

**SUPRA INDUSTRIAL RESOURCES LIMITED**

**805, E-BLOCK, INTERNATIONAL TRADE TOWER, NEHRU PLACE NEW DELHI – 110 019**

**Phone: 011-26423911, Website: [www.supraindustrialresources.in](http://www.supraindustrialresources.in)**

**Email: [supraexchange.com@gmail.com](mailto:supraexchange.com@gmail.com) CIN:L65999DL1985PLC019987**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE **EXTRA ORDINARY GENERAL MEETING** OF THE MEMBERS OF SUPRA INDUSTRIAL RESOURCES LIMITED WILL BE HELD AT “**805, E- BLOCK, INTERNATIONAL TRADE TOWER, NEHRU PLACE, NEW DELHI, 110019, ON SATURDAY 11 MAY 2019 AT 11:00 A.M.** TO TRANSACT THE FOLLOWING BUSINESS:

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**SPECIAL BUSINESS**

**Item No.1: Re-classification of the promoter of the company**

To consider and if thought fit, to give assent/ dissent to the following Resolution as **Ordinary Resolution.**

RESOLVED THAT pursuant to amended Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval of the members of Company be and is hereby accorded for re-classification of **Mr. R.P Agarwal**, the existing promoter of the company from promoter category to Non-promoter category.

**RESOLVED FURTHER THAT** the Promoters seeking re-classification along with their person acting in concert do / will not:

1. Hold more than 10% of the total voting rights in the company
2. exercise control over the affairs of the company directly or indirectly
3. Have any special rights through formal or informal agreements.
4. Represent the Board of Directors (including not having a nominee director)
5. Act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.
6. A Willful defaulter as per RBI guidelines.
7. Be fugitive economic offender.

**RESOLVED FURTHER THAT** increase in level of public shareholding pursuant to such reclassification shall not be counted towards achieving compliance with minimum shareholding requirement under rule 19A of Securities Contracts (Regulations) Rules 1957 and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

By Order of the Board

Sd/-

**Rajat Agarwal**  
**Director**

**Din: 00266205**

**Address: A-125 Shivalik Malviya Nagar,**  
**New Delhi -110017**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULE, 2014 A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE PERCENT OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF A COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

**PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORISED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**

**MEMBERS ARE REQUESTED TO NOTIFY IMMEDIATELY THE CHANGES OF ADDRESS, IF ANY TO THE COMPANY OR THE SHARE TRANSFER AGENT AND REGISTRAR.**

2. Members are requested to bring their Attendance slip to the meeting.
3. Members who hold shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their folio Number in the attendance slip for attending the Meeting.
4. Incase of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. to 1.00 PM upto the date of the meeting.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulation 2015, the members have been provided with the facility to cast their votes electronically, through the e-voting services provided by **CDSL (Central Depository Services (India) Ltd), on all resolutions set forth in this Notice.**

A Separate leaflet is annexure to this notice, interalia, indicating the process and manner of e-voting and is being sent to all members whose email id's are registered with the company/Depository Participants (s) for communication purpose through electronic mode unless any member has requested for physical copy of the same. For members who have Registered email address, physical copies of the Notice of the Extra -ordinary General meeting of the Company, interalia, indicating the process and manner of e-voting is being sent through the permitted mode.

The E-voting period commence on **8<sup>th</sup> May 2019 from 9.00 A.M. and ends on 10<sup>th</sup> May 2019 upto 5.00 PM.**

**The Company has appointed M/s. Dinesh Rajvanshi, Chartered Accountant firm, to act as the Scrutinizer to scrutinize the e-voting process in affair and transparent manner.**

The facility for voting, either through ballot/show of hands shall also be made available to the members attending the EGM who have not cast their vote by e-voting shall be able to exercise their vote at the meeting.

The Members who have cast their vote by e-voting prior to the meeting may also attend the EGM but shall not be entitled to cast their Vote again.

The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and 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 shall make, not **later than 48 hours** of the conclusion of the EGM, a consolidated scrutinizer's report of the votes cast in favour or against if any, to the chairman or person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.

The Results declared alongwith the report of the scrutinizer shall be placed on the website of the company **www.supraindustrialresources.in** and immediately after the declaration by him in writing. The results shall also be immediately forwarded to the MSEI .( Metropolitan Stock Exchange Of India Limited )

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the company can send the Notice of Extra-ordinary General Meeting and other communications in electronic form and mode to the shareholders who have registered their Email ids with the company and/or other respective Depository Participants (DPs). The documents being served in electronic form will also be available on company's website [www.supraindustrialresources.in](http://www.supraindustrialresources.in). If you desire to receive the documents mentioned above in physical form, you are requested to intimate the Company at 805 , E-Block, International Trade Tower, Nehru Place New Delhi - 110 019. Tel No. 011-26423911, 26423912, Email: **supraexchange.com@gmail.com**

A Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed.

