43 years of quenching thirsts, nurturing growth, and flowing towards a sustainable future.

SPML

Engineering Life

Annual Report 2023-24

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CHAIRMAN'S MESSAGE

SUBHASH SETHI
Chairman
SPML Infra Ltd.

Dear esteemed shareholders,

Reflecting on the last fiscal year, I feel proud of your company's performance in FY24. With this positive momentum, we are accelerating reforms and making strides to ensure FY25 is even more successful.

Despite global headwinds of wars and economic slowdown, Indian economy continue to display resilience and strong growth momentum and India maintained its position as the world's fastest-growing major economy. RBI continues with its expectation of a 7.2% growth in FY25. The government's focus on infrastructure development has played a crucial role in bolstering India's economic resilience and enhancing its appeal to investors.

Infrastructure plays a pivotal role in accelerating India's overall development and will be the major driving factor towards the goal of becoming a $5 Trillion Economy by 2025. This is further strengthened by the government's allocation of □11.11 trillion towards infrastructure development across the country.

The outlook for Indian infrastructure remains highly promising. The government's commitment to modernizing and expanding the country's infrastructure network is expected to create numerous opportunities across sectors. We anticipate significant investments for infrastructure development in water supply, renewable energy, smart city, transportation, telecom and digital infrastructure to support India's growing ecosystem.

The push for sustainable urban planning and improved rural connectivity is likely to drive demand for innovative and modern infrastructure leading to better economic output.

Water Infrastructure Sector:

India is grappling with a severe water crisis characterized by acute scarcity and escalating pollution of its water resources. This multifaceted problem poses significant threats to public health, food security, and economic growth. The increasing population and urbanization have intensified the demand for water, while overexploitation of groundwater reserves has led to depletion of this crucial resource. Inefficient agricultural practices, which account for the majority of water usage, further exacerbate the situation.

The quality of India's water bodies is deteriorating at an alarming rate due to industrial effluents, domestic sewage, and agricultural runoff. Climate change adds another layer of complexity, altering precipitation patterns and increasing the frequency of extreme weather events, which in turn affects water availability and quality.

Given that India has become a water-stressed country, creating robust infrastructure needed for water security is now essential. The recent union budget gave emphasis on building water supply, sewage treatment, and solid waste management projects with substantial budget allocation along with services for 100 large cities through bankable projects in partnership with multilateral development banks. We expect that Indian water market will grow faster creating better opportunities for us. It is estimated that by 2050, water availability would only be around 750 billion cubic meters as against the demand of 1,500 billion cubic meters, making it a water scarce country.

In the past 5 years the Government of India, understanding the importance of water being a scarce resource and being essential for human life and economic growth has instituted various initiatives focused towards water distribution and wastewater treatment. Some flagship programs include Jal Jeevan Mission (Urban & Rural), Amrut 2.0 and Namami Gange along with other schemes such as Pradhan Mantri Krishi Sinchayee Yojana- Har Khet ko Pani, Dam Rehabilitation and Improvement Project (DRIP) Phase 2 & 3, National River Linking Project, National Watershed Project, Atal Bhujal Yojana and National Hydrology Programme. All these schemes put together have an estimated total outflow of approximately 10 trillion rupees.

Tackling India's water challenges needs immediate and thorough action. This means building strong water infrastructure, creating a modern and reliable water supply network, encouraging water-saving practices, and implementing sustainable water management strategies in all areas. India's water infrastructure market is estimated to reach at $2.08 billion by next year, registering a CAGR of 9.7%.

SPML Business Operations:

As we commemorate 43 years of excellence in the business of water supply, distribution, and wastewater treatment sector this August, I am delighted to welcome you to the beginning of a new chapter of our performance. Your company takes immense pride in its position as a leading water company, with a primary focus on developing crucial water infrastructure.

Our stringent pre-qualification criteria and sophisticated project selection methodologies ensure our active participation in government-led water infrastructure initiatives. Leveraging our strengths, extensive capabilities, and deep-rooted expertise, we strive to maintain our competitive edge in this vital sector.

Over the years, we've successfully completed nearly 700 turnkey projects across India, providing essential drinking water facilities to over 50 million people. This achievement underscores our firm belief in India's potential to bridge the gap between water demand and supply, contributing significantly to the nation's water security.

Given the vast opportunities in the water business, an area where your company possesses significant expertise and strength, we have made a strategic decision to focus exclusively on the water sector moving forward. Our particular emphasis will be on bulk water supply projects, which offer superior execution potential and attractive financial returns.

Our decade-long experience in operations and maintenance (O&M) of individual water supply projects has resulted in an exemplary track record in the Water EPC (Engineering, Procurement, and Construction) sector. We have been instrumental in executing numerous individual drinking water supply and management projects alongside laying more than 10,000 kilometers of water pipeline infrastructure.

These accomplishments are bolstered by our long-standing relationships with various Central and State Government bodies, positioning us favourably in the industry. We intend to leverage this strong foundation to further establish ourselves as the eminent player in the water sector.

Looking ahead, we see tremendous potential in India's water infrastructure development. The government's increasing focus on providing clean drinking water to all citizens through initiatives like the Jal Jeevan Mission presents significant opportunities for growth. Additionally, the rising awareness about water conservation and the need for efficient wastewater treatment systems in urban areas are likely to drive demand for our services. We are exploring opportunities in the realm of smart water management systems, leveraging IoT and AI technologies to optimize water distribution networks and reduce water losses. This forward-thinking approach not only positions us at the forefront of technological advancements in the water sector but also aligns with the government's Smart Cities Mission.

As we embark on this new financial year, we remain committed to our mission of ensuring water security for millions of Indians while delivering value to our stakeholders. Our proven expertise, coupled with our strategic focus on the water sector, positions us well to capitalize on the immense opportunities that lie ahead in India's water infrastructure landscape.

SPML's Path to Financial Revival:

In the face of formidable challenges, your company has demonstrated resilience and determination, navigating through financial stress with a steadfast commitment to sustainability and growth. Despite encountering hurdles in recent years, SPML's strategic approach and unwavering resolve have paved the way for a transformative resolution.

The financial strain experienced by the company can be attributed to a confluence of factors including delays in receiving arbitration awards, challenges in realizing payments from government customers, and constraints imposed by banks such as non-release of sanctioned limits and failure to sanction agreed new limits. Additionally, increased charges and interest exacerbated the company's financial predicament.

As the company embarks on its path to financial recovery, it remains resolute in commitment to sustainable development and growth. With a clear roadmap and focus on leveraging available resources for new business ventures, the company is poised to emerge stronger and more resilient than ever before.

Embracing Financial Restructuring:

Despite holding commendable RP4 ratings and undergoing various satisfactory audits, your company encountered resistance from lenders in resolving its banking exposure. However, the company's exposure was assigned to the National Asset Reconstruction Company Ltd. (NARCL) in August 2023. The subsequent sanctioning of the resolution plan by India Debt Resolution Company Ltd. (IDRCL) in March 2024 marked a pivotal moment in company's journey towards financial revival.

Under the sanctioned resolution plan, your company is committed to repaying a total sustainable debt of ₹967 Cr. over a period of 10 years, with an early repayment option of ₹700 Cr. within the next 8 years. Notably, the plan stipulates no interest payments, with minimal cash-flow considerations allocated towards repayment to safeguard the company's financial stability and facilitate investments in new business ventures.

Financial Resurgence

Following a period of financial challenges, your company has made remarkable progress towards fiscal stability and growth. In FY24, we achieved a substantial revenue increase of 50%, reaching Rs.1,318 crore, up from Rs.878 crore in FY23. Our EBITDA showed impressive growth as well, rising by 44% to Rs.80 crore in FY24 from Rs.55 crore in the previous year. Notably, our Profit After Tax saw a significant improvement, increasing by 900% to Rs.20 crore compared to Rs.2 crore in FY23.

This revenue boost is expected to continue due to several factors: abundant business opportunities, our enhanced prequalification status to undertake these projects, improved liquidity position, and robust long-term relationships with both Central and State water authorities. Our EBITDA margins have also improved, driven by effective cost management, superior cash flow generation, and reduced working capital requirements facilitated by the implementation of an Escrow mechanism.

Moving forward, our strategy will prioritize 'High Margin' Water EPC projects with clear funding processes. This shift in focus underscores our commitment to sustainable growth and profitability. As we progress, our primary emphasis will be on enhancing profitability rather than merely increasing revenues.

This strategic reorientation, coupled with our strengthened financials positions us to capitalize on the expanding opportunities in the water sector. We remain committed to delivering value to our stakeholders while contributing significantly to India's water sustainability.

Future Outlook

As we look towards the future, our commitment to innovation, cutting-edge technology, corporate governance, human resource management and stringent safety standards remains unwavering. These core principles enable us to execute projects with efficiency and adhering to timelines.

Our vision for As India is going to achieve the 100 years of independence and the vision of a "Viksit Bharat", out vision is India becoming a technologically advanced, self-reliant nation where innovation is the cornerstone of progress. We firmly believe that the continued emphasis on water infrastructure development will be a crucial catalyst in realizing the dream of an Atmanirbhar Bharat.

In this journey towards national development, we see ourselves not just as a company, but as a key partner in the nation-building initiatives. Our projects go beyond mere construction; they are essential and sustainable infrastructure that will provide clean drinking water to generations to come. We are embracing digital transformation across our operations. From using advance technology to digital project planning for real-time monitoring, we are leveraging technology to optimize every aspect of our work. This digital-first approach not only improves our operational efficiency but also enhances the overall quality and longevity of our projects.

We are also deeply committed to skill development and capacity building within your organization and the broader industry. By nurturing talent and fostering a culture of continuous learning, we are contributing to the creation of a highly skilled workforce that will be critical for India's future growth.

As we conclude, I want to express my profound gratitude to our exceptional team, whose dedication and expertise form the bedrock of our success. Your relentless pursuit of excellence and unwavering commitment to our shared vision inspire us every day.

To our bankers and investors, thank you for your continued faith in our capabilities and potential. Your support empowers us to take on ambitious projects and push the boundaries of what's possible in infrastructure development.

To all our stakeholders - our clients, partners, suppliers and all associated with us, your trust and collaboration have been instrumental in our journey. We value the relationships we have built and look forward to strengthening them further as we move ahead.

As we stand at this pivotal moment in India's growth story, we reaffirm our commitment to playing a significant role in shaping the nation's water future. Together, we will continue to build not just infrastructure, but the foundation for a more prosperous, resilient, and self-reliant India. The road ahead is challenging, but with your support and our collective determination, I am confident that we will achieve our goals and contribute meaningfully to India's vision of becoming a developed nation by 2047.

Let us move forward with renewed vigour, embracing the opportunities that lie ahead, and working tirelessly to create lasting value for our company, our stakeholders, and our nation. The future is bright, and together, we will build a prosperous and strong India.

Warm regards,

Subhash Chand Sethi
Chairman

STATUTORY REPORTS

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors of your Company is pleased to submit their 43rd Annual Report on the operations and performance of the Company along with the audited financial statements for the year ended 31st March 2024.

Financial Results:

The brief summary of the financial performance of the Company for the year under review along with the comparative figures for the previous year is summarized herein below:

₹ In Lakhs

PARTICULARS	Standalone		Consolidated	
	2023-24	**2022-23**	**2023-24**	**2022-23**
Revenue from Operations	1,31,838.40	87,779.58	1,31,896.68	88,314.31
Other Income	1,292.86	1,931.21	4304.74	2,753.77
Total Income	**133131.26**	**89,710.79**	**1,36,201.42**	**91,068.08**
Total Expenses	1,31,252.39	89,444.80	1,36,499.86	90,778.71
Earnings before Interest, depreciation, tax and amortization (EBIDTA)	**7,766.58**	**5,546.33**	**5,630.09**	**5,634.21**
Less :- Finance Cost	5679.26	4,982.83	5,691.75	5,025.68
Less :- Depreciation	208.45	297.51	236.78	319.16
Profit/ (Loss) before Exceptional item & Tax	**1,878.87**	**265.99**	**(298.44)**	**289.37**
Exceptional Item	193.38	-	193.38	-
Share of Profit/(Loss) of Associates and Joint Ventures	-	-	82.30	3.21
Profit/ (Loss) before Tax	2,072.25	265.99	(22.76)	292.57
Tax Expenses				
Less: - Current tax	-	54.94	12.54	261.45
Less: - Deferred Tax	120.63	-	125.32	(2.68)
Profit/ (Loss) after tax	**1,951.62**	**211.05**	**(160.62)**	**33.80**
Other Comprehensive Income for the Year (Net of Taxes)	(20.62)	7.09	(17.52)	6.57
Total Comprehensive Income for the year	1,931.00	218.14	(178.14)	40.37
Earnings per share (in Rs.) - Basic and Diluted (Nominal value Rs.2/- Per Share)	3.98/3.87	0.44/0.44	(1.42)/(1.38)	0.08/ 0.08

Financial Performance

on Standalone basis, the Operating Revenue of your Company for the financial year ended 31st March, 2024 stood at Rs 131,838.40 Lakh as compared to ₹87,779.58 Lakh in the previous year. The Net Profit for the year is ₹1951.62 Lakh over the previous year Net profit of ₹211.05 Lakh.

On Consolidated basis, the Operating Revenue of your Company for the financial year ended 31st March, 2024 stood at ₹131,896.68 Lakh as compared to ₹88,314.31Lakh in the previous year. The Consolidated Net Loss in Financial Year 2023-24 is ₹160.62 Lakh as compared to Net Profit of ₹33.80 Lakh in the previous year.

State of Company's Affairs

SPML Infra Ltd. is a leading publicly listed infrastructure development company in India with a rich legacy encompassing over four decades. The company has executed and commissioned nearly 700 infrastructure projects across India, significantly contributing to the nation's development. SPML Infra Ltd. has enhanced the lives of millions by providing essential services such as drinking water facilities, wastewater treatment, integrated sewerage networks, improved municipal waste management, power transmission and distribution, and electrification of rural homes. Recognized among the World's Top 50 Private Water Companies and India's 50 Best Real

Estate & Infrastructure Companies, SPML Infra Ltd. operates primarily in the engineering, procurement, and construction (EPC) segment.

The company is primarily focused on the water and wastewater sector, where substantial opportunities are emerging due to significant government funding. With approximately ₹10 trillion allocated for water and sanitation infrastructure development projects in the coming years, SPML Infra Ltd., as a leading player in the industry, is strategically positioned to secure numerous contracts from both central and state governments, thereby enhancing its business prospects.

Resolution Plan of Banking Facilities

After assignment of entire credit facilities by all erstwhile Lenders of the Company to National Asset Reconstruction Company Ltd. (NARCL) vide Assignment deed executed on 29th August, 2023, resulting into NARCL became the Sole Lender and pursuant to sanction of Resolution Plan, the entire banking dues have been converted into Sustainable Debts amounting to ₹967 crs repayable in 10 years (with early payment option of the same for ₹700 crs repayable in 8 years) and Unsustainable Debts amounting to ₹690 crs converted into NCD and Equity Shares. The remaining unsustainable debts would be written off on compliance of certain conditions of Master Restructuring Agreement (MRA). The remaining value of NCD after further conversion of same into equity shares, if any as per the terms of MRA, would be fully redeemed after appropriating identified repayment of sustainable debts without making any further payment under this account.

