

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SUPREME INFRASTRUCTURE INDIA LIMITED HELD ON TUESDAY, THE 25TH DAY OF JUNE, 2024 AT 02.00 P.M. AT SUPREME HOUSE, PLOT NO. 94/C, PRATAP GAD, OPP. I.I.T. MAIN GATE, POWAI, MUMBAI – 400 076

APPROVAL FOR COMPOSITE SCHEME OF COMPROMISE AND ARRANGEMENT WITH THE FINANCIAL CREDITORS OF THE COMPANY UNDER SECTION 230 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER

The Chairman apprised the Board that the Company had proposed and initiated a Composite Scheme of Compromise and arrangement with the Financial Creditors of the Company under section 230 of the Companies Act, 2013 and rules thereunder (“the Scheme”) via Board Resolution dated June 03, 2022, contingent upon approval/sanction from regulatory authorities. An application was subsequently filed before the Hon’ble NCLT, Mumbai (“the Tribunal”) under sections 230 to 232 of the Companies Act, 2013. The Tribunal directed the convening of a meeting of financial creditors; however, some creditors attempted to obstruct the Company’s revival process by filing petitions under section 7 of the IBC, 2016 before the Hon’ble NCLT to initiate the CIRP process. In response, the Company sought relief from the Hon’ble Bombay High Court through writ jurisdiction to stay these petitions.

The Chairman further informed that the Hon’ble Bombay High Court acknowledged that 81% of Financial Creditors had voted in favour of the Scheme. As a result, the High Court issued a stay on the proceedings. The voting on the Scheme concluded on May 13, 2024, with results declared and the Chairman’s report already filed. The Hon’ble Bombay High Court, upon reviewing the voting results, noted the approval of the Scheme.

In light of these developments, notwithstanding to the earlier resolution dated. June 03, 2022 and in continuation thereto, the Board has endorsed, approved and confirmed the Scheme and empowered the directors to pursue necessary approvals from regulatory authorities, including stock exchanges and SEBI.

Accordingly, after some discussions and deliberations, the following resolution was passed unanimously:

“RESOLVED THAT notwithstanding to the Board Resolution dated. June 03, 2022 approving the Scheme and in continuation thereto, and pursuant to the provisions of Section 230 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time), relevant provisions of the Securities and Exchange Board of India’s Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated. June 20, 2023 (**“the Master Circular”**), relevant provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approval(s) of the Creditors of the Company, and such other approvals, sanctions and permissions of the Stock Exchange(s), Securities and Exchange Board of India (**“SEBI”**), National Company Law Tribunal

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(“NCLT”), and other regulatory or government bodies/ tribunals or institutions as may be applicable, and subject to such conditions and modification(s) as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (“Board”), and pursuant to the recommendation of the Committee of Independent Directors and the recommendation of the Audit Committee, the Composite Scheme of Compromise and Arrangement between the Company and the Financial Creditors of the Company under Section 230 of the Companies Act, 2013 and rules made thereunder (“Scheme”), which provides, *inter alia*, for repayment/ satisfaction of the Financial Debt extended by the Financial Creditors to the Company, a copy of which was placed before the Meeting and initialled by the Chairman of the Meeting, for the purpose of identification, be and is hereby confirmed and approved.

RESOLVED FURTHER THAT the Report of the Audit Committee dated. June 25, 2024 and the Report of the Committee of the Independent Directors dated June 25, 2024, recommending the draft Scheme for favourable consideration and approval of the Board, be and hereby approved for submission to the Stock Exchange(s) and SEBI in terms of the SEBI (LODR) Regulations, 2015 read with the Master Circular.

RESOLVED FURTHER THAT the Bombay Stock Exchange (“BSE”) is authorized to act as the designated Stock Exchange for the purpose of co-ordinating with SEBI for the Scheme and matters connected thereto.

