporate Park, Building No. 11,
5th Floor, 167, Guru Hargovindji Marg,
Andheri-Ghatkopar Link Road, Chakala,
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