The Company has already repaid ₹223 crs against sustainable debts till 02-04-2024 to NARCL mainly from the proceeds of Vivad Se Viswas Scheme II. The balance repayment have been identified from sources namely sale of immovable properties, realization from awards and claims, improvement in the liquidity of the company from infusion of funds etc. which support in early repayment option of Sustainable Debts of ₹700 crs.

With above Resolution Plan in place with substantial certainty of repayment of dues from identified sources, your Company is in a position to reap the benefits of ample available market opportunities in water sector and for revival and turnaround.

Dividend

To cater the need of working capital requirement and other operational efficiencies, the Board of Director expresses their view to retain the profit into the Company and therefore, do not recommend any dividend for the financial year 2023-24

Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits in the profit and loss account.

Deposits

Your Company has not accepted any Deposit from the Public in terms of the provisions of Section 73 of the Companies Act, 2013 read along with the Companies (Acceptance of Deposits) Rules, 2014 including any amendment thereto and as such there is no amount of principal or interest was outstanding as on 31st March 2024.

Share Capital

During the year under review Company has converted balance 0% Compulsorily Convertible preferential Shares (CCPS) of promoter and promoter group into Equity Shares on preferential basis. The Company has converted 1,777,465, 0% Compulsorily Convertible Preference Shares (CCPS) into 3,554,930 equity Shares at a conversion price of ₹50/- each (including a premium of ₹48/- each)aggregating to ₹1777.47 Lakh on preferential basis.

As on 31st March, 2024, the revised Equity Share Capital of the Company is ₹979.58 Lakh divided into 48,977,926 Equity Shares of ₹2/- each.

During the period under review there is no change in the Authorised Capital of the Company.

Subsidiary Companies/ Joint venture Companies / Associate Companies

The Company has nine (9) direct and indirect Subsidiaries, including three (3) wholly owned subsidiaries, six (6) Associates and five (5) joint ventures as on 31st March, 2024. Further, during the financial year 2023-24, Doon Valley Waste Management Pvt. Ltd have merged with SPML Infrastructure Ltd and hence ceased to be the subsidiary of the Company.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read along with the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the performance and financial position of each of the Subsidiaries/ Associates/ Joint Ventures in the prescribed Form AOC-1 has been prepared and is forming the part of the Financial Statements of the Company.

In compliance with the provisions of Section 136 of the Companies Act 2013, a copy of the Financial Statement consisting of the Standalone financial statement, along with all relevant Annexures, Auditors Report are available on the website of the Company and will also be available for in electronic mode during working hours till the Annual General Meeting of the Company.

The Policy for determining the "Material Subsidiaries" in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, may be accessed on the Company's website at www.spml.co.in

Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 (6) of the Companies Act 2013 & the Rules framed thereunder and the applicable provisions of the Articles of Association of the Company Mr. Sushil Sethi (DIN No.:00062927), Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment.

Further, as on the date of this report, in terms of Section 161 of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, Mr. Manoj Digga (DIN: 01090626), has been appointed as an Additional Director in the capacity of Executive (Commercial) Director to hold office upto the date of ensuing General Meeting.

All the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief details of all the aforesaid Directors seeking re-appointment at the ensuing Annual General Meeting is furnished in the explanatory statement to the notice calling the Annual General Meeting.

As on 31st March, 2024 Mr. Subhash Chand Sethi, Whole-time Director, Mr. Manoj Digga, CFO and Mrs. Swati Agarwal, Company Secretary continue to be the Key Managerial Personnel (KMP) of the Company in accordance with the provisions of Section(s) 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Board Diversity

Your Company understands and believes that a well diverse Board enhances the quality of decisions by utilizing different skills, qualifications, professional experience, ethnicity and other distinguished quality of the individual Board members. Company believes that Board diversification is necessary for effective corporate governance, driving business results, sustainable and balanced development and to monitor the effectiveness of the company's practices. In order to achieve the aforesaid your Board has well experienced and expertise combination of industry knowledge which is in the best interest of the Company.

Pursuant to the Regulation 19(4) & 20(4) and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of the Company has adopted a Policy on diversity of Board of Directors. The said policy is available on the website of the company at www.spml.co.in.

Board Evaluation

In terms of the Regulation 19(4) & 20(4) and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Companies Act, 2013 the Board is required to evaluate its own performance along with the performance of the Committee and the individual director. The Board Evaluation Framework is conducted annually for all the Board Members on various factors viz Relationship with Stakeholders, Company's performance, decision making, information flow etc. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based on rating

Familiarization Program for Independent Directors

In Compliance with Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has put in place the familiarization program for the Independent directors to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, roles rights and their responsibilities and any other relevant matters if any through various programs. The Policy on Familiarization programs for independent directors adopted by the Board is also available on the company's website at www.spml.co.in

Meeting of the Board of Directors

During the year under review, the Board met six (6) times, the details of the Meetings of the Board held during the financial year 2023-24 are given under the section Corporate Governance Report which forms the part of this report.

Meeting of Independent Directors

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 and as in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the separate meeting of the Independent Directors of the Company has been convened on 27th March, 2024 to review the matters as laid down in the aforesaid Schedule and Regulations.

Declaration by Independent Director

In terms of Section 149(7) of the Companies Act, 2013, your Company has received the requisite declaration from each of the Independent Directors of the Company specifying that he/she meets the criteria as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing of Obligations and Disclosure Requirements) Regulations, 2015.

Directors Responsibility Statements

In terms of the provision of Section 134(5) of the Companies Act, 2013, your Directors hereby confirm:

a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual accounts have been prepared on a going concern basis;

e) that proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and

f) that proper internal financial control were laid down and that such internal financial controls are adequate and were operating effectively.

Extract of the Annual Return

In accordance with Section 92 (3) of the Companies Act, 2013 read along with Rule 12 (1) of the Company (Management & Administration) Rules, 2014 including any amendment thereto, an extract of the Annual Return in the prescribed format for the Financial Year ended 31st March, 2024 is available on the website of the Company at https://www.spml.co.in/Investors/AnnualReturns

Statutory Auditors and their Report

At the Annual General Meeting held on 26th September, 2022, M/s Maheshwari & Associates, Chartered Accountants (FRN No. 311008E), Kolkata were re-appointed as Statutory Auditor of the Company for a second term of five years to hold office from the conclusion of 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting of the Company to be held in the Calendar Year 2027.

The Auditors have issued an unmodified Report for the year ended 31st March, 2024, which is self explanatory, hence, do not call for any comments from the Management under Section 134 of the Companies Act, 2013.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of your company had appointed M/s MKB & Associates; Company Secretaries as Secretarial Auditor to conduct the secretarial audit for the financial year ended on 31st March, 2024. The Secretarial Audit Report for the Financial Year ended 31st March, 2024 in Form MR-3 is annexed to the Directors Report - Annexure - 1 and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

The Board further re- appointed M/s MKB & Associates, Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit for the financial year 2024-25.

Cost Auditors

The Board had appointed M/s A. Bhattacharya & Associates, Cost Accountants, as Cost Auditors for conducting the audit of Cost Records of the Company for the financial year 2023-24. The said Auditors have conducted the audit of Cost Records for the year ended 31st March, 2024 and have submitted their report, which is self explanatory and do not call for any further comments.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, re-appointed M/s A. Bhattacharya & Associates, Cost Accountants, as Cost Auditors to conduct Cost Audit for the financial year 2024-25 and their remuneration have also been recommended for the ratification and approval of the Shareholders.

Related Parties Transactions

As a part of its philosophy of adhering to the highest ethical standards, transparency and accountability, your Company has historically adopted the practice of undertaking related party transaction in ordinary course of business and on arm's length basis. In line with the Companies Act, 2013 and Listing Regulations, the Board has approved the policy on related party transaction and the same is placed on the website of the Company.

All the related party transactions are placed on quarterly basis before the Audit Committee and Board for their approval. Prior Omnibus approval also obtained from the Audit Committee and Board for the transactions which are repetitive in nature and entered in the ordinary course of business and at arm's length basis.

During the year under review, Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Companies Act, 2013. Also, there were no material related party contracts entered into by the Company. However, the nil disclosure of related party transactions as required in Form AOC-2 is form part of this report and annexed as Annexure-2.

Corporate Social Responsibility

As on the date of this report Company has reconstituted the Corporate Social Responsibility Committee comprising of Mr. Sushil Kumar Sethi, Non-Executive Director as the Chairman of the Committee, Mr. Prem Singh Rana Independent Director and Ms. Arundhuti Dhar Independent Director of the Company as the Member of the Committee. The CSR Policy framework is available on Company's website at www.spml.co.in.

The Company has negative average net profit of three immediately preceding financial year as per the provision for calculation of CSR, therefore the Company was not required to spend any amount towards corporate social responsibility during the financial year 2023-24.

The Annual Report on CSR containing particulars specified in Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as Annexure – 3 to this report. .

Committee of the Board

Your Company has the following Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Finance Committee, CSR Committee and Finance Committee. The details pertaining to such Committees are provided in the Corporate Governance Report, forming part of this report.

Internal Financial Control Systems and their Adequacy

The Board of your Company has laid down internal financial Controls to be followed by the Company and that such controls are adequate and operating effectively. Such Systems are inherent in the Company and are working effectively and efficiently. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosure.

Vigil Mechanism

In line with the requirement under Section 177(9) & (10) of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted a Whistle Blower Policy establishing Vigil Mechanism, to provide a formal mechanism to the directors and employees to report any fraudulent financial or other information any unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Audit Committee. It is hereby affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is available at Company's website at www.spml.co.in.

Risk Management

The Board of your Company has framed a policy on Risk Management which provides for identification, assessment and control of risks that in the opinion of the Board may threaten the existence of the Company. The Management review, monitors, identifies and controls risks through a properly defined framework in terms of the Risk Management Policy.

Particulars of Investments, Loans, Guarantees given or Securities Provided

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, disclosure on particulars relating to Investments, Loans, Guarantees and Securities are forming part of the Annual Report.

Policy on Director's Appointment and Remuneration

The policy of the Company on Director's Appointment and Remuneration including qualification, positive attributes and independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration and other matters as required under Section 178(3) of the Companies Act, 2013 is available on our website at www.spml.co.in

We further affirm that the remuneration paid to the directors is as per the terms laid down in the Nomination and Remuneration Policy.

Business Responsibility and Sustainability Report

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandate the inclusion of Business Responsibility and Sustainability Report as part of the Annual Report for top 1000 listed entities based on market capitalization calculated as on 31st March of every financial year.

Further, the remaining listed Company may voluntarily disclose the Business Responsibility and Sustainability Report as part of the Annual Report. Therefore, Company has voluntarily prepared the Business Responsibility and Sustainability Reporting (BRSR) for the financial year 2023-24 is annexed as Annexure – 6 to this report.

Material Changes and Commitments

During the year under review there have been no other material changes and commitments affecting the financial position of the Company which occurred between the end of the Financial

Year of the Company as on 31st March 2024 and the date of this report.

Significant and Material Orders impacting Operations of Company in Future

There are no significant or material orders that have been passed by any Regulators/Court or Tribunals impacting the going concern status and future operations of your company.

Investor Education and Protection Fund (IEPF)

Pursuant to Provisions of Section 124 of the Companies Act 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividends, which remains unpaid or unclaimed for a period of seven years are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"), established by the Central Government.

Further, the Company is also required to transfer all the shares in respect of which dividend has not been paid or claimed for Seven (7) consecutive years or more to the Demat Account created by the IEPF Authority. However, in case if any dividend is paid or claimed for any year during the said period of Seven (7) consecutive years, the shares in respect of which dividend is paid so paid or claimed shall not be transferred to demat account of IEPF.

In compliance with the aforesaid provisions the Company has transferred the unclaimed and unpaid dividends and corresponding shares to IEPF. The details of the unclaimed / unpaid dividend during the last seven (7) years and also the details of the unclaimed shares transferred to IEPF are available on the website of the Company at www.spml.co.in

Employee Stock Option Scheme

In Compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Nomination and Remuneration Committee of the Board of Directors of your Company administered and implemented the Company's Employee Stock Option Scheme (ESOP-2021).

As on date of the report the Company has allotted 338,545 equity shares of ₹2/- each upon exercise of stock options by the eligible employees under the Employee Stock Option Schemes.

Applicable disclosures relating to Employees Stock Options, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time are placed on the website of the Company at www.spml.co.in. The ESOP-2021 Scheme of the Company is in compliance with (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

The Company has obtained Secretarial Auditors' certificate to the effect that the ESOP – 2021 Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Secretarial Standards

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Reporting of Frauds

There have been no instances of fraud reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder either to the Company or to the Central Government.

Management Discussion and Analysis

In terms of the Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Report on Management Discussion and Analysis forms part of the Annual Report.

Corporate Governance Report

Pursuant to Listing Regulations and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled 'Corporate Governance' has incorporated in the Annual Report.

A certificate from the auditors of the company regarding compliance with the conditions of Corporate Governance also forms part of the Annual Report.

Employees Relations

During the year under review the relations with the employees has been cordial. Your directors place on record their sincere appreciation for services rendered by the employees of the Company.

Protection of Women at Workplace

SPML strives to provide a safe working environment to woman employees to avoid any gender discrimination. Therefore, the Company has formulated a Policy on Prevention of Sexual Harassment at work place in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The objective of the policy is to prohibit, prevent and address issues of sexual harassment at work place. Pursuant to the said act the Company has constituted the Internal Complaint Committee for Prevention of Sexual Harassment (ICC) of all women employees whether they are permanent, temporary or contractual. The said policy also covered the women service provider or women who visit any office premises of the Company. In order to raise awareness among the employees the aforesaid policy has been widely circulated to all the employees of the Company.

During the year under review, no case of sexual harassment was reported.

Particulars of Employees

Disclosures required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Statement containing the name of top ten employee of the Company in terms of the receipt of the remuneration of Rs.102 lakhs if employed throughout the year and receipt of ₹8.50 lakhs if employed for a part of the financial year in terms of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure- 4 to this report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo Conservation of Energy

The Particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rule, 2014 pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo conservation of energy are attached as Annexure – 5 and form part of this report.

One Time Settlement

Company has not entered into One Time Settlement with any of the Bank or Financial Institution during the financial year 2023-24.

Insolvency and Bankruptcy Code, 2016

During the year under review the NCLT has not given any verdict against the Company under the Insolvency and Bankruptcy Code, 2016.

Acknowledgement

Your Directors take this opportunity to thank and express their sincere appreciation for the valuable co-operation and support received from the Company's Bankers, Financial Institutions, Central and State Government Authorities, Joint Venture Partners, Clients, Consultants, Suppliers, Shareholders, employees and other stakeholders of the Company.

Further, the director value the contribution made by every member of the SPML family.

On behalf of the Board

Place: Kolkata — Subhash Chand Sethi
Date: 12th August, 2024 — Chairman & Whole Time Director

ANNEXURE – 1

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SPML Infra Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SPML INFRA 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 our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the 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 and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 generally 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 the Company for the financial year ended on 31st March, 2024, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

iii) The Depositories Act, 1996 and 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;

v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

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

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and listing of Non-convertible securities) Regulations, 2021;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

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

vi) Other than fiscal, labour and environmental laws which are generally applicable to the company, as certified by the management, The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 is specifically applicable to the Company.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

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

a. as required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the company has delayed submission of audited financial results for the quarter and year ended 31st March, 2023 to the stock exchanges. Fine was levied by the stock exchanges and paid by the company;

b. in terms of Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May, 2020 the Company has not published an advertisement in newspapers prior to dispatch of Notice of Annual General Meeting;

c. the company has not opened suspense escrow account as required under SEBI circular SEBI/HO/ MIRSD/PoD-1/ OW/P/2022/64923 dated 30th December 2022;

d. the company has not obtained prior approval of shareholders for entering into material related party transaction with a related party during the financial year 2023-24. The said transaction is disclosed in the financial statements and the company shall take requisite approvals for the same;

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.

