

NOTICE OF BOARD MEETING

Date: 25/03/2023

To,
The Board of Directors,
Supreme Infrastructure India Limited,
Mumbai.

Dear Sir(s),

Subject: Notice of convening Board Meeting of Supreme Infrastructure India Limited (The Company)

Notice is hereby given that meeting of the Board of Directors of the Company is scheduled to be held as per the following schedule:

Date : Monday, 03 April, 2023
Time : 03:00 p.m.
Venue : Through video/ audio visual means

The detailed agenda Board Meeting and other related papers are enclosed herewith.

We request you to kindly make it convenient to attend the Meeting.

Thanking you,
Yours faithfully,

For Supreme Infrastructure India Limited

VIKRAM
BHAVANISHANKAR
SHARMA

Digitally signed by VIKRAM
BHAVANISHANKAR SHARMA
Date: 2023.03.28 16:14:08
+05'30'

Vikram Bhawanishankar Sharma
Managing Director
DIN: 01249904

Enclosed: As attached

Name : Supreme Infrastructure India Limited
Meeting : Board Meeting
Date : 03 April, 2023
Day : Monday
Time : 03:00 p.m.

AGENDA FOR THE BOARD MEETING

SR. NO.	AGENDA ITEMS	Reference & Descriptions
1.	To grant leave of absence to the Director(s), if any.	--
2.	To Confirm and sign the Previous Minutes of the Meeting of the Board of Directors and Committee Meetings of the Board of Directors held on 05 th January, 2023.	BM-4
3.	To consider and approve Un-Audited Financial Results of the Company for the quarter and nine months ended December 31, 2022.	BM-5 (To be tabled at the Meeting)
4.	To review the Internal Audit report along with the certificate for the quarter ended December 31, 2022 and to note the findings of internal investigation by Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature.	BM-5 (To be tabled at the Meeting)
5.	To Consider the Limited Review Report issued by the Statutory Auditor of the Company on Un-Audited financial results of the Company for the the quarter and nine months ended December 31, 2022.	BM-5 (To be tabled at the Meeting)
6.	To Overview the Performance of the Company during the quarter and nine months ended December 31, 2022. <ul style="list-style-type: none"> I. Overview on the business of the Supreme Infrastructure India Limited. II. Overview on the progress of the Scheme of compromise and Arrangement with Creditors. III. Overview on the progress of the Corporate Insolvency Resolution Process of Supreme BOT Companies. 	BM-5 (To be discussed in Meeting)
7.	To take note of the following Items of Action Taken Report till the quarter and nine months ended December 31, 2022.	BM-4

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	<p>Item No. A) To review and note the Action Taken Report on resolutions passed by the Board/Committee meetings and ongoing matters.</p> <p>Item No. B) To review and note the Action Taken Report on Pending compliance along with amendments brought by SEBI/Stock Exchange/MCA/RBI since last board meeting.</p>	
8.	<p>To take note of the following Quarterly Compliances of the quarter and nine months ended December 31, 2022:</p> <p>a) Reconciliation of Share Capital Audit under regulation 76(1) of the SEBI (Depositories and Participants) Regulations, 2018.</p> <p>b) Corporate governance Report under regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>c) Investor Grievance/ Complaints under regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>d) Shareholding Pattern under regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2022.</p> <p>e) To note the quarterly Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018.</p>	
9.	To take note the transactions with related parties during the quarter and nine months ended December 31, 2022, if any.	
10.	To take note and Approve the Notice of 39 th Annual General Meeting of the company for the year ended 31 st March, 2022.	
11.	<p>To review and confirm the following, if any:</p> <p>I. Total Amount of Loan Outstanding from Bank/Financial Institution.</p> <p>II. Defaults on payment of interest/ repayment of principal amount for loans including revolving facilities like cash credit from banks / financial institutions.</p>	(To be tabled at the Meeting)
12.	To peruse and take on record the disclosures of Directors' interest and their shareholding received from the Directors and Key Managerial Personnel of the Company under section 184(1) of the Companies Act, 2013 for the financial year 2023-2024.	(To be tabled at the Meeting)
13.	To peruse and take on record the declaration received from the Directors of the Company under section 164 (2) of the Companies Act, 2013 for the financial year 2023-2024.	(To be tabled at the Meeting)

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14.	To take on record the disclosures received from the Independent Directors of the Company under section 149 of the Companies Act, 2013.	(To be tabled at the Meeting)
15.	To take on record disclosures/ declarations received from the Directors, promoters and Key Managerial personnel for compliance of code of conduct of the Company and code of conduct under SEBI (Prohibition of Insider Trading) regulations, 2015.	
16.	To take approval for the related party transactions of the Company to be entered during the Financial year 2023-24.	(To be tabled at the Meeting)
17.	To deliberate upon any other matter with the permission of the Chairman.	If any
18.	Vote of Thanks.	

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NOTES TO AGENDA

Agenda Item No. 1

The Board is requested to grant leave of absence to Director(s) who have expressed their inability to attend this Board Meeting.