RESOLVED FURTHER THAT in the opinion of the Board, the scheme will be of advantage and beneficial to the Company, its Shareholders and other Stakeholders and terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Vikram S. Sharma, Managing Director (DIN No. 01249904) and Mr. Sidharth Jain, Chief Financial Officer of the Company be and are hereby severally authorized to give effect to the Scheme and to do such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary and to settle any questions or difficulties which may arise and give any directions necessary for obtaining approval of and giving effect to the Scheme, as and when required including to take all necessary steps, but not limited to:s

- a) To sign and execute the Scheme and all documents and deeds in connection therewith and to make such alterations and changes in the Scheme, as may be expedient or necessary for satisfying the conditions/ requirements imposed by the NCLT, Stock Exchange(s), and/ or any other statutory/ regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said Scheme as approved in this meeting;
- b) To finalise and settle the draft scheme, draft of the notices for convening/dispensing with the meetings of the creditors of the company and draft of the explanatory statements under section 230 of the Companies Act 2013, read with rules made thereunder, in terms of directions of the NCLT and assent to such alterations, conditions, and modifications, if any, in the notices and explanatory statement, as may

be prescribed or imposed by the NCLT or effect any other modification or amendment's as they may consider necessary or desirable to give effect to the scheme;

- c) To file the scheme and any other information/details with the stock exchange(s)/SEBI/any other regulatory authorities concerned, or any other agency to obtain approval/ sanction to the Scheme for giving effect thereto;
- d) To sign, modify and file applications to NCLT, seeking directions as to conveying/dispensing with the meeting of the list, creditors of the company, and where necessary to take steps to convene and hold such meetings as per the directions of NCLT and/or any other secretary/regulatory authorities;
- e) To sign, modify and file petitions, pleadings, affidavits, applications, statements, memos, and to engage/remove Counsels, Advocates, Chartered Accountants, and other professionals/legal expert/intermediaries and to do all acts, deeds, matters, and things as may be necessary or required under or pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modifications, amendments, re-enactments thereof for the time being in force, for and in connection with the sanction of the NCLT to the scheme;
- f) To sign and issue public advertisements and to issue notices to the members or any other class of persons as per directions of the NCLT and/or any other statutory/regulatory authorities;
- g) To make or assent to any alterations or modifications to the Scheme or to any conditions or limitations, which the NCLT, may deem fit to approve or impose and may give such directions, as they may consider necessary, and to settle any doubt, question or difficulty arising under the scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters, and things for putting the scheme into the effect;
- h) Obtaining approvals from such authorities and parties, including the shareholders, creditors, lenders as may be considered necessary to the scheme;
- i) To communicate and correspond with the stock exchange(s), SEBI, Registrar of Companies, Banks, Institutions, Investors, Government authorities, local authorities, Income Tax Authorities, and/or any other statutory/regulatory authorities, where required about the scheme, and to do all such acts, deeds, matters, and things as may be at the discretion, deem, necessary or desirable for such purpose and with power of the company to settle any queries, difficulties, or doubts that may arise in this regard as they may in their absolute discretion, deem fit, and proper for the purpose of giving effect to the above resolution;
- j) To obtain order of NCLT approving the scheme and file the same with the Registrar of the Companies, so as to make the sanctioned scheme effective;

- k) To affix the common seal of the company in accordance with the Articles of Association of the company on such documents and papers as may be necessary in this regard;
- l) To do all for the act, deeds, matters and things has may be necessary proper, expedient to give effect to the scheme and for the matters connected herewith or incidental thereto;
- m) To settle any questions or difficulties that may arise with regard to the implementation of the above scheme and to give effect to the above resolutions;
- n) To file a copy of the resolutions duly certified and forward to the concerned authorities including NCLT for record, and:
- o) To authorise the officer(s) of the company and/or any other person to discuss, negotiate, finalise, execute, sign, submit and fill all required documents of the assignment / conveyance and other documents, returns etc including any modifications thereto, whether or not under the common seal of the company as may be deemed necessary and expedient and their absolute discretion in the above matters.”

//CERTIFIED TRUE COPY//

For SUPREME INFRASTRUCTURE INDIA LIMITED

VIKRAM BHAWANISHANKAR SHARMA
MANAGING DIRECTOR
(DIN: 0124990)