We further report that during the Audit Period, the Company has passed a special resolution in relation to appointment of Ms. Arundhuti Dhar (DIN:03197285) as an Independent Director of the Company for a period of five years from 13th February, 2023.

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

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Manoj Kumar Banthia
Partner
C.P. No. 7576
PRC No.:1663/2022

Place: Kolkata
Date: 12th August, 2024
UDIN No. A011470F000957052

ANNEXURE-A

To,
The Members,
SPML Infra Limited,
F-27/2, Okhla Industrial Area Phase-II,
New Delhi-110020

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. Wherever required, we have obtained the Management representation about the compliance of 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 as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Manoj Kumar Banthia
Partner
C.P. No. 7576
PRC No.:1663/2022

Place: Kolkata
Date: 12th August, 2024
UDIN No. A011470F000957052

ANNEXURE – 2

Form No. AOC-2

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

The company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2023-24.

2. Details of material contracts or arrangement or transactions at arm's length basis:

a. **Name(s) of the related party and nature of relationship:** Company has not entered into any Material Related Party Transaction

b. **Nature of contracts/ arrangements/ transactions:** Not Applicable

c. **Duration of the contracts/ arrangements/ transactions:** Not Applicable.

d. **Salient terms of the contracts or arrangements or transactions including the value, if any:** Not Applicable

e. **Date(s) of approval by the Board, if any:** Not Applicable

f. **Amount paid as advances, if any:** Nil

On behalf of the Board

Place: Kolkata
Date: 12th August, 2024

Subhash Chand Sethi
Chairman

ANNEXURE – 3

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23 (Pursuant to Section135 of the Companies Act, 2013)

1. Brief outline on CSR Policy of the Company

At SPML, Corporate Social responsibility (CSR) has been the cornerstone of success right from its inception. We are committed to operate and grow in a socially responsible way. With safety, health and environment protection high on its corporate agenda, SPML is committed to conducting business with a strong environment conscience, so as to ensure sustainable development, safe work places and enrichment of the quality of life of its employees, clients and the community.

SPML respects human rights, value its employees, and invests in innovative technologies and solutions for sustainable water and energy solutions for economic growth of the country.

2. Composition of CSR Committee

The CSR Committee of the Company comprises of the following Directors:

Sr. No.	Name of the Director	Designation	Date of Appointment	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sushil Kumar Sethi	Non-Executive Director	07.07.2021	2	2
2	Mr. Prem Singh Rana	Independent Director	28.05.2014	2	2
2	Ms. Arundhuti Dhar	Independent Director	17.04.2023	2	2

3. Web links where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are

- The web link for the composition of CSR Committee: https://www.spml.co.in/Investors/BoardOfDirectors
- The web link for the CSR Policy: https://www.spml.co.in/Download/Policies/corporate-social-responsibility-policy.pdf

4. Provide the details of Impact assessment of CSR Projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. Details of amount available for set off in pursuance of sub rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if any: Not Applicable

6. Average Net Profit of the Company as per Section 135(5): ₹(5826.41)Lakh

7. a. Two percent of average net profit of the Company as per Section 135(5): Nil

b. Surplus arising out of the CSR projects or programmes or activities of the previous financial year: Nil

c. Amount required to be set off for the financial year: Nil

d. Total CSR obligation for the financial year (7a+7b7c): Nil

8. a. **CSR amount spent or unspent for the financial year:**

Total amount unspent for the financial year (Rs. In lakh)	Amount Unspent				
	Total amount transferred to unspent CSR Account as per Section 135(6)*		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
NIL	-	-	-	-	-

Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local area (Yes/No)	Location of the Project		Project Duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	amount transferred to unspent CSR Account as per Section 135(6)	Mode of Implementation- Direct (Yes/No)	Mode of Implementation- Direct (Yes/No)	
				State	District						Name	CSR Registration No.
-	-	-	-	-	-	-	-	-	-	-	-	-

c. **Details of CSR amount spent against other than ongoing projects for the financial year:**

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local area (Yes/No)	Location of the Project		Amount allocated for the project (in Rs.)	Mode of Implementation- Direct (Yes/No)	Mode of Implementation- Through Implementing agency	
				State	District			Name	CSR Registration No.
-	-	-	-	-	-	-	-	-	-

d. **Amount Spent in Administrative Overheads:** Nil

e. **Amount spent on Impact Assessment, if applicable:** N.A.

f. **Total amount spent for the Financial Year (8b+8c+8d+8e):** Nil

g. Excess amount for set off, if any

Sl. No.	Particular	Amount (in Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. a. **Details of Unspent CSR amount for the preceding three financial year:**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Lakh)
				Name of the Fund	Amount (in ₹)	Date of transfer	
-	-	-	-	-	-	-	-
	Total						

b. **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial years:**

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced.	Project Duration	Total Amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed / Ongoing.
-	-	-	-	-	-	-	-	-

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset Wise Details):** Nil

11. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):** N.A.

Sushil Kumar Sethi
Chairman - CSR Committee

Manoj Digga
CFO

ANNEXURE – 4

A. Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all employees of the Company for Financial Year 2023-24	693,013
The percentage increase in median remuneration of employees in the Financial Year	21%
The number of permanent employees on the rolls of Company as on 31st March, 2024	168

2. The percentage of increase in the remuneration of each Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the Financial year:

Name of Director	Remuneration for financial Year 2023-24	Remuneration for financial Year 2022-23	% increase in remuneration in the Financial Year 2023-24	Ratio of Remuneration to median remuneration of all employees
Independent Directors				
Mr. Prem Singh Rana[1]	-	-	-	-
Mr. Tirudaimarudhur Srivastan Sivashankar[1]	-	-	-	-
Mrs. Pavitra Joshi Singh[1]	-	-	-	-
Ms. Arundhuti Dhar[1*]	-	-	-	-
Non-Executive Directors				
Mr. Sushil Kumar Sethi[2]	-	-	-	-
Executive Directors/KMP				
Mr. Subhash Chand Sethi	93.54	93.54	-	-
Mr. Manoj Digga	92.28	92.30	-	-
Mrs. Swati Agarwal	10.03	11.27	-	-

[1] Except sitting fees there was no remuneration or commission was paid to Independent directors

[2] No sitting fees or remuneration or commission was paid to Non-Executive Directors

3. During the financial year 2023-24, 21% of the median remuneration has increased for the employees. The total remuneration of the KMPs for the financial year 2023-24 was ₹195.85 lakh as against ₹197.11 lakh in the previous year.

4. Remuneration is as per the remuneration policy of the Company.

B. Statement of Disclosure pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Names of top ten employees in terms of remuneration drawn during the Financial Year 2022-23**

Sl No	Name	Designation	Remuneration in lakhs	Qualification	Experience	Date of Commencement of Employment	Age	Last Employment
1	Abhinandan Sethi	Chief Operating Officer	103.99	BBA	12	01-12-2011	36	SPML Infra Ltd
2.	Manoj Digga	Chief Financial Officer	92.28	CA,CS & CMA	33	10-09-2020	54	Mc Nally Bharat Engineering Co. Ltd
3	Malay Kanti Chakraborti	Executive Vice President	60.00	DCE	34	02-06-1998	55	Batliboi Ltd
4	Sumit Bhattacharya	Chief Human Resources Officer	45.00	MBA	21	14-06-2021	49	Propello
5	Partha Roy	Vice President	40.00	LLB	19	08-11-2021	43	Srei Infrastructure Finance Ltd
6	Vikas Sharma	Associate Vice President	32.00	CA & CS	20	17-08-2021	47	Mc Nally Bharat Engineering Co. Ltd
7	Sujit Kumar Jhunjhunwala	Associate Vice President	31.04	CA	28	29-03-2017	57	Khetan Financial Services Pvt. Ltd.
8	Sujit Bhattacharya	Vice President	30.70	AMIE (Civil)	39	01-04-2021	59	Claim E Solutions
9	Visveshwaraiah O	Vice President	28.44	ME	36	04-07-1994	56	Trans India Lamps Ltd
10	Ganesan Srinivasan	Vice President	25.00	BE	20	01-05-2022	59	Rostfrei Steel Ltd.

Notes:

i. The nature of employment in all cases is contractual

ii. None of the employee held any equity shares in the Company as cited in Clause (iii) of Rule 5(2)

iii. Except Mr. Abhinandan Sethi, son of Mr. Subhash Chand Sethi, Chairman & Whole Time Director of the Company none of the employees mentioned above is a relative of any Director or Manager of the Company

2. **None of the employees employed throughout the financial year 2023-24, was in receipt of aggregate remuneration not less than Rupees One Crore and Two Lakh.**

3. **None of the employee, who was employed for a part of the financial year 2023-24 and was in receipt of aggregate remuneration at not less than Rupees Eight lakh and Fifty Thousand per month.**

On behalf of the Board

Subhash Chand Sethi
Chairman

Place: Delhi
Date: 12th August, 2024

ANNEXURE – 5

Additional information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rule, 2014.

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy

In Infrastructure industry, most of the equipment are powered by either electrical motor or by fuel oil powered engines. Since most of the work is carried out in remote locations and is subjected to harsh environmental conditions, the rate of depreciation and abnormal wear and tear is very high. The scope of energy efficiency in our industry will be energy conservation through well-planned actions such as quality preventive maintenance, machinery upgradation, modernization and introduction of sophisticated control system.

The Company is using modern fuel efficient machinery, wherever possible, which consumes less time to do a work thereby reducing i) Electric energy & ii) Fuel Oil consumption. The Company has formalized strategies to reduce idle running of machinery, thereby reducing wastage of energy and Fuel Oil consumption.

The company has been able to reduce electrical energy and fuel oil consumption. Though it is not possible to quantify the impact, the measures are expected to result in considerable savings.

b) Steps taken by the Company for utilizing alternate sources of energy

The Company is evaluating for the introduction of alternate source of energy.

c) Capital investment on energy conservation equipment

The Management of the Company continuously upgrades and/or replaces old machinery with new fuel efficient machinery as and when required.

B. Technology Absorption

i) The Company has adapted state of the art technology, available in the Industry of operation of the Company to derive cost and efficiency benefits.

ii) Expenditure incurred on Research & Development (R & D)- NIL

C. During the financial year 2023-24 Company has not earned in Foreign Exchange nor incurred any expenses in Foreign Exchange

On behalf of the Board

Place: Kolkata
Date: 12th August, 2024

Subhash Chand Sethi
Chairman

ANNEXURE – 6

Business Responsibility & Sustainability Report

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I. Section A: General disclosure

1	**Corporate Identity Number (CIN) of the Listed Entity**	L40106DL1981PLC012228
2	**Name of the Listed Entity**	SPML Infra Ltd
3	**Year of incorporation**	27th August, 1981
4	**Registered office address**	F-27/2, Okhla Industrial Area, Phase-II, New Delhi-110020
5	**Corporate address**	22, Camac Street, Block-A, 3rd Floor, Kolkata-700016
6	**Email**	info@spml.co.in
	Businesses should respect the interests of and be responsive to all its stakeholders	37
7	**Telephone**	033-40091200
8	**Website**	www.spml.co.in
	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	53
9	**Financial year for which reporting is being done**	2023-24
10	**Name of the Stock Exchange(s) where shares are listed**	National Stock Exchange and BSE Ltd
11	**Paid-up Capital**	Rs 979,55,852
12	**Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**	Name: Mrs. Swati Agarwal Telephone: 033-40091200 Email: cs@spml.co.in
13	**Reporting boundary**	The disclosures under this report are made on a Standalone basis.
14	**Name of assurance provider**	N.A.
15	**Type of assurance obtained**	N.A.

II. Products / services

16 Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Engineering, Procurement, and Construction (EPC) and Operation and Maintenance (O&M)	EPC of water transmission and distribution including treatment, lift irrigation, wastewater reuse and recycling, industrial effluent treatment, sewage treatment, sludge and resource recovery, power substation and rural transmission system	100%
15	**Type of assurance obtained**	N.A.	

17 Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/service	NIC Code	% of total Turnover contributed
1	Water collection, treatment, and supply	3600	100%
2	Sewerage	3700	
3	Construction of utility projects	4220	

III. Operations

18 Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	12	12
International	0	0	0

19. Market served by the entity:

a. Number of locations:

Locations	Number
National (No. of States and UTs)	12
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Considering our business model, we do not generate any turnover from exports.

c. A brief on types of customers

In the field of infrastructure development, SPML Infra Limited has established itself as a leading partner for comprehensive project solutions. The company specializes in providing end-to-end services, including design, engineering, procurement, construction, commissioning, and maintenance across various infrastructure sectors, such as water supply, sewerage, power transmission, and urban development.

SPML Infra Limited primarily serves government departments and public utilities, delivering large-scale infrastructure projects that significantly enhance public amenities and services.

The clientele of SPML Infra Limited reflects its capability to execute complex infrastructure projects, catering to the essential needs of both urban and rural communities. By collaborating with these key customers, SPML contributes to the sustainable development and enhancement of public utilities, ensuring a better quality of life for the communities it serves.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
			Employees			
1.	Permanent (D)	243	231	95.06%	12	4.94%
2.	Other than permanent (E)	-	-	-	-	-
3.	Total employees (D+E)	243	231	95.06%	12	4.94%
			Workers			
4	Permanent (F)	-	-	-	-	-
5	Other than permanent (G)	91	86	94.50%	5	5.50%
6	**Total workers (F+G)***	**91**	**86**	**94.50%**	**5**	**5.50%**

*Total number of employees and workers reported comprise of our workforce across all offices and project sites.

