

## Textual information (31)

### Disclosure in secretarial audit report explanatory [Text Block]

FORM MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024  
Pursuant to section 204(1) of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

To the Members,  
SUPRA INDUSTRIAL RESOURCES LIMITED,  
1212, HEMKUND CHAMBERS, 89, NEHRU PLACE, NEW DELHI-11019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Supra Industrial Resources Limited (hereinafter called the listed entity"). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliance and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed, and other records maintained by the company and also the information provided by the company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ending on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the company has proper board processes and compliance mechanisms in place to the extent, in the manner, and subject to the reporting made hereinafter:

We have examined:

- a) all the documents and records made available to us and the explanation provided by M/s Supra Industrial Resources Limited ("the listed entity") and
- b) the filings/submissions made by the listed entity to the stock exchanges.
- c) website of the listed entity
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification for the financial year ended on 31st March, 2024 ("Review Period) in respect of compliance with the provisions of
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder, and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific regulations, whose provisions and the circulars/guidelines issued thereunder have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable for the period under review
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable for the period under review
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable for the period under review
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the period under review
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable for the period under review
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable during the period under review;
- k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - Not applicable during the period under review.

l) Other regulations to the extent as applicable and circulars/guidelines issued thereunder;  
and based on the above examination,

We hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below -  
S.No. Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) Deviations Observations/Remarks of the Practicing Company Secretary: NIL NIL NIL

b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by stock exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid acts/regulations and circulars/guidelines issued thereunder.

S.No. Action Taken By Details of Violation Details of action taken, e.g., fines, warning letter, debarment, etc. Observations/Remarks of the Practicing Company Secretary, if any: NIL NIL NIL NIL

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No. Observations of the Practicing Company Secretary in the previous reports Observations made in the secretarial compliance report for the year ended 31st March, 2024 Actions taken by the listed entity, if any Comments of the Practicing Company Secretary on the actions taken by the listed entity 1. NIL NIL NIL NIL

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards {SS-1 & 55-2} issued by The Institute of Company Secretaries of India;
- b) Listing Agreement entered into by the Company with Metropolitan Stock Exchange of India Ltd.

We further report that:

- the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board. Meetings, agendas, and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

We further report that:

- based on a review of compliance mechanisms established by the company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.
- As informed, the company has responded appropriately to notices received from various statutory/regulatory authorities, including initiating actions for corrective measures, wherever found necessary.

NOTE: This certificate has been issued based on the available information submitted by the company and its directors and the registers, records, documents, and papers maintained by the company.

FOR PRATUL AGRAWAL & ASSOCIATES  
COMPANY SECRETARIES

Sd/-

FCS PRATUL AGRAWAL  
(COMPANY SECRETARY)  
M.NO.: F11732  
COP NO. 22424  
UDIN: F011732F001081878

Date: 30.08.2024  
Place: Vaishali, Ghaziabad

This report is to be read with our letter of even date, which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2024]

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- 4) Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happenings of events, etc.
- 5) The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
- 6) The secretarial audit report is neither an assurance of the future viability of the company nor of the efficacy of the effectiveness with which the management has conducted the affairs of the company.

FOR PRATUL AGRAWAL & ASSOCIATES  
COMPANY SECRETARIES