



MSTR&ASSOCIATES

COMPANY SECRETARIES

Off:105 & 302, C-2/4, PragatiMarket

Ashok Vihar Phase II, Delhi

Email id:mstrassociate@gmail.com;

Ph. 27431426, 27460196,

**Form No. MR-3
Secretarial Audit Report
For the Financial year ended 2022-23**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

SUPRA INDUSTRIAL RESOURCES LIMITED

1212, HEMKUND CHAMBERS, 89, Nehru Place, New Delhi DELHI New Delhi DL 110019 IN

Sir,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUPRA INDUSTRIAL RESOURCES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the **SUPRA INDUSTRIAL RESOURCES LIMITED** 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 secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUPRA INDUSTRIAL RESOURCES LIMITED** ("The Company") for the period ended on 31-03-2023 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (**Not applicable to the Company during the period**).
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company:-



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- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have relied on the presentation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable acts, laws and regulations as applicable to the Company.

I have also examined compliance with the applicable clauses of the followings:

- (i) Secretarial Standards issued by the Institute of Company Secretary of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges(s)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors/reconstitution of committees that took place during the period under review were carried out in compliance with the provisions of the Act. However, during the year under review it has been noticed that there was a time gap between the resignation and appointment of Company Secretary of the Company.
2. The Board of Directors of the Company is duly constituted with proper Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors/reconstitution of committee took place during the period under review were carried out in compliance with the provisions of the Act.
3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on 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.



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4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
5. It has been observed that the Company is entitled to hold issued by Reserve bank of India in terms of the Reserve Bank of India vide its order reference DNBS.ND.375/CMS/05.19.357/2018-19 dated 02.08.2018 has cancelled the certification of Registration (COR) of the Company on account of non maintaining net owned funds (NOF) of the Company to Rs. 200. lacs.
6. It has been observed that there is requirement of passing Resolution under Section 180 and Section 186 of the Companies Act, 2013. As the loan given by Company and borrowing has been exceeded by the limit prescribed under Companies Act, 2013.
7. During the year under review, it has been observed that the Company has generated interest income, however, there are no investment in the Company. The Company has granted loan and advances to Beekay Engineering Corporation.
8. As per information received from the Company, Mr. Rajat Aggarwal shareholding has been freeze, however that has been un-freeze later on.
9. The stock exchange has been imposed penalty on the Company for non- appointment of Company Secretary and Compliance officer during the year under review, however, later on the penalty has been waived off by the Stock Exchange.
10. The Financial Results has not been submitted with the Stock Exchange within 30 minutes of the end of the meeting.
11. The Statutory Auditor has given their remark on not received of Internal audit report for the FY 2022-23 from the internal auditor.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period, there were no instances of:

- I. Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.
- II. Redemption / buy-back of securities
- III. Merger / amalgamation / reconstruction,
- IV. Foreign technical collaborations

Further, the Company has duly filed applicable forms and returns with the Registrar of Companies, Delhi & Haryana / Ministry of Corporate Affairs within the prescribed time or with additional fee in cases of delayed filings. Few forms / returns (if any) which were due for filing during the financial year, the management has assured compliance with the same in future including Form MGT-14 for approval of Board Report.

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.



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For MSTR & Associates

Sd/-

Teena Rani

Sole Proprietor

M. No. 40050

COP No. 21768

UDIN: A040050E000875302

Place: New Delhi

Date: 28.08.2023