As an EPC firm, we face gender imbalance on project sites due to the nature of our operations, but we maintain strong female representation in office roles.

b. Differently abled Employees and workers:

S. No.	Particulars	Total	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
			Differently abled employees			
1.	Permanent (D)	0	0	0	0	0
2.	Other than permanent (E)	0	0	0	0	0
3.	**Total employees (D+E)**	**0**	**0**	**0**	**0**	**0**
			Differently abled workers			
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6	**Total workers (F+G)***	**0**	**0**	**0**	**0**	**0**

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	Male	
		No. (B)	% (B/A)
Board of Directors	6	2	33.33%
Key Management Personnel	3	1	33.00%

22. Turnover rate for permanent employees and workers

Particulars	FY2023-24 (Turnover rate in current FY)			FY2022-23 (Turnover rate in current FY)			FY2021-22 (Turnover rate in current FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employee	27.05%	25.00%	26.96%	36.84%	9.76%	35.80%	17.74%	2.69%	20.43%
Permanent workers	5.45%	0%	5.39%	84.60%	100%	86.40%	5.45%	0%	5.39%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Allahabad waste processing co. Ltd.	Subsidiary	99.03%	No
1.	Permanent (D)	243	4.94%	
2	Madurai Municipal Waste Processing co. Pvt. Ltd	Subsidiary	99.99%	No
3	Mathura Nagar Waste Processing Co. Ltd	Subsidiary	98.91%	No
4	SPML Infrastructure Ltd.	Subsidiary	99.99%	No
5	SPML Utilities Ltd.	Subsidiary	100%	No
6	Sanmati Infra developers (P) Ltd.	Subsidiary	74.95%	No
7	Bhagalpur Electricity Distribution Co. Pvt. Ltd.	Subsidiary	99.99%	No
8	Pondicherry Special Economic Zone Company Limited	Subsidiary	74.95%	No
9	Binwa Power Company Pvt. Ltd	Associate	49.27%	No
10	SPMLIL- Amrutha Construction Pvt. Ltd	Associate	50%	No
11	SPML Bhiwandi Water Supply Infra Ltd.	Associate	44.94%	No
12	SPML Bhiwandi water Supply Management Ltd.	Associate	50%	No
13	Bhilwara Jaipur Toll Road Private Limited	Associate	51%	No
14	SPML Energy Ltd.	Associate	48.02%	No
15	MVV Water utility Private Limited	Joint venture	48.08%	No
16	Gurha Thermal Power Co. Ltd	Joint venture	50%	No
17	Aurangabad City Water Utility Co. Limited	Joint venture	40.01%	No
18	Hydro-comp Enterprises (India) Ltd.	Joint venture	50%	No
19	Malviya Ngar Water services Private Limited	Joint venture	26%	No

VI. CSR details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: No

(ii) Turnover: ₹1,31,838.40 Lakh as on 31.03.2024

(iii) Net worth: ₹50,889.03 Lakh as on 31.03.2024

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redressal policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, a grievance redressal mechanism is in place. Grievances can be directed to project managers in person.	0	0	-	0	0	-
Investor (other than shareholders)	Yes, a grievance redressal mechanism is in place. Grievances can be registered via the email ID available on their webpage.	0	0	-	0	0	-
Shareholders	Yes	0	0	-	0	0	-
Employees and workers	Yes, this mechanism is outlined in internal HR manual. Employees can raise issues or complaints in HRMS portal named Darwin box	0	0	-	0	0	-
Customers	Yes, a grievance redressal mechanism is in place. Grievances can be directed to concerned project managers in person or via mail.	0	0	-	0	0	-
Value chain partners	Yes, a grievance redressal mechanism is in place. Grievances can be directed to concerned departments via mail.	0	0	-	0	0	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water management	Opportunity	We recognize the immense opportunity in comprehensive water management, leveraging our expertise in water transmission and distribution including treatment, lift irrigation, wastewater reuse and recycling, industrial effluent treatment, sewage treatment, sludge and resource recovery, to address the growing global water crisis, enhance sustainability, and create value for our clients and communities while contributing to environmental conservation efforts.		
2	Resource efficiency and waste management	Risk	Efficient use of resources and waste management is crucial for reducing operational costs and environmental impact.	We have developed a comprehensive waste management manual that outlines procedures for waste identification, segregation, and disposal through authorized vendors. Moving forward, we plan to strengthen our waste monitoring practices and implement recycling and waste reduction strategies.	Positive financial implication - Cost savings from reduced material usage, lower waste disposal fees, and enhanced reputation due to compliance with current and forthcoming waste legislations.
3	Health and safety	Opportunity	We enforce strict health and safety protocols, conduct regular training sessions, and continuously monitor safety performance.		Positive financial implication - Reduced costs from fewer accidents and related insurance claims, and enhanced employee morale and retention.
4	People and team	Opportunity	We are committed to fostering a work environment that promotes employee growth and satisfaction. Recognizing the vital role, a diverse workforce plays in meeting our organizational goals, we actively seek to onboard female candidates whenever possible, based on role requirements, to foster a more inclusive workplace.		Positive financial implication – Increased productivity, Lower absenteeism, Employer of choice,

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Training, education, and development	Opportunity	By nurturing a culture of ongoing professional development, we ensure that our team remains adaptable, proficient, and ready to tackle the evolving challenges of the water treatment industry. This approach not only benefits our employees but also translates into superior service delivery and value creation for our clients and stakeholders.		Positive financial implication – Provide competitive edge, Improved quality of work, Attract and retain talent
6	Corporate Governance and Business Ethics	Opportunity	We acknowledge that maintaining the highest ethical standards and strong compliance practices is crucial for building trust with investors and other stakeholders. Effective corporate governance promotes transparency and accountability, enhancing our brand image, attracting long-term investment, and bolstering our market position. Our Code of Business Ethics and Conduct Policy and Whistle Blower Policy covers all employees and workers.		Positive financial implication – Improved brand perception among clients, less monetary and non-monetary fines/ penalties
7	Innovation and digitalization	Opportunity	By integrating cutting-edge technologies and innovative methodologies, we aim to streamline our operations, increase efficiency, reduce project timelines, and deliver superior value to our clients and stakeholders.		Positive financial implication – Increased productivity, reduced operational costs, expedite project execution and optimized decision-making process

Section B: Management and process disclosures

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management process										
1.	a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y

	c. Web Link of the Policies, if available	https://www.spml.co.in/company-investor-policies 1. Policy on Determination of Materiality of Events or Information 2. Terms and Conditions of Appointment of Independent Director 3. Code of Conduct to Regulate, Monitor and Report Trading by Insiders 4. Code of Practices and Procedures for fair Disclosure of UPSI 5. Corporate Social Responsibility Policy 6. Familiarization Program for Independent Directors 7. Policy on Board Diversity 8. Policy on Determining Material Subsidiary 9. Policy on Related Party Transactions 10. Risk Management Policy 11. Code of Conduct 12. Whistle Blower Policy 13. SPML code of business conduct and ethics] While the 9 principles are covered in the above-mentioned policies, however we are in the process of developing an umbrella BRSR policy that will encompass all aspects of the NGRBC guidelines and SEBI-BRSR requirements under a single framework.								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4.	Name of the national and international codes / certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SPML Infra Ltd. is committed to providing innovative and sustainable water technology solutions to our clients. To guarantee project completion at the highest quality standards, we have implemented a comprehensive Integrated Management System that adheres to the international ISO 9001:2015 standard. Furthermore, our Health, Safety, and Environment (HSE) System is robustly designed to meet international benchmarks, including: • ISO 14001:2015 for Environmental Management • ISO 45001:2018 for Occupational Health and Safety Management These well-established procedures and systems work in concert to ensure exceptional client satisfaction. The result is the delivery of state-of-the-art water treatment solutions that not only meet but exceed industry standards. Our commitment to these rigorous management systems underscores our focus on quality, environmental responsibility, and workplace safety throughout our operations. This integrated approach allows us to consistently provide innovative and reliable solutions while maintaining the highest levels of performance and client trust.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	We are in the process of establishing specific commitments and targets concerning environmental and social parameters, demonstrating our dedication to sustainable practices and for measuring our progress in such areas.								
6.	Performance of the entity against the Specific commitments, goals and targets along-with reasons in case the same are not met.	Performance of each of the principle will be reviewed periodically by the Board/ Committee going forward.								
Governance, leadership and oversight										

7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	Dear Stakeholders, As we navigate the dynamic landscape of the Indian infrastructure industry, I am filled with optimism and pride in the progress we have made together. The government's ambitious targets for modernizing transportation networks, expanding renewable energy capacity, building robust water supply network, and enhancing urban infrastructure present significant opportunities for our industry. Major initiatives such as the National Infrastructure Pipeline, PM Gati Shakti, the Jal Jeevan Mission, and the Smart Cities Mission are catalysing investments across sectors and setting the stage for unprecedented opportunities in the Engineering, Procurement, and Construction (EPC) sector. These initiatives are not just blueprints for progress but are also significant drivers for employment, regional connectivity, and socio-economic transformation. Along with these opportunities, we also face significant challenges. The complexity of regulatory frameworks, fluctuating raw material costs, land acquisition delays and the need for technological advancements demand resilience and innovation. Additionally, the need for sustainable and environment friendly practices has never been more pressing, as we witness the impact of climate change and resource depletion. Despite these hurdles, our commitment to operational excellence and sustainable growth has enabled us to deliver exceptional results. We have integrated sustainability into the core of our business, ensuring that each project we undertake is evaluated through the lens of environmental impact and social welfare. India's commitment to achieving net-zero emissions by 2070 underscores the critical role that sustainable infrastructure will play in our nation's future. As an EPC company, we are poised to contribute significantly to this goal by implementing green technologies and sustainable practices in our projects. By focusing on renewable energy sources and eco-friendly construction methods, we aim to reduce our carbon footprint and support the country's transition to a low-carbon economy. In the social realm, we believe that our success is deeply connected to the well-being of our employees and the communities we serve. To ensure a safe working environment, we have established rigorous health and safety protocols. Our employees and workers benefit from comprehensive medical coverage, such as Group Mediclaim Policy and ESI, and we have invested in skill development programs to support their professional growth. We are dedicated to creating a positive societal impact for millions of people through our projects. By undertaking activities such as developing wastewater treatment plants, sewerage network and providing access to clean drinking water, we are improving public health and enhancing the quality of life for communities across India. These projects not only address basic human needs but also foster long-term social and economic development. We have been actively engaged with local communities, supporting initiatives in education, healthcare, women empowerment and supporting orphanage network. As we look ahead, we remain steadfast in our mission to build resilient and sustainable infrastructure. We will continue to leverage our expertise, embrace new technologies, and uphold the highest standards of environmental, social and governance. I am positive about our efforts and together, we can mitigate the challenges and optimise the opportunities that lie ahead, driving growth and creating value for our stakeholders. Let us continue to push the boundaries, exceed expectations, and redefine what is possible. Thank you for being an integral part of our journey. **Subhash Chand Sethi** Chairman SPML Infra Ltd.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Subhash Chand Sethi, Chairman

9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details.	To reinforce our commitment to environmental stewardship and social transformation, we are considering an expansion of our Board-level CSR Committee's responsibilities to include comprehensive sustainability oversight, underscoring our dedication to environmental stewardship and social progress. The committee will be responsible for monitoring progress and assessing the environmental and social impacts of our activities. By bringing together experts from various departments, the CSR Committee will ensure that we adhere to best practices in environmental stewardship and social responsibility. The committee will regularly review and report on key sustainability metrics, identify areas for improvement, and implement strategies to minimize our ecological footprint and enhance community well-being. Through this initiative, we aim to foster a culture of continuous improvement and accountability, ensuring that our operations contribute positively to both the environment and society.

10. Details of Review of NGRBCs by the Company:

Subject for Review	**Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee**									**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Y The performance against company policies is reviewed on a periodic basis by our internal committee.									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	We are compliant with all applicable regulations.									Periodic basis as per the statutory requirements								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	N	N	N	N	N	N	N	N	N

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)	As disclosure under SEBI-BRSR is a voluntary exercise for the organization, we have not currently conducted any external evaluation. However, our internal committee reviews company policies periodically. Also we have appointed an external consultant to assist us in improving the quality and adequacy of our ESG policies, systems and data.								

Section C: Principle Wise performance disclosure

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	-	-	-
Key Managerial Personnel	6	ESG training covering NGRBC principles, including awareness of human rights aspects, skill development and technical competency development, employee management, safety drills and Company's other material aspects	100%
Employees other than BoD and KMPs	16	ESG training covering NGRBC principles, including awareness of human rights aspects, skill development and technical competency development, employee management safety drills and Company's other material aspects	78%
Workers	5	ESG training covering NGRBC principles, including awareness of human rights aspects, skill development and technical competency development, employee management safety drills and Company's other material aspects	90%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

Monetary					
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In INR)**	**Brief of the Case**	**Has an appeal Been preferred? (Yes/No)**
Penalty/ Fine			Nil	Not applicable	Not applicable
Settlement			Nil	Not applicable	Not applicable
Compounding			Nil	Not applicable	Not applicable

Non-monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal Been preferred? (Yes/No)
Imprisonment	Nil	Not applicable	Not applicable	Not applicable
Punishment	Nil	Not applicable	Not applicable	

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

   Not applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   We prioritize the management of risks associated with ethical behaviour, covering areas like fraud, corruption, bribery, and fiduciary duties. Our business practices are aligned with the Code of Business Ethics & Conduct Policy. The pillars of our governance framework are transparency, accountability, and ethical principles. Our Whistle Blower Policy offers a framework for employees, including Directors, to disclose any instances of unethical conduct.

   Link: https://www.spml.co.in/Download/Policies/spml-code-of-conduct.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

   No Directors/KMPs/employees/workers were involved in bribery/corruption both in FY 2023-24 and FY 2022-23. On above grounds, no action was taken by any law enforcement agency.

	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. **Details of complaints with regard to conflict of interest:**

   No complaints related to conflicts of interest were reported against Directors or Key Management Personnels (KMPs) during the fiscal year 2023-24 and FY 2022-23.

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not applicable

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	154	200

Note: The above accounts payable figure includes retention money which will be settled as and when it becomes due.

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	a. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	61%	15%
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments (Investments in related parties / Total Investments made)	0	0

Leadership indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Amount (In INR)	Brief of the Case	Has an appeal Been preferred? (Yes/No)

The company engages in EPC projects with Central and State Governments, and therefore it is understood that the Government ensures application of SEBI-BRSR principles in all their projects and overall operations. Moreover, we source our materials mostly from large and reputed suppliers who demonstrate responsibilities towards adherence of the SEBI-BRSR principles. However, going forward we plan to conduct training sessions and workshops for small contractors and suppliers to make them aware of the BRSR requirements and encourage its implementation in their own operations.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes. Our Code of Business Conduct and Ethics Policy establishes protocols for directors and senior management in their interactions with suppliers and customers, ensuring the Company's interests remain protected. We are committed to maintaining the utmost standards of ethical, moral, and legal integrity throughout our business operations.

To safeguard these principles, we have implemented a comprehensive framework governing the acceptance of gifts, donations, hospitality, and entertainment that exceed customary levels. This policy applies to offerings from current or prospective suppliers, customers, and other third parties engaged in business with our company. The purpose of this framework is to prevent any potential breaches of discipline and to maintain the highest level of professional conduct.

We have also developed several policies outlining the guidelines to be adhered to, namely –

- Policy on Determination of Materiality of Events or Information
- Code of Conduct to Regulate, Monitor and Report Trading by Insiders
- Code of Practices and Procedures for fair Disclosure of UPSI
- Policy on Related Party Transactions
- Whistle Blower Policy

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

Essential indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	-	-	We have digitalized our operations and documentation management process by implementing HRMS software (DarwinBox) and DMS (Wrench). Through these initiatives we not only ensure operational efficiency but also accountability towards our environmental responsibility of energy conservation, emission reduction and waste management.
Capex	100%	100%	SPML 's nature of business has a direct positive impact on pollution abatements and employment generation. The investments / capital expenditures made are therefore contributing to improvement in environmental and social impacts

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   No, the company procures materials and executes work exclusively with those suppliers and contractors who are empanelled by the Central or State Government organizations. The credentials of these contractors and suppliers are thoroughly vetted by the government before they are empanelled, which also includes basis checks on their environmental and social responsibilities.

   b. **If yes, what percentage of inputs were sourced sustainably?**

   Not applicable

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   We do not reclaim products for reuse, recycling, or disposal at the end of their life cycle. However, we are currently working on integrating operational controls to identify, segregate, and manage hazardous and non-hazardous waste to ensure better improvement in the process.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Extended Producer Responsibility (EPR) is not applicable to our company, as our primary business activities are EPC and O&M. We are a service-based company and do not manufacture any consumer products.