On Behalf of the Board  
**For Supra Industrial Resources Limited.**

**New Delhi**  
**16<sup>th</sup> April 2019**

**Sd/-**  
**Rajat Agarwal**  
**Director**  
**Din: 00266205**

**Instructions and other information for e-voting:**

**The instructions for shareholders voting electronically are as under:**

The voting period begins on **8<sup>th</sup> May 2019 from 9.00 A.M. and ends on 10<sup>th</sup> May 2019 upto 5.00 PM.**

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **03<sup>rd</sup> May, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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 for the relevant <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office :**

805, E-Block, International Trade Tower,  
Nehru Place, New Delhi 110019  
Email: [supra1985@gmail.com](mailto:supra1985@gmail.com)

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

### Item No.1

The members may note that the promoter **Mr. R.P. Agarwal** have requested to be classified as Non Promoters and will not be promoters of the Company upon the passing of this resolution as duly agreed by him in his letters addressed to the company for reclassifying him as Non Promoter.

Members may further note that Mr. R. P. Agarwal who is currently categorized as one of the promoter of the Company has submitted his request letter dated **2<sup>nd</sup> November 2018** seeking reclassification from promoter to public category. As Mr. R.P Agarwal has not been actively involved in managing the Company's day to day affairs since long and also due to his aging and health issues, he has resigned from the office of director w.e.f **20<sup>th</sup> October 2018** and he is neither directly or indirectly, exercising any control over the day-to-day affairs of the Company nor is he, in any manner, involved in any material decision making of the Company. Further with a very miniscule shareholding of 6050 equity shares constituting merely 2.42% of the total paid up capital in the company (i.e less than 10%) and with no say in the management of the Company, it is not Justifiable to classify Mr. R.P Agarwal in to the Promoter Category.

#### Shareholding of Mr. R.P Agarwal:

Sr. No.	Name of applicants classified under Promoter category	No. of Equity Shares held	% of Shareholding
1.	R.P. Agarwal (aged 66 years)	6050	2.42

#### Shareholding Pattern of the Company before and after proposed Reclassification:

Category	Shareholding Pre-Classification		Shareholding Post Reclassification	
	No. of Shares	%	No of Shares	%
Promoter and Promoter Group	19,950	7.98	13,900	5.56
Public	2,30,050	92.02	2,36,100	94.44
<b>Total</b>	<b>2,50,000</b>	<b>100</b>	<b>2,50,000</b>	<b>100</b>

Your Directors, therefore, recommend the resolution for your approval as **Ordinary Resolution**.

None of the (i) Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said resolution Except Mr. R P Agarwal who is seeking reclassification and will not participate in the Voting in the ensuing EGM of the Company .

The Board recommends the resolution for approval of the members.

On Behalf of the Board  
**For Supra Industrial Resources Limited.**

Sd/-  
**Rajat Agarwal**  
Director  
Din: 00266205

New Delhi  
16<sup>th</sup> April 2019

**Form No. MGT-11**

Proxy form [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]

CIN: **L65999DL1985PLC019987**

Name of the company: **SUPRA INDUSTRIAL RESOURCES LIMITED**

Registered office: **805, E- BLOCK, INTERNATIONAL TRADE TOWER, NEHRU PLACE,  
NEW DELHI, 110019**

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:.....,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the **Saturday 11th May 2019 At 11:00 AM, 805, E- Block, International Trade Tower, Nehru Place, New Delhi, 110019** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolution	For	Against
1.	<b>Re-classification of the promoters of the company</b>		

Signed this .....day of .....2019.

.....

.....

