

14th December, 2024

To, The Manager, Listing and Compliance Department, National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400 051 SYMBOL: SUPREMEINF	To, The General Manager, Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 SCRIP CODE: 532904
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Subject: Disclosure under Regulation 30 of SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We are pleased to inform you that the Company Management has received an Observation Letter from BSE Limited and the National Stock Exchange of India Limited. In accordance with the guidelines established by these exchanges and SEBI, it has been confirmed that there are no adverse comments regarding our proposed scheme. Consequently, both exchanges have indicated that the scheme can be submitted to the National Company Law Tribunal (NCLT) for approval.

The proposed scheme is intended to facilitate a compromise with our financial creditors concerning the repayment and satisfaction of the financial debts owed to them. This process is in line with Section 230 of the Companies Act, 2013, along with other relevant provisions.

In compliance with Regulation 30, Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby notify you of this significant development. Details of the composite scheme will be made available for public access once it receives approval and further proceedings commence.

This is for your records and information.

Thanking You.

For SUPREME INFRASTRUCTURE INDIA LIMITED

VIKRAM BHAWANISHANKAR SHARMA
MANAGING DIRECTOR
DIN: 01249904

Encl.

SUPREME INFRASTRUCTURE INDIA LIMITED

Supreme House, Plot No. 94/C, Pratap Gad, Opp. I.I.T Main Gate, Powai, Mumbai- 400076.

CIN: L74999MH1983PLC029752; Tel: + 91 22 6128 9700 Fax: + 91 22 6128 9711

Website: www.supremeinfra.com

DCS/AMAL/JP/R37/3441/2024-25

December 12, 2024

The Company Secretary,
Supreme Infrastructure India Limited
Supreme House, Opp. I I T Main Gate,
Plot No. 94/C, Pratap Gad, Powai,
Mumbai, Maharashtra, 400076

Dear Sir,

Sub: Observation letter regarding the Scheme of Compromise/ arrangement between Supreme Infrastructure India Limited and Financial Creditors of the Company

We are in receipt of the Scheme of Compromise/ arrangement amongst Supreme Infrastructure India Limited (the Company) and the Financial Creditors of the Company for repayment/satisfaction of the financial debt extended by the financial creditors to the company under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS Div/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; The Scheme also provides for various other matters consequential or otherwise integrally connected herewith, including repayment of debt through monetization of assets internal accruals and by way of issuance of further capital by the company in terms of Section 62(1)(c) of Companies Act, 2013; it is noted that the Compromise company and its financial creditors falls outside the purview of SEBI. Considering that the Scheme envisages issuance of further capital by the company in terms section 62(1)(c) of Companies Act, 2013; SEBI vide its letter dated December 12, 2024 has inter alia given the following comment(s) on the draft scheme of Reduction:

- a) **“The Company is advised to comply that any further issue of capital by the Company as mentioned in the draft scheme shall be in compliance with all the extent securities market laws including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Such equity shares issued shall be mandatorily be in dematerialised form only.”**
- b) **“Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder.”**
- c) **“Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document.”**
- d) **“The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”**
- e) **“The Company shall ensure compliance with the SEBI Circulars issued from time to time.”**
- f) **“Company shall ensure that the financials in the are not for period more than 6 months old.”**

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- g) “Company is advised that the details of the proposed scheme shall be prominently disclosed to the notice, if any, sent to the shareholders of the Company.”
- h) “No changes to the draft scheme except those mandated by the Regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.”
- i) “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble NCLT and the Company is obliged to bring the observations to the notice of Hon’ble NCLT.”

“Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon’ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its ‘No adverse observation’ at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon’ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

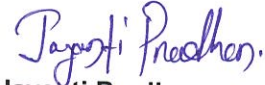
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Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,



Marian D'souza
Senior Manager



Jayanti Pradhan
Assistant Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/42586

December 12, 2024

The Company Secretary
Supreme Infrastructure India Limited
Supreme House, Plot No. 94/C, Pratap Gad
Opp. I.I.T Main Gate, Powai
Mumbai- 400076

Dear Sir,

Sub: Observation Letter for composite scheme of compromise and arrangement amongst Supreme Infrastructure India Limited (the Company) and the Financial Creditors of the Company under section 230 of the Companies Act, 2013 and rules thereunder

We are in receipt of captioned composite scheme of compromise and arrangement filed by Supreme Infrastructure India Limited.

The draft Scheme provides for compromise by the Company with its financial creditors for repayment/ satisfaction of the financial debt extended by the financial creditors to the Company under the provisions of section 230 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. The Scheme also provides for various other matters consequential or otherwise integrally connected therewith, including repayment of debt through monetization of assets, internal accruals and by way of issuance of further capital by the Company in terms of section 62(1)(c) of Companies Act, 2013.

Based on our letter reference no. NSE/LIST/42586 dated November 08, 2024, submitted to SEBI pursuant to SEBI Master Circular dated June 20, 2023, and on perusal of the draft Scheme, SEBI vide its letter dated December 12, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

1. It is noted that compromise between Company and its financial creditors falls outside the purview of SEBI.
2. Considering that the Scheme envisages issuance of further capital by the Company in terms of section 62(1)(c) of Companies Act, 2013, following are the comments:
 - a. *The Company shall ensure that any further issue of capital by the Company as mentioned in the draft Scheme shall be in compliance with all the extant securities market laws including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Such equity shares issued shall mandatorily be in dematerialized form only.*

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Ref: NSE/LIST/42586

December 12, 2024

- b. The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder.*
- c. The Company shall ensure that the Scheme shall be acted upon, subject to the Company complying with the relevant clauses mentioned in the Scheme document.*
- d. The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges*
- e. The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- f. The Company shall ensure that the financials in the Scheme are not more than 6 months old.*
- g. The Company shall ensure that details of the proposed Scheme shall be prominently disclosed in the notice, if any, sent to the shareholders of the Company.*
- h. The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.*
- i. The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

The Listed entity involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

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Ref: NSE/LIST/42586

December 12, 2024

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 12, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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