Leadership indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

   Since the company is in the EPC business it is not much relevant, hence not undertaken.

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No) If yes, provide the web-link.
	Not undertaken				

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
Not applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production.**

Indicate input material	Recycled or reused input material to total material	
	FY 2023-24	FY 2022-23
Not applicable		

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2023-24 (MT)			FY 2022-23 (MT)		
	Reused	Recycled	Safely disposed	Reused	Recycled	Safely disposed
Plastic waste	-	-	-	-	-	-
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste (Recycled jute waste)	-	-	-	-	-	-

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not applicable	

Principle 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential indicators

1. **a. Details of measures for the well-being of employees:**

Category	Total A	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. B	% (B/A)	No. C	% (C/A)	No. D	% (D/A)	No. E	% (E/A)	No. F	% (F/A)
Permanent employees											
Male	231	231	100	231	100	NA	NA	231	100	NA	NA
Female	12	12	100	12	100	12	100	NA	NA	NA	NA
Total	**243**	**243**	**100**	**243**	**100**	**243**	**100**	**243**	**100**	**NA**	**NA**
Other than permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

b. Details of measures for the well-being of workers:

Category	Total A	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. B	% (B/A)	No. C	% (C/A)	No. D	% (D/A)	No. E	% (E/A)	No. F	% (F/A)
Permanent workers											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Other than permanent workers											
Male	86	86	100	86	100	NA	NA	86	100	NA	NA
Female	5	0	0	0	0	5	100	NA	NA	NA	NA
Total	**91**	**86**	**94.50**	**86**	**100**	**91**	**100**	**91**	**100**	**NA**	**NA**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.03%	0.03%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	58.43%	100%	Y	55.10%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	2.88%	100%	Y	4.95%	100%	Y
Others	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Most of our office premises have adequate facilities to ensure easy accessibility for employees and workers with disabilities. However, few of the offices have limited facilities due to the locational constraint.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Our internal Human Resources Policy Manual is built on the principle of equal opportunity for all qualified individuals. We maintain a non-discriminatory stance in all aspects of employment, regardless of an individual's race, colour, religion, sex, age, or disability.

This commitment to equality extends across all facets of employment, including but not limited to recruitment, job placement, career advancement, professional development, transfers, retention, compensation, and other work-related conditions. Our decisions regarding hiring and promotions are grounded in merit-based assessments and our dedication to fostering an equitable work environment. Salary of our employees is dependent on their education, expertise, experience, and performance.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
	Return to work rate	**Retention rate**	**Return to work rate**	**Retention rate**
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent employees	Yes. Our internal Human Resources Policy Manual outlines a comprehensive grievance redressal mechanism for employees, overseen by the Corporate HR team in collaboration with the Chief Operating Officer (COO). This process applies to all employment-related concerns, excluding salary and compensation matters. Employees can submit their complaints through our HRMS software named DarwinBox. They are encouraged to first address concerns informally with their immediate superior or manager, aiming for a fair and mutually agreeable solution. A formal procedure is employed only after attempts at informal discussion have been unsuccessful in resolving the issue satisfactorily and comprises of three stages. Stage 1: If the informal approach is unsuccessful, employees may submit a formal email to their Project Manager or Functional Head, detailing the issue and prior attempts at resolution. The Project Manager or Functional Head investigates and consults with the employee within three working days of receiving the formal complaint. A proposed solution is documented within two days of this meeting. Stage 2: If dissatisfied with the Project Manager's resolution, the employee can escalate the matter to the Functional Head within five working days. Stage 3: Unresolved issues may be further escalated to the Head of Corporate HR & CS, who may conduct an independent investigation. A final resolution will be provided within ten working days of this meeting. The decision reached at this final stage is considered conclusive, with no further right of appeal within the company. This structured process ensures fair and timely resolution of employee grievances while maintaining clear lines of communication and accountability. There is also a dedicated email address – [hr.kol@spml.co.in] where ex-employees can submit their concerns for matters pertaining to final settlement and other grievances as well. In order to make any specific statutory grievance, a separate mail id has also been created [helpdesk.pfesi@spml.co.in] to address all the issues or queries related to statutory benefits.
Permanent workers	-
Other than permanent employees	-

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	**No. of employees / workers in respective category, who are part of association(s) or Union (B)**	**% (B/A)**	**Total employees / workers in respective category (C)**	**No. of employees / workers in respective category, who are part of association(s) or Union (D)**	**% (D/C)**
Total permanent employees	**No**					
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

Total permanent workers	**No**					
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

The company has various platforms and mechanisms from where the employees and workers can address their grievances and issues and the same has been properly documented, informed and resolved.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total A	On health & safety measures		On skill upgradation		Total D	On skill upgradation		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	231	231	100%	185	80%	331	331	100%	250	76%
Female	12	12	100%	5	42%	12	12	100%	7	58%
Total	**243**	**243**	**100%**	**190**	**78%**	**343**	**343**	**100%**	**257**	**75%**
Workers										
Male	86	86	100%	78	91%	208	208	100%	183	88%
Female	5	5	100%	4	80%	0	0	NA	0	NA
Total	**91**	**91**	**100%**	**82**	**90%**	**208**	**208**	**100%**	**183**	**88%**

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	231	146	63%	331	102	31%
Female	12	6	50%	12	6	50%
Total	**243**	**152**	**63%**	**343**	**108**	**32%**
Workers						
Male	86	15	16%	208	35	17%
Female	5	0	0%	0	0	0%
Total	**91**	**15**	**16%**	**208**	**35**	**17%**

10. Health & safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. SPML Infra Ltd. has been awarded the Occupational Health and Safety Certification: ISO 45001:2018 by the Quality Research Organization (QRO) for varied scope of activities including project management, design engineering, procurement, construction, commissioning and operations and maintenance.

We place high priority on maintaining a healthy and secure work environment. Our Environment Health and Safety manual outlines a robust framework to continuously address new risks and hazards in the workplace and developing mitigation plan for such risks to safeguard the well-being of our people. SPML pledges to maintain good and safe physical working conditions and to minimize any potential negative impacts its activities may have on the environment. The Company recognizes that a commitment to sustainable development is an essential aspect of responsible corporate behaviour and should be given utmost importance. Consequently, the Company is devoted to implementing best practices concerning environmental issues stemming from its business operations and anticipates that every employee will actively uphold this commitment.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The site in charge along with the members of safety committee and safety officer regularly inspects the working area to observe the physical conditions of work, work practices and procedures followed by the workers and render advise to concerned department on measures to be adopted for removing the physical conditions and preventing unsafe actions by workers. The safety officer conduct monthly departmental safety meeting in co-ordination with Site In-charge and submit minutes of the meeting to all concerned persons.

Additionally, we evaluate both regular and irregular activities, examine previous incidents, and anticipate potential emergency situations. Annual inspections are also carried out at operational sites to assess the performance of tools and machinery, among other aspects.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. We have put in place a system for near miss reporting and incident reporting pertaining to health and safety at workplace. We analyse all cases reported to formulate corrective action plans.

d. Do the employees have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. Our employees and workers are provided coverage of Group Mediclaim Policy and ESI. Additionally, the Employees' Deposit Linked Insurance (EDLI) provides insurance coverage for deceased workers' family members through the Employees' Provident Fund Organization (EPFO).

11. Details of safety related incidents, in the following format (Including the contract workforce)

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Our Company places a high priority on maintaining a healthy and safe work environment, ensuring compliance with all safety regulations across all our operations. We are dedicated towards providing safe working conditions and mitigating any potential hazards associated with our activities. We have internal SOP's which are followed to regularly review both our routine and non-routine tasks, analyses previous incidents if any, and evaluate potential emergency situations to enhance our existing safety systems at workplace on a continuous basis.

Additionally, all our offices and operational sites are equipped with fire extinguishers, emergency exits and provisions of first aid.

13. Number of Complaints on the following made by employees and workers

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health and safety	0	0	-	0	0	-

14. Assessment of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Working Conditions	100%
Health and safety	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

Leadership indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes. All employees and workers are provided insurance coverage.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

We ensure that the necessary statutory dues of our value chain partners are verified through external agencies before proceeding with any payments to suppliers and contractors.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

Yes. SPML Infra Ltd. provides post-retirement support to its former employees and workers, aiming to boost their continued employability. This initiative includes offering advisory positions to retirees, leveraging their expertise and experience within the company.

5. Details on assessment of value chain partners:

The company conducts business exclusively with suppliers and contractors who are empanelled by Central and State Government agencies. These agencies ensure that all necessary precautions are taken before these vendors are approved for any project.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Not applicable
Working conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders.

Essential indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Our company employs a comprehensive stakeholder identification strategy that considers multiple factors like dependency, spontaneity, responsibility, vulnerability, and influence. This holistic approach allows us to recognize key stakeholder groups that have both direct and indirect impacts on our business operations.

The process is designed to be inclusive, encompassing a wide range of external stakeholders such as:

- Investors and shareholders
- Customers
- Regulatory bodies
- Suppliers
- Local communities
- Employees and workers

Furthermore, we acknowledge the significance of internal stakeholders, particularly our senior leadership, recognizing that they too are significantly affected by and integral to the company's operations. This nuanced approach ensures that we consider all entities that can influence or are influenced by our business activities, allowing for more effective stakeholder engagement and management.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and workers	No	Email, Internet, Physical / Virtual meeting	Daily	• Learning and development • Career growth opportunities • Rewards and recognition • Facilities and well-being • Health and safety • Respecting human rights
Customers	No	Email, Official Letter, Physical / Virtual meeting	Need basis	Service offerings
Suppliers	No	Email, Official Letter, Physical / Virtual meeting	Need basis	• Regulatory requirements • Supplier code of conduct • Issue mitigation
Local communities	Yes	Physical meeting	Need basis	• Livelihood impact • Issue mitigation

Investors and shareholders	No	Email, Official Letter, Physical / Virtual meeting, Conference call, AGM	Quarterly	• Profitability and dividend yield • New investments • Project permissions
Regulatory bodies	No	Email, Website, Official letter	Need basis	• Compliance with environmental, social and economic standards • Regulatory disclosures

Leadership indicators

1. **Provide the process for consultation between stakeholders and the Board on environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The company's CSR Committee is responsible for addressing stakeholder's needs and issues and receiving their feedback on all pertinent business matters. The Committee ensures that the feedback of the stakeholders on the social and environmental matters is taken into regard while making key business decisions and strategies.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   No

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   Not applicable

PRINCIPLE 5 Businesses should respect and promote human rights.

Essential indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	243	0	0%	343	0	0%
Other than permanent	-	-	-	-		-
Total employees	**243**	**0**	**0%**	**343**	**0**	**0%**
Workers						
Permanent	-	-	-	-		-
Other than permanent	91	0	0	208	0	0
Total workers	**91**	**0**	**0%**	**208**	**0**	**0%**

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (C)	No. of employees/ workers covered (D)		% (D/C)	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	243	0	0%	243	100%	343	0	0%	343	100%
Male	231	0	0%	231	100%	331	0	0%	331	100%
Female	12	0	0%	12	100%	12	0	0%	12	100%
Other than permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Other than permanent	91	0	0%	91	100%	208	0	0%	208	100%
Male	86	0	0%	86	100%	208	0	0%	208	100%
Female	5	0	0%	5	100%	0	0	0%	0	0%

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration / salary/ wages of respective category	Number	Median remuneration / salary/ wages of respective category
Board of Directors*	6	96,00,000	0	0
Key managerial personnel	3	95,00,000	1	10,50,000
Employees other than BoD and KMP	233	5,59,800	328	5,36,306
Workers	91	1,59,996	208	1,45,308

*Only remuneration to executive director has been considered. Sitting fees paid to independent director has not been considered

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wage	4%	3%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Human Resource Department Head is responsible for the same who will be supervised by the Chief Operating Officer (COO).

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Our Whistle Blower Policy lays down the foundation for identifying and reporting any unlawful act. We have established an open platform for employees and workers to express their concerns and complaints in a responsible and effective manner. Employees and workers are encouraged to report any unethical behaviour, including violations of human rights, directly to the Company Secretary via email without any reservations or fear of retaliation. The Whistle Blower Committee comprising of the President – HR & CS, Head – Finance and respective Department Heads investigate the reported incident and provides a comprehensive written report to the Ombudsman (Company Secretary) within fifteen days from the date the concern was reported.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-24			FY 2022-23		
	Filled during the year	Pending resolution at the end of year	Remarks	Filled during the year	Pending resolution at the end of year	Remarks
Sexual harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child labour	0	0	-	0	0	-
Forced labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Our company is deeply dedicated to creating and maintaining an inclusive workplace culture. To achieve this, we have established a comprehensive Code of Business Conduct and Ethics Policy. This policy outlines clear guidelines for fostering a work environment that embraces diversity and eliminates discrimination based on any protected characteristic, including but not limited to race, colour, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status etc. To support this commitment, we have also implemented a robust grievance mechanism, designed to efficiently collect, organize, and address any reported instances of discrimination or harassment.

All POSH cases are addressed by the Internal Complaints Committee (ICC) while statute related social security concerns are handled by HR department. The Chief Human Resources Officer (CHRO) maintains vigilant supervision over both statutory and non-statutory matters, ensuring a cohesive and thorough approach to employee welfare and compliance.

Additionally, we conduct internal training sessions to educate our employees and workers about these policies. These sessions aim to raise awareness about the importance of maintaining a respectful and inclusive work environment, ensuring that all members of our organization understand and uphold our commitment to equality and diversity.

The company also has a mechanism to report the compliance related to POSH and submit the same on time as per the statutory requirements.

9. Do human rights requirements form part of your business agreements and contracts?

Yes

10. Assessment of the Year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – Please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable

Leadership indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

As human rights complaint was not reported in FY 2023-24, hence not applicable.

2. Details of the scope and coverage of any Human rights due diligence conducted.

We conduct human rights due diligence through internal process by our HR department.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Most of our office premises have adequate facilities to ensure easy accessibility for visitors with disabilities. However, few of the offices have limited facilities due to the locational constraint.

4. Details on assessment of value chain partners:

	% of plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Value Chain partners are encouraged to adhere to the Company's policies, as applicable.
Forced labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – Please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

PRINCIPLE 5 Businesses should respect and promote human rights.