Agenda Item No. 2

The Board is requested to confirm & approve the previous Minutes of the Board Meeting and Committee Meetings of the Board of Directors held on 05th January, 2023. The aforesaid Minutes have been circulated to the Directors along with the Agenda and Notes to agenda.

Agenda Item No. 3

To consider and approve Un-Audited Financial Results of the Company for the quarter and nine months ended December 31, 2022.

A Complete presentation will be made to the Board of Directors of the Company on Un-Audited Financial Results of the Company for the quarter and nine months ended December 31, 2022.

Un-audited Financial Results of the Company for the quarter and nine months ended December 31, 2022 are required to be approved by the Audit Committee and by the Board of Directors of the Company within 45 days from the end of the financial year in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board to take note of the approval by the Audit Committee of the Un-Audited Financial Results of the Company for the quarter and nine months ended December 31, 2022. The Board is required to approve and inform of the same to the Stock Exchange where the Company's Shares are listed.

The results are required to be published within 48 hours of conclusion of the Board Meeting at least in one English daily newspaper with wide circulation and in a newspaper published in the language of the region where the registered office of the Company is situated.

Un-audited Financial Results of the Company for the quarter and nine months ended December 31, 2022 shall be tabled before the meeting.

The Board may consider and approve the said results for submitting to the exchanges and publishing the same in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by approving a resolution as under:

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“RESOLVED THAT pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Un- Audited Results for the quarter and nine months ended December 31, 2022 as per the statement placed before the meeting, be and are hereby approved and that the same be signed by Mr. Vikram Sharma, Managing Director and submitted to the Stock Exchanges where securities of the Company are listed and be released for publication in the Newspaper.”

Agenda Item No. 4

Internal audit report for the quarter and nine months ended December 31, 2022 submitted by M/s. P. Somani & Co., Chartered Accountants, will be placed before the meeting.

The Board is requested to consider and discuss the Internal Audit Report for the quarter and nine months ended December 31, 2022.

The certificate for the findings of internal investigation by internal auditor into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature will be tabled before the meeting.

Agenda Item No. 5

To Consider the Limited Review Report issued by the Statutory Auditor of the Company M/s. Ramanand & Associates, and Borkar & Muzumdar Chartered Accountants on Un-Audited Financial results of the Company for the quarter and nine months ended December 31, 2022. The Limited Review Report will be tabled at the meeting.

Agenda Item No. 6

Mr. Vikram Sharma, Managing Director of the Company will provide the Board with the brief overview of the Performance of the Company and the details of future business plans and undergoing projects of the Company.

Agenda Item No. 7

The Company was required to submit following various compliances till December 31, 2022 within the prescribed time limit, the Company has complied with and the Board is hereby requested to take note of same.

Action Taken Report

ITEM No. A) To review and note the Action Taken Report on resolutions passed by the Board/Committee meetings and ongoing matters

B) To review and note the Action Taken Report on Pending compliance along with amendments brought by SEBI/Stock Exchange/MCA/RBI since last board meeting

A) Please find below Action Taken Report on resolutions passed at the previous Board/Committee Meetings/ General Meeting and ongoing matters:

1). Decisions taken in previous Board/Committee Meetings.

- i. Form No. CSR-2 -Form of intimation of appointment of cost auditor by the company to Central Government (Filed with ROC)
- ii. Form No. CRA-4 - Form for filing Cost Audit Report with the Central Government(Filed with ROC)
- iii. The Extra-Ordinary General Meeting of (EGM) of the Company was held on 21st January, 2023 through video conferencing platform provided by NSDL. All the EGM related compliances under Companies Act 2013 and Listing Regulations have been complied within the prescribed time limit.
 - a) Proceeding of Extra-Ordinary General Meeting Filed with BSE & NSE. (Filed with BSE & NSE)
 - b) Submission of scrutinizer report. (Filed with BSE & NSE)
- iv. Form No. DIR-12 and MGT-14 -Appointment of Ms. Sapna Vaishnav, Company Secretary of the Company (SRN Generated, payment is pending due to MCA error)
- v. Related party transaction disclosure as per Reg. 23 of the SEBI (LODR) Regulations, 2015 for the period ended September 30, 2022. (Filed with BSE & NSE)
- vi. Form MGT-14 with regard to following resolutions was filed with the Registrar of Companies (ROC) for Extra Ordinary Meeting –
 - Re-classification of authorised share capital and consequent alteration in the capital clause of memorandum of association of the company;
 - Amendment to the articles of association of the company;
 - Issue and allotment of 0.01% non-cumulative non-convertible redeemable preference shares (NCNCRPS) to operational creditors pursuant to scheme of compromise and arrangement between supreme infrastructure india limited and its operational creditors duly approved by the hon. National company law tribunal by its order dated 16.06.2022 (the “scheme”);
 - Delegation of authority to the board to issue of non-cumulative non-convertible redeemable preference shares on a preferential basis to operational/other creditors.

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2. On-going matters pending before court / government authorities

On-going matters pending before court / government authorities along with present status/next hearing date is shall be discussed in meeting.