Signature of shareholders

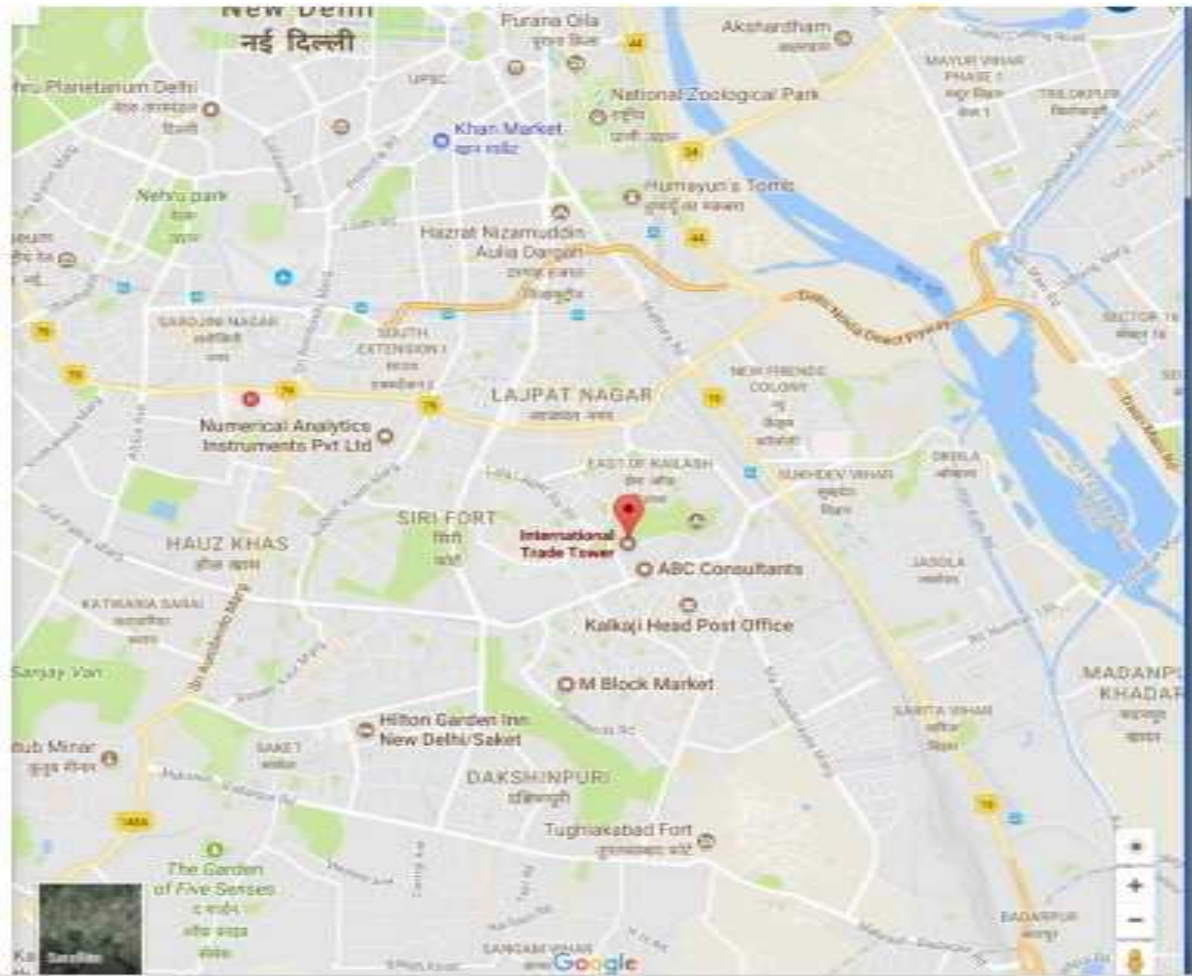
Signatures of Proxy holders(s)

<b>Affix Re. 1.00 Revenue Stamp Signatures</b>
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**Note:**

- 1) This form should be signed across the stamp as per specimen signatures registered with the Company.**
- 2) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 3) A proxy need not be a member of the Company.**
- 4) A person can act as proxy on behalf of member 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 voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 5) Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'for' or 'Against' column blank against any or all the resolution, your preference will not be counted. your proxy will be entitled to vote in the manner as he/she think appropriate.**

**Here we are given below the route map for the purpose of company's EGM venue:**



**Attendance Slip**

**MEMBERS ATTENDING THE MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

I hereby record my presence at the Extra ordinary General Meeting of the Company at **“805, E- Block, International Trade Tower, Nehru Place, New Delhi, 110019, on Saturday 11<sup>th</sup> May 2019 at 11:00 AM.**

Full name of the Member (in block letters) .....

Signature .....

Folio No. : .....

DP ID No.\* .....

Client ID No\*.....

Number of shares held .....

Notes:

1. Only Member/Proxy can attend the meeting. No minor would be allowed at the meeting.
2. Member/Proxy wish attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

Full name of the proxy (in block letters) .....

Signature .....