Leadership indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24	FY 2022-23
From renewable sources (GJ)		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources* (GJ)		
Total electricity consumption (D)	94,214.53	-
Total fuel consumption (E)	13,704.29	-
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**1,07,918.82**	**-**
Total energy consumed (A+B+C+D+E+F)	**107918.82**	**-**
Energy intensity per rupee of turnover (Total energy consumed in GJ / Revenue from operations in INR lakhs)	**0.818**	**-**
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP	**18.728**	**-**
Energy intensity in terms of physical output (Total production in MT)	**N.A.**	**-**

(*Note: Starting next year, we will focus on improving data monitoring. For energy parameters, we have included data from the following sites: Corporate Office, Sauni-3, JUSNL-6A, JUSNL-7A, Tripura, Newtown, Fatehpur PKG-6 O&M, and Preet Vihar O&M.)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

SPLML Infra Ltd. is not notified as one of the 13 sectors identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

The PAT Scheme is a market-based mechanism to enhance energy efficiency in energy-intensive industries. As we are not included in the list of designated consumers, the company is not directly subject to the energy efficiency targets and trading framework established under this scheme.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in Kilolitres)*		
(I) Surface water	-	
(II) Ground water	6,333.67	-

(III) Third party water		
(IV) Seawater / desalinated water	682.9	
(V) Others	-	
Total volume of water withdrawal (in kilolitres)	7,016.57	
Total volume of water consumption (in kilolitres)	7,016.57	
Water intensity per rupee of turnover (Total water consumption / Revenue from operations in INR lakhs)	**0.05**	
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	**1.218**	
Water intensity in terms of physical output	**-**	
Water intensity (optional) – the relevant metric may be selected by the entity	**-**	

(*Note: For water parameters, we have included data from the following sites: Corporate office, Sauni-3, JUSNL-6A, JUSNL-7A, Tripura, Newtown, Fatehpur PKG-6 O&M, and Preet Vihar O&M.)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

4. Provide the following details related to water discharged: (Applicable)

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(I) To Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(II) To Ground water		
- No treatment		
- With treatment – please specify level of treatment		
(III) To Sea water		
- No treatment		
- With treatment – please specify level of treatment		
(IV) Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment		
(V) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

(*Note: We do not currently monitor this, but we are implementing systems to improve our reporting. We are also actively exploring options to develop a plan for transforming both corporate offices and onsite projects into ZLD facilities.)

If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency

No

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   SPML Infra Ltd. currently does not have a Zero Liquid Discharge (ZLD) mechanism in place. However, we are actively exploring options to develop a plan for transforming both corporate offices and onsite projects into ZLD facilities. This strategic initiative represents a significant step towards advancing on the path to becoming water positive.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	Tonnes		
SOx	Tonnes		
Particulate matter (PM)	Tonnes		
Persistent organic pollutants (POP)	-		
Volatile organic compounds (VOC)	-		
Hazardous air pollutants (HAP)	-		
Others – please specify	-		

Note: We currently do not monitor this, but we are implementing systems to improve our reporting

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total scope 1 emission	tCO2e	1,021.82	-
Total scope 2 emission	tCO2e	18,738.22	-
Total scope 1 & 2 emission	tCO2e	19,760.04	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) (Total emissions in tCO2e / Revenue from operations in INR lakhs)	-	0.15	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions in tCO2e / Revenue from operations adjusted for PPP)	-	3.43	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Total production in MT)	-	-	-

(*Note: For emission parameters, we have included data from the following sites: Corporate office, Sauni-3, JUSNL-6A, JUSNL-7A, Tripura, Newtown, Fatehpur PKG-6 O&M, and Preet Vihar O&M.)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

We are evaluating the integration of renewable energy sources in our upcoming projects with an aim to power our operations sustainably and decrease reliance on fossil fuels. This transition will not only mitigate our carbon footprint but also set a benchmark for eco-friendly construction practices.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total waste generated (MT)			
Plastic waste (Empty dye packet)			
E-waste			
Bio-medical waste			
C&D waste			
Battery waste			
Radioactive waste			
Other hazardous waste. Please specify if any			
Other Non-hazardous waste generated (H). Please specify, if any.			
Total waste generated			
Waste intensity per rupee of turnover (Total waste generated in MT/ Revenue from operations in INR)			
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated in MT/ Revenue from operations adjusted for PPP)			
Waste intensity in terms of physical output (Total production in MT)			
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in MT)			
Category of waste			
Recycled			
Reused			
Other recovery option			
Total			
For each category of waste generated, total waste disposed by nature of disposal method (in MT)			
Category of waste			
Incineration			
Landfilling			
Other disposal options			
Total			

(* Note: We are currently reviewing our waste management processes and plan to enhance our disposal methods by partnering with authorized recyclers in the near future.)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

    Our commitment to environmental stewardship is affirmed by its ISO 14001:2015 certification for our Integrated Management System. This recognition covers all EPC and O&M sites, as well as the corporate and regional offices. Each site, including project locations, and offices, implements a customized waste management strategy that addresses the specific waste types produced and the corresponding disposal techniques.

    The company's waste management protocols focus on the "Reduce, Reuse, and Recycle" ethos, ensuring efficient waste identification, sorting, recycling (where possible), and elimination. Hazardous materials are segregated and stored in designated zones at project or manufacturing sites and are handled and disposed of by certified waste management agencies sanctioned by the government. We do not use any hazardous and toxic chemicals in our project construction activities. [Internal waste management procedure – implemented - underway to initiate proper tracking and recording of waste categories (Haz / Non haz) in our offices and project sites and also ensure segregation and disposal of the same through authorized vendors]

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with (Y/N) If no, the reasons thereof and corrective actions taken, if any.
	Nil	Not Applicable	Not Applicable
	Nil	Not Applicable	Not Applicable

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA notification no.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant web-link
Not Applicable					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

Leadership indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

    For each facility / plant located in areas of water stress, provide the following information:
    We do not operate in water stress areas.
    (i) Name of the area
    (ii) Nature of operations
    (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(I) Surface water		
(II) Ground water		
(III) Third party water		
(IV) Seawater / desalinated water		
(V) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)		
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)		
Water intensity in terms of physical output		
Water discharge by destination and level of treatment (in kilolitres)		
(I) To Surface water		
- No treatment		
- With treatment – please specify level of treatment	3.43	-
(II) To Ground water		
- No treatment		
- With treatment – please specify level of treatment		
(III) To Sea water		
- No treatment		
- With treatment – please specify level of treatment		
(IV) Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment		
(V) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

   We are evaluating the categories relevant to us and plan to monitor our Scope 3 emissions going forward.

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions	Metric tonnes of CO2 equivalent		
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 intensity per unit of production (optional)			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   Not applicable

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Rainwater Harvesting	We have done rainwater harvesting is our various power projects resulting save of construction water and better sewage & waste management.	200 KL
2	Design the electrical load on solar instead of grid power.	In our Isarda Project we have designed a 2 x 500 KW Solar Energy to reduce the dependency on grid as well promote clean energy.	1 MW

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   Yes, we have a comprehensive business continuity and disaster management plan. Disaster management is an integral part of the company's Environmental, Health, and Safety (EHS) management system. At EPC project sites, we have implemented disaster management and emergency preparedness plans (EPPs) to address emergencies such as flooding, earthquakes, major fires, and disease outbreaks. These plans focus on mitigation, preparedness, response, and recovery to minimize business disruptions. Key locations are equipped with emergency sirens, first aid, and designated assembly points.

   During the second wave of COVID-19, the company implemented Work from Home (WFH) guidelines to ensure the safety and well-being of employees while maintaining business operations. Employees were given the option to work from home, reducing office presence by about one-third. The plan included accountability measures, designated home office requirements, data security protocols, and attendance monitoring to ensure seamless business continuity. Furthermore, we conducted vaccination drives for all our employees at our offices and project sites. These steps ensured that business operations remained unaffected while prioritizing employee health and safety.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   The company is not aware of any significant adverse impact arising from the value chain. However, we are yet to conduct assessment of our value chain partners.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   None

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industry (CII)	National
2	Federation of Indian Chamber of Commerce & Industry (FICCI)	National
3	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
4	PHD Chamber of Commerce and Industry	National
5	Construction Federation of India (CFI)	National

6	Federation of Indian Export Organization (FIEO)	National
7	Indian Chamber of Commerce & Industry (ICCI)	National
8	Indo African Chamber of Commerce and Industry	International
9	Indo American Chamber of Commerce and Industries	International
10	Confederation of Indian Small and Medium Enterprises (CISME)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

We have not engaged in any anti-competitive conduct.

Name of authority	Brief of the case	Corrective action taken
-	-	-

Leadership indicators

1. Details of public policy positions advocated by the entity: None

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information is available public domain? (Yes / No)	Frequency of review by Board (Annually/ Half yearly/ Quarterly / Others – Please specify)	Web-link, if Available
-	-	-	-	-	-

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

No

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web- link
Not applicable since the company undertakes Central and State Government projects.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

Not applicable since the company undertakes Central and State Government projects.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
-	-	-	-	-	-	-

3. Describe the mechanisms to receive and redress grievances of the community.

We are currently in the process of developing a community grievance redressal mechanism outlining guidelines for handling grievances from local communities, with an aim to address concerns and complaints from those affected by our projects in a timely, fair, and transparent manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:t

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	2%	2%
Sourced directly from within the district and neighbouring districts	100%	100%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

Location	FY 2023-24	FY 2022-23
Rural	0	0
Semi-urban	27.13%	37.00%
Urban	13.28%	10.32%
Metropolitan	59.59%	52.68%

Essential Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).

Not applicable

Details of negative social impact identified	Corrective action taken
Rural	0

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.

S. No.	State	Aspirational District	Amount spent (in INR)

In this reporting period, we have not undertaken any CSR initiatives due to our revenue not meeting the threshold specified for mandatory CSR activities under the Companies Act. While we are committed to social responsibility, our current financial standing does not mandate the implementation of CSR programs. However, we remain dedicated to our core values of ethical practices and community support, and we look forward to engaging in CSR activities as our revenue increases in the future.

3. a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No, the SPML team aims to set up a procurement policy, but as of now, they have an internal procurement SOP that outlines the process to support and document procurement decisions. All suppliers, customers, and vendors shall be treated in a fair and equitable manner within the framework of this procedure. A predominant part of procurement actions by SPML are guided by specific clauses in its contracts, and procurement is made from vendors and contractors who are part of the approved list of SPML's customers.

b) From which marginalised/vulnerable groups do you procure?

Not applicable

c) What percentage of total procurement (by value) does it constitute?

Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1	None			

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective action taken
	Not applicable	

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR projects	Nos. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1		Not applicable	

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

We have implemented an efficient mechanism to address consumer complaints, tailored to our primary clientele of government entities. The project managers receive direct complaints over mail and are responsible for processing such complaints based on their complexity and urgency. All communication is conducted via official email channels to maintain a clear record of our interactions and resolutions. This systematic approach allows us to efficiently manage and resolve complaints while maintaining transparency and accountability in our dealings with clients.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	Not applicable
Recycling and/or safe disposal	Not applicable

3. **Number of consumer complaints in respect of the following:**

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	**0**	**0**	**-**	**0**	**0**	**-**
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	0	0	0	0
Other	**-**	**-**	**-**	**-**	**-**	**-**

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	Not applicable	-
Forced recalls	Not applicable	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?

(Yes/No) If available, provide a web-link of the policy.

We have established a comprehensive internal IT policy that prioritizes data privacy protection, breach prevention, and operational integrity. Although our current operations do not heavily depend on digital solutions, we recognize the growing importance of cybersecurity in today's business landscape. We are proactively enhancing our cybersecurity measures by integrating additional protocols into our existing IT framework. These enhancements include implementing advanced systems for identifying and preventing cyber-attacks and unauthorized access attempts. We are also committed to conducting regular security audits to identify and address potential vulnerabilities. Furthermore, we plan to invest in employee education by providing thorough training on cybersecurity best practices, ensuring our team is well-equipped to recognize and respond to potential threats. To bolster our defensive capabilities, we will deploy state-of-the-art encryption and firewall technologies. Through these proactive measures, we aim to not only safeguard our sensitive data and maintain operational resilience but also to foster greater trust among our stakeholders by demonstrating our commitment to robust cybersecurity practices.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches - None

b. Percentage of data breaches involving personally identifiable information of customers – Nil

c. Impact, if any, of the data breaches – Not applicable

Leadership indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Our comprehensive range of business solutions is readily available through multiple digital channels. Potential clients and interested parties can explore our offerings via our official company website. Additionally, we maintain an active presence on major social media platforms, including Facebook, Instagram, LinkedIn, YouTube, Twitter.

These diverse online platforms provide various avenues for stakeholders to engage with our brand, learn about our services, and stay updated on our latest projects and innovations.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

As part of our commitment to community engagement and consumer education, we conduct comprehensive outreach programs during project inaugurations. We extend invitations to local people, aiming to inform and enlighten them about the far-reaching impacts of our infrastructure initiatives. This approach not only builds trust and support for our work but also empowers local people to fully utilize and appreciate the new infrastructure, maximizing the societal benefits of our projects.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

As a provider of essential services, our company operates and maintains numerous water and waste treatment facilities across India. We recognize the critical nature of these services and their impact on daily life. Therefore, when conducting maintenance activities, we employ strategic planning to maximize coverage while minimizing disruptions or service interruptions.

To ensure smooth operations and maintain transparency, we've established a proactive communication system. For municipal projects our municipal customers provide advance notice of scheduled maintenance to all affected parties.

This approach allows us to efficiently carry out necessary maintenance work while keeping the public and stakeholders well-informed, thereby minimizing inconvenience and maintaining the reliability of these essential services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Not applicable, as we do not have any products, hence no product information display is required.

While we don't employ formal consumer satisfaction surveys for our project services, we maintain a robust, direct communication system with our clients. Our approach to client satisfaction and project management is multi-faceted:

- On-site Client Interaction: Our project engineers engage directly with clients, working in close consultation with the project team. This allows for immediate, face-to-face communication and problem-solving.
- Real-time Issue Resolution: Any concerns or issues raised by clients are addressed promptly, ensuring swift resolution and minimal project disruption.
- Regular Project Reviews: We conduct monthly project review meetings to discuss progress, address challenges, and align on next steps. These meetings serve as a forum for comprehensive project evaluation and strategy refinement.
- Executive Oversight: Our Chairman personally attends these review meetings, providing high-level strategic guidance and ensuring that each project aligns with our company's overall vision and quality standards.

This hands-on, integrated approach allows us to maintain high client satisfaction levels, efficiently manage projects, and swiftly adapt to changing circumstances or client needs.

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

The year 2024 was much better than anticipated with India's GDP registering a growth of 8.2%, exceeding expectations of 7.6% growth. This growth in comparison to 7% in the previous year demonstrates the might and resilience of the Indian Economy in the midst of the ever changing global dynamics which suffered in the past year from Global Inflation and Supply Chain Constraints. The Indian Economy is one of the world's fastest growing economies on the back of robust growth in the manufacturing sector, agricultural output exceeding expectations and increased government spending. Along with this, India also successfully demonstrated its capability to cater to global demands and providing a platform to address global issues with a successful conclusion of G20 summit.

According to CRISIL, despite GDP growth predicted to moderate at 6.8% in Fiscal 2025 coupled with demand being affected by higher interest rates and lower fiscal impulse, India is poised to be one of the fastest growing large economies. By next 7 fiscal years, the Indian Economy will cross the $5 Trillion mark. By 2031, in a major positive development for domestic consumption, India is set to be the 3rd largest Economy in the World and an upper middle income country. High capacity utilization spread across key sectors, global supply chain diversification opportunities, more emphasis on investment in infrastructure sector and strong creditor's balance sheet puts India's manufacturing sector at a very strong position. After being at a stagnant position for a very long period of time, there has been an uptick in fixed investments by private companies paving way for growth and government initiatives keep boosting the infrastructure segment. World Bank has also pegged the FY25 economic growth for Indian Economy at 6.6% led by upward revisions towards investment growth. IMF has projected growth in India to stay strong at 6.5% for both 2024 and 2025 on account of favorable domestic demand.

