

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2025

[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
CIN: L65999DL1985PLC019987
Reg. office: E-91-A First Floor, Old-No-91.
Ganesh Nagar Pandav Nagar Complex,
Near By-Dhobi Ghat East Delhi, Delhi 110092, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Supra Industrial Resources Limited (L65999DL1985PLC019987)**. Secretarial audit was conducted in the 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, 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, 2025 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, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i The Companies Act, 2013 (the Act) and the rules made there under;
- ii The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- iii The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- iv Foreign Exchange Management Act,1999and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not Applicable to the Company during Audit Process);
- v The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') viz.;

a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]

g. 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;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit] and

i. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]

l. As identified by the management, following laws are specifically applicable to the Company:

- a. Reserve Bank of India Act, 1934;
- b. Prevention of Money-Laundering Act, 2002;
- c. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- d. General Laws
- e. Any other applicable laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited read with SEBI (LODR) Regulations, 2015.

To the best of our understanding, we are of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company was non-compliant under regulation 6(1) of SEBI (LODR) Regulations, 2015, with requirement and Section 203 of the Companies Act, 2013 read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to appoint a qualified company secretary as the compliance officer. Further the Company has appointed CS Radhika Mishra as whole time Company Secretary and compliance officer with effect from 20th June, 2025 and complied with the provision of Regulation 6(1).

2. The Company has not complied with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the constitution of the Board of Directors and its Committees.

- **The Company has not constituted the Audit Committee as required under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.**
- **The Company has not constituted the Nomination and Remuneration Committee as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.**
- **The Company has not constituted the Stakeholders Relationship Committee as required under Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.**
- **The Board of Directors is not duly constituted in terms of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015, as it does not have the required number of Independent Directors.**

Accordingly, the Company has been in non-compliance with the above provisions during the reporting period.

3. The Company has not complied with the provisions of the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, in preparation and presentation of its financial statements for the financial year ended 2025. The financial statements have been

prepared in accordance with the previous Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006. Consequently, the financial statements are not in conformity with the requirements of Ind-AS framework, which is a non-compliance under the Companies Act, 2013.”.

- 4. During the review of the outcome of the Board Meeting held on 14/11/2024, it was noted that the outcome mentioned appointment of 4 Directors, whereas as per the Ministry of Corporate Affairs and Registrar of Companies records only 2 Directors were appointed.**

We further report that

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b. 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.
- c. None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes

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. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no other event/action having major bearing on affairs of the Company except the following:

During the year the Open Offer ("Offer") for Acquisition of upto 65,000 Equity Shares representing 26.00% of the Voting and/or Share from the Shareholders of Supra Industrial Resources Limited, by Mr. Sagar Shashikant Khona, Mrs. Kinjal Bhavin Khona, Mrs. Nidhi Sagar Khona and Mr. Bhavin Shashikant Khona.

**For M/s Bharat Khaniwal & Co.
Company Secretaries**

**Place: Jaipur
Date: 04/09/2025**

**Sd/-
Bharat Khaniwal
(Proprietor)
Membership No.29035
C.P. No-27989
UDIN: A029035G001173497**

This report is to be read with our letter of even date which is annexed as **Annexure-A** forms an integral part of this report.

Annexure-A

**To,
The Members,
Supra Industrial Resources Limited
CIN: L65999DL1985PLC019987
Reg. office: E-91-A First Floor, Old-No-91.
Ganesh Nagar Pandav Nagar Complex,
Near By-Dhobi Ghat East Delhi, Delhi 110092, India**

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 the 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. Where ever required, we have obtained the Management representation about the compliance f laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by me.

**For M/s Bharat Khaniwal & Co.
Company Secretaries**

**Place: Jaipur
Date: 04/09/2025**

**Sd/-
Bharat Khaniwal
(Proprietor)
Membership No.29035
C.P. No-27989
UDIN: A029035G001173497**