B) Action Taken Report w.r.t. various Regulatory Circulars/Notifications issued since the last Board Meeting and after general meeting:

1) Following Forms were filed with the Registrar of Companies (ROC)

- Form No. CSR-2 -Form of intimation of appointment of cost auditor by the company to Central Government
 - Form No. CRA-4 - Form for filing Cost Audit Report with the Central Government
- (a) Proceeding of Extra-Ordinary General Meeting Filed with BSE & NSE;
 (b) Submission of scrutinizer report;
 (c) Form MGT-14 with regard to resolutions was filed with the Registrar of Companies (ROC) for Extra Ordinary Meeting.

2) Following are the Penalties levied by Various Regulatory:

The details of fines levied, inter alia, pursuant to SEBI SOP Circular dated January 22, 2020 are as under:

Applicable Regulation of SEBI (LODR) Regulations, 2015	Fine amount outstanding (incl. GST @ 18 %) (Amount in Rs.)	Fines levied for	Fines calculated till
Regulation 6(1)	108560	December 2022	Fines for the quarter ended December 2022

Reminder before freezing of Promoters Holdings for Non-compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015
 Total Fine payable

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Description	Year	Fine amount per day	No. of days	Penalties (Incl. GST) (NSE)
Annual Report (Regulation 34)	31-Mar-2022	2000	99	Rs. 2,33,640/-

3) Pending Compliance of the Company with management remark

Sr No	Pending Compliance of the Company	Management Remark
1	Website updation -Submission of information required under Regulation 46 and 62 of SEBI (LODR) Regulations 2015 on BSE Listing Centre.	In Process
3	Regulation 34 – Annual Report 2021-22	In Process

The Board is requested to take note of certificate/ undertaking received from Managing Director in respect of following:

1. Show cause, demand, prosecution notices and penalty notices which are materially important.

The Board is requested to take a note show cause, demand, prosecution notices and penalty notices if any received by the Company during the period 01st October, 2022 to 31st December, 2022. The Managing Director Certificate will be furnished in the Meeting.

2. Non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board is requested to take a note of no non-compliance of any regulatory, statutory or listing requirement for the period ended 31st December, 2022. The Managing Director Certificate will be furnished in the Meeting.

Agenda Item No. 8

The Company was required to submit following various compliances to BSE and NSE Limited for quarter and year ended 31st December, 2022 within the prescribed time limit, the Company has complied with and the Board is hereby requested to take note of same:

- a) Reconciliation of Share Capital Audit under regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.

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- b) Corporate governance Report under regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) Investor Grievance/ Complaints under regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) Shareholding Pattern under regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2022.
- e) To note the quarterly Compliances-Certificate under Reg. 74 (5) of SEBI (DP) Regulations, 2018

Agenda Item No. 9

There are no related party transactions entered during the quarter ended as on 31st December, 2022.

Agenda Item No. 10

To fix the day, date, time of the ensuing Annual General Meeting to be held through Video Conferencing (VC) or other audio visual means (OAVM) and to approve the notice of 39th Annual General Meeting to be circulated to all the shareholders of the Company.

In terms of the provisions of the Companies Act, 2013, the 39th Annual General Meeting (AGM) of the Company is required to be held on or before the 30th December, 2022.

It is proposed to hold the 39th Annual General Meeting of the Company on 15th May, 2023 at through Video conferencing.

The draft Notice convening the 39th Annual General Meeting of the members of the Company will be circulated along with the Agenda and will be placed on the table for the Board's consideration and approval.

Agenda Item No. 11

To review and confirm the following, if any:

- I. Total Amount of Loan Outstanding from Bank/Financial Institution.
- II. Defaults on payment of interest/ repayment of principal amount for loans including revolving facilities like cash credit from banks / financial institutions.

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Agenda Item No. 12&13

The Board is requested to note the following disclosures received from the Directors.
Annual disclosures

a) Disclosure of interest in terms of Section 184 of the Companies Act, 2013 (“the Act”), for the financial year 2023-2024.

b) Declaration under Section 164 of the Companies Act, 2013

Declaration received in terms of Section 164 of the Companies Act, 2013, stating that they have not been disqualified from acting as Directors of the Company.

Agenda Item No. 14

Declaration by Independent Directors

Declarations received from the independent directors certifying that:

i. They meet the criteria of independence as provided in Section 149(6) of the Companies Act 2013 for holding the position of independent directors.

The Board is requested to take note of details of the disclosures / declarations at the Meeting.

Agenda Item No. 15

The Board is requested to take on record the disclosures/ declaration received from the Directors, promoters and Key Managerial Personnel under Compliance of Code of Conduct of the Company and code of conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015.

Agenda Item No. 16

The Audit Committee have considered and decided the limit for sanctioning approval for the related party transactions of the Company to be entered during the financial year 2023-24.

Agenda Item No. 17

To deliberate upon any other matter with the permission of chair.

Agenda Item No. 18

Vote of Thanks.

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