By 2036, According to the World Bank, India will witness urbanization by around 600 Million people which accounts for ~40% of the Indian population. This would consecutively put pressure on the already overburdened urban infrastructure which would further create demand for more clean drinking water and other infrastructural facilities.

Infrastructure Sector in India

India is on a path towards rapid urbanization. Its towns and cities will house more than 600 million people who translate to roughly 40% of the total population and these urban areas would contribute almost 70% towards GDP. Building the much needed infrastructure will be the key that unlocks livable, climate resilient and inclusive cities that will lead the economic development.

Nearly 70 percent of urban infrastructure that is needed by 2047 is yet to be constructed. For this, there is a requirement of sizeable investments which is estimated to be around $840 Billion by 2036 which comes to an average of $55 Billion or 1.2% GDP per annum.

Infrastructure is of prime importance and one of principal factors that will accelerate India's overall development and this sector is always on focus by the government, as they initiate policies continuously in order to create world-class infrastructure in a timely manner. To reach the target of $5 Trillion economy by 2025, a well-planned infrastructure development is necessary. Infrastructure support to the nation's manufacturers is also one of the top priorities in order to transform goods and export movement significantly consecutively resulting in effective and economical freight deliveries.

Additionally Public-Private Partnerships (PPP) have also played a vital role in ensuring engagement of the private sector across various infrastructural zones which include construction of airports, ports, highways and logistical parks across India. Apart from the support of the Central Government and the States across various schemes, a significant push from Public-Private Partnerships will go a long way in helping to achieve the $5 Trillion Economy by 2025. A sound collaboration between the Government and the Private Sector is essential to develop a strong and future-ready infrastructure that will create a path towards a sustainable future.

Initiatives by the Government towards Infrastructure Sector

Interim budget for 2024-25 has thrown some light on how focused the government is towards the infrastructure development by allocating Rs.11.1 Lakh crore ($13.9 Billion) towards capital investment in the infrastructure segment which was an increase of 11.1% over the budget in the previous year. India's goal of becoming a developed nation by 2047 is dependent on its infrastructure sector improving significantly. This is evidenced by allocation of 3.3% of the GDP towards the infrastructure sector by the Government in the fiscal year 2024. This is mainly towards transport and logistics segment but there has been several initiatives towards the water infrastructure segment as well.

Roads and Highways take the highest portion of the investment. The government has allocated Rs.2.76 Lakh Crore ($33.4

Billion) towards the Ministry of Roads for 2024-2025. The Railways have got the next highest portion with the government allocating a capital outlay of Rs.2.55 Lakh Crore ($30.72 Billion) which saw an increase of 5.8% over the previous year. There have been ambitious goals set for the transportation sector which includes the development of 2 lakh-km national highway network by 2025 and to expand airports to 220.

The PM Gatishakti National Master Plan (NMP) was launched in 2021 to focus on major transport sectors to further enhance multimodal connectivity infrastructure in various economic zones. Its aim is to consolidate infrastructure schemes like Bharatmala, Sagarmala, and UDAN among others in one digital platform. This further provides a detailed database of trunk and utility infrastructure, ongoing and future projects across various ministries of both the Central and State Governments. There are currently 15,580 different projects at various stages of development which are worth around $2,388.93 Billion according to the India Investment Grid Database.

Apart from this, The National Logistics Policy focuses on developing integrated infrastructure and enhancing service efficiency which includes processes and regulatory frameworks through its Comprehensive Logistics Action Plan.

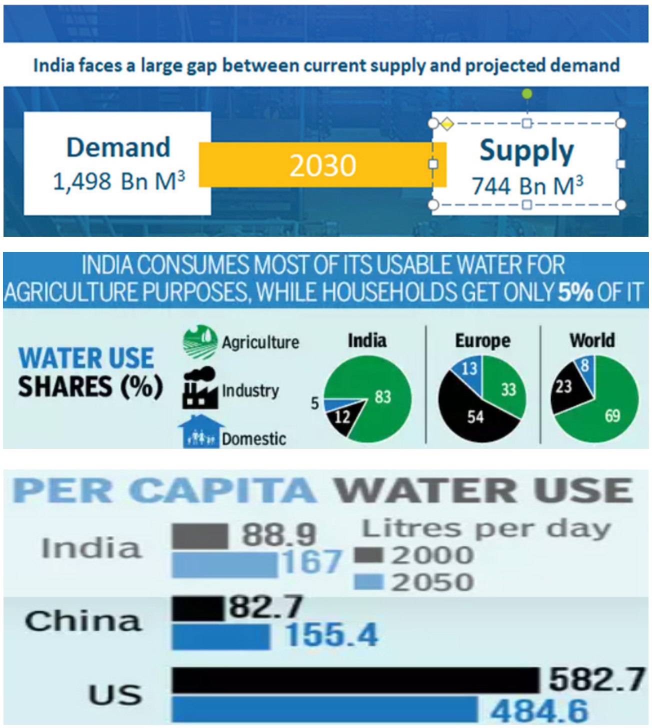
Further the Government also launched National Infrastructure Pipeline which is combined with other initiatives like Make in India and Product Linked Incentive Scheme to enhance the infrastructure sector growth. Historically more than 80% of country's infrastructure spending has been focused on Transportation, Electricity, Water and Irrigation. There has been an increased need of enhanced and improved delivery across the complete infrastructure spectrum which spreads from housing provision to water and sanitation all the way to digital and transportation demands towards the aim of Economic Growth, Life Quality improvement and a boost to sectoral competitiveness.

Initially with 6,835 projects, the National Infrastructure Pipeline project count currently stands at 9,142 which covers 34 sub sectors. 2,476 projects of these are in the development phase with investments estimated to be at $19 Trillion.

Other major plans towards India Infrastructure include Bharatmala Pariyojana progressing with Phase 1 that is focused towards development of 34,800 Kms of National Highways. The emphasis is towards corridor based development which is set to get completed by 2027-28. Further to this, the aim is to also lay 22 new Greenfield expressways that will highlight a huge advancement in India's transportation infrastructure. India's railways are also working on important projects like the Mumbai-Ahmedabad Speed Rail Corridor and the Chenab Bridge in Jammu and Kashmir which would be the world's highest railway bridge. Along with this, the railways have also introduced 'state of the art' Vande Bharat trains which will serve up to 247 districts across the country.

Water Infrastructure

The India Water and Wastewater Treatment Market is witnessing robust growth led by increased industrialization, urbanization and strict regulations to make effective and responsible use of water resources. Water supply in India relies primarily on two sources: rivers and groundwater. However, the rivers are dwindling due to pollution and industrialization, compounded by a growing population. This trend is intensifying the exploitation of groundwater resources, leading inevitably to a severe water deficit. As per estimates, by 2030, the total demand would be around 1,500 Billion cubic meters whereas the supply would be around 750 Billion cubic meters (i.e. India will have water deficit of 50%) and rapid urbanization, agricultural sector requirements and adequate water supply situation will further trigger the growth of the Water sector.



The Water Sector in India has benefitted from immense traction over previous years led by an increasing importance of climate change and responsible investing. India's Water Infrastructure Market is estimated to be at $2.08 Billion.The Government, understanding the importance of water for infrastructure and economic development, has also tightened its focus on water infrastructure and in the past 5 years have launched various initiatives that are focused towards improvement of water supply and waste water treatment in its endeavor to boost sector dynamics coupled with the aim of safeguarding the availability of water and to promote sustainable water management practices. With the central government earmarking a staggering ₹9.46 lakh crore for water and sanitation-related projects, the market landscape is ripe with opportunities.

Governmental Schemes in India:

Jal Jeevan Mission (Urban) with an exclusive budget of Rs.2.87 Lakh Crore for the duration of 2021-2026 and Jal Jeevan Mission (Rural) with an outlay of Rs.3.6 Lakh Crore for duration of 2019-2024

One of the largest drinking water programs in the world, The Har Ghar Jal Program, implemented by the Jal Jeevan Mission as part of Jal Shakti Ministry was established with the goal of providing Rural Households with affordable and regular access to an adequate supply of safe water for consumption. Out of 19.27 Crore targeted households, 74.58% households have been provided with functional household tap connections. The budgetary allocation to Jal Jeevan Mission has increased with CAGR of 48% between FY2020-2025E.

India | Status of tap water supply in rural homes

Total number of households (HHs)	Households with tap water connections as on 15 Aug 2019	Households with tap water connections as on date +31,966
19,31,97,965	3,23,62,838 (16.75%)	14,99,12,955 (77.60%)

Atal Mission for Rejuvenation and Urban Transformation (AMRUT 2.0) with a huge allocation of Rs.2.99 Lakh Crore for 5 years

A flagship urban scheme by the Government of India, is the first focused national water mission aimed at securing the water for cities and towns along with providing functional water tap connections to all households. The main goal is to provide universal coverage of water supply to all houses in 500 selected cities with the help of functional taps. Its prominence is witnessed in the increasing proportion of allocation towards AMRUT in comparison to the total allocation towards the Ministry of Housing and Urban Affairs.

Progress So Far:
– As of May 19, 2024, 83,357 crore has been dispersed.

- Achievements include:
- 58,66,237 tap connections.
- 37,49,467 sewerage connections.

Jal Shakti Abhiyan: Catch the Rain

The Government launched the 'Jal Shakti Abhiyan: Catch the Rain' campaign as a mass movement (Jan Andolan) to promote water conservation through active community participation at the grassroots level.

The objectives of the Jal Shakti Abhiyan include:

1. Promoting water conservation and rainwater harvesting.
2. Reviving traditional and other water bodies and tanks.
3. Reusing and rejuvenating bore wells.
4. Facilitating watershed development.
5. Encouraging intensive afforestation.

The campaign aims to address water scarcity issues by harnessing local knowledge and community involvement in sustainable water management practices across India.

WATER CONSERVATION AND RAIN WATER HARVESTING

Works No(s): 2,18,819

***Ongoing No(s): 78,892**

***Expenditure (in Lakhs): 97,057**

Namami Gange program with a budget of Rs.2,000 Crore

Namami Gange is a comprehensive initiative launched by the Government of India in 2014 with the aim of cleaning and rejuvenating the Ganga River and its tributaries. Here's a brief overview of the program:

Objectives:

1. Cleanliness and Conservation: The primary objective is to reduce pollution and restore the ecological health of the Ganga River and its tributaries.

2. Sustainability: Ensure sustainable management of the Ganga River Basin with community involvement and public participation.

3. Public Awareness: Raise awareness about the importance of the Ganga River, its cultural significance, and the need for its conservation.

There are other schemes which will also be implemented in another 2-3 years like Pradhan Mantri Krishi Sinchayee Yojana- Har Khet ko Pani (Rs.905 Cr), Dam Rehabilitation and Improvement Project (DRIP) Phase 2 & 3 (₹1,020 Cr), National River Linking Project (Rs.2,249 Cr), National Watershed Project (Rs.261 Cr), Atal Bhujal Yojana with ₹600 Cr and National Hydrology Programme with ₹368 Cr. All these schemes together have an estimated total outflow of approximately 10 lakh crore.

EPC entities have experienced significant order inflows in the water and sanitation sector, driven by the Central Government's ambitious initiatives such as Har Ghar Jal under the JJM and sewage treatment projects under the National Mission for Clean Ganga scheme.

Company Overview

SPML Infra Ltd is a leading integrated Water Management Company with a specific focus towards Water Infrastructure Development. Established in 1981 and with over 40 years of existence and experience, the company has successfully managed and executed over 650 projects nationwide primarily focusing on water supply and distribution, water treatment and transmission and handling of wastewater. The company seeks to secure India's water future through its robust business solutions that is focused towards Water Supply and Distribution and Wastewater Treatment and Management. The company has the ability to become the leading player in the water sector with a high prequalification status to undertake various projects coupled with a long standing relationship with the Central and various State Governments.

With a well-defined plan of undertaking future projects, a superior execution track record in the EPC sector and a healthy balance sheet post a successful restructuring procedure through NARCL with the plans of further liquidity creation, SPML Infra only looks to grow and fortify itself as the major participant towards the overall development of the water sector for India.

Financial Overview

In ₹ Crore (Standalone)	FY23	FY24
Revenue	878	1,318
EBITDA	55	80
PAT	2	20

After a few years of troubled financials, the company has finally made some significant strides towards a good financial health. Revenues for FY24 increased by 50% to Rs.1,318 crore as compared to ₹878 crore in FY23. EBITDA witnessed a growth of 44% to Rs.80 crore in FY24 as compared to Rs.55 crore in FY23. Profit after Tax also increased by 8% to Rs.20 crore as compared to Rs.2 crore in FY23.

Revenues witnessed a boost and will continue to increase as we progress on account of ample business opportunities with a high prequalification to undertake those business opportunities, ample liquidity and strong long term relations with Central and State water bodies. EBITDA margins also witnessed an uptick due to efficient management of operating costs and superior cashflow generation, reduction in working capital with the benefit of Escrow mechanism and more focus towards 'High Margin' Water EPC projects with a clear funding process. Going ahead the company will focus more towards Profitability instead of Revenues.

In ₹ Crore (Standalone)	FY23	FY24
Net Worth	349	509
Cash Position	18	227
Debt*	1,704	558

* Aforesaid Debt figure is after accounting for IND AS Requirements

Key Financial Ratios	FY23	FY24
Quick Ratio (x)	1.0	1.5
Net Debt to Equity (x)	4.8	0.7
Net Debt to EBITDA (x)	30.4	4.2
Return on Equity	0.6%	4.5%
Return on Capital Employed	2.4%	7.0%

The company also reported a very healthy balance sheet after the impact of the sanction of Indian Debt Resolution Company Ltd (IDRCL). Net Worth was recorded at Rs.509 crore, Debt considerably reduced to Rs.558 crore. Solvency ratios also saw significant improvements specially Net Debt to Equity at 0.7x and Net Debt to EBITDA at 4.2x in comparison to 30.4x in FY23. All this has resulted in a substantial improvement in the credentials and qualifications for participating in new projects.

CORPORATE GOVERNANCE REPORT

1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE

Elements of Corporate Governance of SPML are accountability, fairness, transparency, ethic, trust, compliance and responsibility. The Company's philosophy on Corporate Governance is based on various principles such as to safeguard integrity in financial reporting, Good composition of Board to maximize the value, to make legal and statutory compliances in letter and spirit. The Company also ensures to evolve and follow the corporate governance diligently not only to enhance larger shareholders value but also to protect right of the minority shareholders.

The Company's philosophy ensures that it creates sustainable value for shareholders while fulfilling social obligations and complying with regulatory requirements.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directorship / Chairmanship

The composition of the Board of the Company is in accordance with Regulation 17 of the Listing (Obligations and Disclosures Requirements) Regulations, 2015, which maintains a combination of executive and non-executive directors. As on 31st March, 2024, the Board comprises six Directors, including four Independent Directors and one Non-Executive Directors. The details of the Directors as on 31st March 2024 are as follows:

Sl No	Name of the Directors	Category	Other Directorship[1]	Committee Memberships[2]	Committee Chairmanships
1	Mr. Subhash Chand Sethi	Promoter & Executive Director - Whole Time Director, Chairman	6	1	Nil
2	Mr. Sushil Kumar Sethi	Promoter & Non-Executive Director, Vice-Chairman	6	1	Nil
3	Mr. Prem Singh Rana	Non-Executive Independent Director	2	2	1
4	Mr. Tirudaimarudhur Srivastan Sivashankar	Non-Executive Independent Director	3	2	1
5	Mrs. Pavitra Joshi Singh	Non-Executive Independent Director	Nil	2	Nil
6	Ms. Arundhuti Dhar	Non-Executive Independent Director	2	3	Nil

[1] The other directorship excludes the directorship in foreign companies and membership of managing committees of chambers of commerce/ professional bodies.

[2] In accordance with Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships of only Audit Committees and Stakeholders Relationship Committees in all public limited companies (including SPML Infra Limited) have been considered. Membership of Committees includes chairmanship, if any.

Notes:

1. *None of the Directors except Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi is related to any of the Director.*
2. *During the year, the Company did not have any material pecuniary relationship or transaction with any of the non-executive director's.*
3. *During the year, the Company did not have any material pecuniary relationship or transaction with the Independent Directors other than the payment of fees for attending meetings of the Board and/or its Committee(s).*
4. *None of the Directors hold the office of director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of the SEBI LODR Regulations, 2015.*

(b) Attendance of Directors at the meeting of Board of Directors and the last Annual General Meeting:

During the year under review the Board of the Company met 6 times on 17th April, 2023, 13th June, 2023, 14th August, 2023, 14th November, 2023, 13th February, 2024, and 27th March, 2024 respectively.

Sl No	Name of the Directors	No of board meetings held during the tenure of Directors[1]	No. of Board Meetings attended	Whether attended the last AGM
1	Mr. Subhash Chand Sethi	6	6	Yes
2	Mr. Sushil Kumar Sethi	6	6	Yes
3	Mr. Prem Singh Rana	6	6	Yes
4	Mr. Tirudaimarudhur Srivastan Sivashankar	6	6	Yes
5	Mrs. Pavitra Joshi Singh	6	4	Yes
7	Ms. Arundhuti Dhar	6	6	Yes

[1] *Excludes the separate meeting of Independent Directors*

(c) Name of the other listed entities where a director is director and the category of directorship:

Sl No	Name of the Director	Name of Other Listed Entities	Category of Directorship
1.	Mr. Sushil Kumar Sethi	SPML India Limited	Non-Executive Director
2.	Ms. Arundhuti Dhar	Eveready Industries India Ltd.	Independent Director

(d) Details of equity shares of the Company and convertible instruments, if any, held by non- executive directors:

Sl No	Name of the Directors	Category	Number of equity shares
1	Mr. Prem Singh Rana	Non-Executive & Independent Director	Nil
2	Mr. Tirudaimarudhur Srivastan Sivashankar	Non-Executive & Independent Director	Nil
3	Mrs. Pavitra Joshi Singh	Non-Executive & Independent Director	Nil
4	Ms. Arundhuti Dhar	Non-Executive & Independent Director	Nil
5	Mr. Sushil Kumar Sethi	Non-Executive Director	1,334,660

(e) Familiarisation Programme for Independent Directors: The Company follows familiarization programme for the Independent Directors as per the requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this program is to provide insights into the Company and make them understand the business so that they can contribute significantly to the Company. The detail of such familiarization programs framed by the board for its Independent directors can be accessed on the Company's website at www.spml.co.in

(f) Details of Skills, Expertise and Competence identified by the Board: The Board has identified the following core skills and competencies, available with the Board that are essential for effective functioning of the business of the Company:

Areas	Details of Skills, Expertise and Competence	Name of the Directors
Leadership	Having leadership experience, judgment on issues of strategy, performance, risk management, resources and standards of conduct;	Mr. Subhash Chand Sethi Mr. Sushil Kumar Sethi Mr. Prem Singh Rana Mr. Tirudaimarudhur Srivastan Sivashankar
Expertise & Experience	Relevant expertise and experience relating to the business of the Company and project understanding, general management, business development	Mr. Subhash Chand Sethi Mr. Sushil Kumar Sethi Mr. Prem Singh Rana Mr. Tirudaimarudhur Srivastan Sivashankar Mrs. Pavitra Joshi Singh Ms. Arundhuti Dhar

Areas	Details of Skills, Expertise and Competence	Name of the Directors
Knowledge	Understands the business of the Company, resulting in knowledge for reviewing the proposed tender, increasing the brand value, achieving agreed goals and objectives and monitor the reporting of performance	Mr. Subhash Chand Sethi
		Mr. Sushil Kumar Sethi
		Mr. Prem Singh Rana
		Mr. Tirudaimarudhur Srivastan Sivashankar
		Mrs. Pavitra Joshi Singh
		Ms. Arundhuti Dhar
Financial Skill	Having depth knowledge of financial management, capital allocation, dealing with Banks and supervise the auditor or any other person who deals with financials if required	Mr. Subhash Chand Sethi
		Mr. Sushil Kumar Sethi
		Mr. Prem Singh Rana
		Mr. Tirudaimarudhur Srivastan Sivashankar
		Ms. Arundhuti Dhar

(g) **Confirmation on Independence of the Independent Director:** As per the disclosure received from the Independent Directors and in the opinion of the Board, the Independent Directors fulfills the conditions specified in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

(h) **Reason for resignation of Independent Directors before expiry of their tenure:** No Independent Director resigned before the expiry of their tenure during the year.

3. COMMITTEES OF THE BOARD

As on 31st March, 2024, the Board has five Committees for uninterrupted operation of the Company. The committees have been constituted to focus on the specific areas and make decisions with the delegated authorities. All the decisions and recommendation made by the various Committees are to be placed before the Board for their approval or record. The following Committees have been constituted by the Board. The detail of such committees viz Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Finance Committee, Corporate Social Responsibility Committee provided herein below:

i) **Audit Committee**

Brief description of terms of reference: Audit Committee has been constituted in conformity with the provisions of Section 177 of the Companies Act, 2013 and rules framed thereunder and in line with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of the Committee is to overview the Company's financial reporting processes, monitor and provide an effective supervision to ensure accurate and timely disclosures, compliance with legal and statutory requirements, the adequacy of internal control systems, review of related party transaction, functioning of Whistle Blower Mechanism, adequacy of internal audit function etc. within the given time frame.

Composition, meetings and attendance: During the year under review five Meetings of the Audit Committee has been held on 13th June, 2023, 14th August, 2023, 14th November, 2023, 13th February, 2024, and 27th March, 2024 respectively.

The Composition of the Audit Committee as on March 31, 2024 and details of attendance for the Meetings of the Audit Committee are as under:

Sl No	Name of the Director	Category	No of Meetings held	No. of Meetings attended
1	Mr. Prem Singh Rana	Chairman/ Independent Director	5	5
2	Mr. Tirudaimarudhur Srivastan Sivashankar	Member/ Independent Director	5	5
3	Mrs. Pavitra Joshi Singh	Member/ Independent Director	5	2
4	Mr. Sushil Kumar Sethi	Member/ Non- Executive Director	5	5
5	Ms. Arundhuti Dhar	Member/ Independent Director	5	5

ii) **Stakeholders' Relationship Committee**

The Stakeholder Relationship Committee oversees, review and redress the grievances of shareholders in compliance with the Section 178 of Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee is responsible for resolving shareholder's complaint with regard to share transfers, dividend, non-receipt of Annual Report, Shares Transfer, Duplicate Share Certificates and other queries related to them.

During the year under review 1 Meetings of the Stakeholder Relationship Committee was held on 13th June, 2023.

The composition and the details of the attendance for the Meetings of the Stakeholder Relationship Committee are as under:

Sl No	Name of the Director	Category	No of Meetings held	No. of Meetings attended
1.	Mr. Tirudaimarudhur Srivastan Sivashankar	Chairperson/Independent Director	1	1
2.	Mrs. Pavitra Joshi Singh	Member/ Independent Director	1	-
3.	Mr. Subhash Chand Sethi	Member/Executive Director	1	1

Mrs. Swati Agarwal, Company Secretary of the Company acts as the Compliance Officer of the Company.

The Company attends to the investors' grievances/correspondence expeditiously, except in the cases that are constrained by disputes or legal impediments.

The status of investors' grievances/correspondence during the year is as under:

(a) No. of Shareholders complaints received during the year : 0

(b) No. of complaints disposed of during the year : 0

(c) No. of complaints not resolved to the satisfaction of the Shareholders : 0

(d) No. of pending complaints as on 31.03.2024 : 0

iii) Nomination and Remuneration Committee:

Brief description of terms of reference: The purpose of Nomination and Remuneration Committee is to review the performance of the individuals whether to qualify to be an executive, non-executive and independent Director and to recommend to the Board for the approval of the same. The committee is also responsible to review the compensation programme for the individuals and other senior managerial personnel. In addition to above the committee makes recommendation to the Board the annual base salary, incentive, bonus employment agreement etc. of Executive Directors and other Senior Managerial Personnel. The powers, role and terms of reference of the Nomination & Remuneration Committee covers the areas as contemplated under Section 178 of the Companies Act, 2013 and Listing Regulations.

The Company Secretary of the Company acts as a Secretary to the Committee.

Composition and attendance: During the year under review two meeting of the Nomination and Remuneration Committee was held on 12th May, 2023 and 30th May, 2023.

The following is the Composition of the Committee & the details of the attendance for the Meetings of the Nomination and Remuneration Committee:

Sl No	Name of the Director	Category	No of Meetings held	No. of Meetings attended
1	Mrs. Pavitra Joshi Singh	Chairperson/Independent Director	2	1
2	Mr. Prem Singh Rana	Member/Independent Director	2	2
3	Mr. Tirudaimarudhur Srivastan Sivashankar	Member/Independent Director	2	2

Performance Evaluation criteria for Independent Directors: In Compliance with provisions of Section 134, 149 and Schedule IV of the Companies Act, 2013 read with Schedule V and Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Performance Evaluation of Independent Directors was carried out by the entire Board. The Performance Evaluation is based on their contribution to Company's objectives and plans, efficient discharge of their responsibilities, participation in Board/Committee meetings and other relevant parameters such as decision making, independent judgment on issues of strategy, performance, risk management, standards of conduct, safeguard of confidential information, adherence to code of conduct, ethics, integrity.

iv) Corporate Social Responsibility ("CSR") Committee.

As on date of the report CSR Committees comprises of two independent directors and one non-executive director. Mr. Sushil Kumar Sethi, Non-Executive Director is the Chairman of the Committee, whereas Mr. Prem Singh Rana, Independent Director and Ms. Arundhuti Dhar, Independent Director are the members of the CSR Committee of the Board of Directors.

The Committee formulates and monitors the CSR Policy and recommends to the Board the annual CSR Plan of the Company pursuant to the provision of Companies Act, 2013.

During the year under review two meeting of the Corporate Social Responsibility Committee was held on 13th June, 2023 and 13th February, 2024.

v) **Finance Committee**

The Finance Committee has been constituted by the Board to carry on day to day matters relating to banking, availing the loans, investments, tendering, legal and other transactions as per the terms of the reference to the Committee by the Board.

Composition and Meetings

The Committee comprises of two Directors namely, Mr. Sushil Kumar Sethi and Mr. Subhash Chand Sethi. The Committee meets as and when it is required. The Company Secretary of the Company acted as the secretary to the Committee.

4. REMUNERATION OF DIRECTORS

Nomination, Remuneration and Performance Evaluation Policy:

SPML's remuneration policy aims at attracting and retaining high caliber talent. The remuneration policy, therefore, is market-led and takes into account the competitive circumstance of each business to attract and retain quality talent and leverage performance significantly. Whole-time Director's Remuneration payment is governed by their terms of appointment as recommended by the Nomination and Remuneration Committee and approved by the Board subject to the approval of Shareholders and the Central Government, if applicable. Independent Directors of the Company are paid sitting fees for attending the meetings of the Board/ Committees subject to ceiling/limits as provided under Companies Act, 2013 and rules made thereunder. The Nomination and Remuneration Committee recommends and approves the remuneration of Directors and Key Managerial Personnel, subject to approval of board or shareholders, wherever necessary. The Policy on Nomination, remuneration and performance evaluation of Directors, Key Managerial Personnel and other employees of the Company is provided in the website of the Company www.spml.co.in.

(a) Details of the remuneration for the financial year 2022-23

(i) Executive Directors:

Name of Director	Salary (₹)	Commission (₹)	Benefits, Perquisites and Allowances (₹)	Term
Mr. Subhash Chand Sethi	93,53,508	-	-	5 Years w.e.f. 01.01.2020

The above remuneration is excluding the liability towards payment of Personal Accident Insurance Premium and Gratuity.

(ii) Non-Executive Directors:

Sl. No	Name of Director	Sitting Fees (₹)
1	Mr. Prem Singh Rana	3,60,000
2	Mr. Tirudaimarudhur Srivastan Sivashankar	3,50,000
3	Mrs. Pavitra Joshi Singh	2,30,000
4	Ms. Arundhuti Dhar	3,50,000
5	Mr. Sushil Kumar Sethi	-

5. GENERAL BODY MEETINGS

a. Location and time of the last three Annual General Meetings held:

Year	Venue	Date	Time	Special Resolution passed
2022-23	Held through Video Conferencing/ Other Audio Visual Means	30th September, 2023	12:30 PM	-
2021-22	Held through Video Conferencing/ Other Audio Visual Means	26th September, 2022	01:00 PM	-
2020-21	Held through Video Conferencing/ Other Audio Visual Means	29th September, 2021	02:30 PM	1. Shifting of Registered Office of the Company 2. To Disclose the Corrigendum Issued by the Company Pertaining to Extra Ordinary General Meeting held on 25.03.2021 for the Disclosure of Pre and Post Shareholding of Allottees in Case of Conversion of Loan into Equity to Promoters

**Mr. Tumul Maheshwari, Company Secretary in whole-time practice, New Delhi was appointed by the Board as the Scrutinizer for e-voting and remote e-voting process during the Annual General Meetings held for financial year 2022-23 ,2021-22 and 2020-21 in a fair and transparent manner*

b. **Location and the time of Extraordinary General Meetings held during the FY 2023-24:** No Extra General Meeting held during the financial year 2023-24

c. **Detail of Special Resolution passed during FY 2023-24 through Postal Ballot:** There was one Postal Ballot conducted during the FY 2023-24.

Special Resolution Passed through Postal Ballot

Appointment of Ms. Arundhati Dhar as an Independent Director of the Company

d. **Person who conducted the Postal Ballot exercise:** Mr. Tumul Maheshwari, Practicing Company Secretary was appointed as scrutinizer for conducting the postal Ballot in fair and transparent manner.

e. **Whether any Special Resolution is proposed to be conducted through postal ballot:** There are no special resolutions proposed to be conducted through a postal ballot regarding any of the matters to be discussed at the forthcoming AGM.

f. **Procedure for Postal Ballot:** The aforementioned Postal Ballot was conducted solely through the Remote E-Voting process in accordance with the regulations set forth in Sections 108 and 110, as well as other applicable provisions of the Companies Act, 2013 and its corresponding Rules.

Mr. Tumul Maheshwari, Practicing Company Secretary was appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process in fair and transparent manner.

6. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results of the Company are published in leading newspaper usually Business Standard in English & Hindi editions. The financial results, annual report, notices to the shareholders meetings, results of postal ballots, results of e-voting, news releases, press releases, important announcements are sent to the stock exchanges and are also displayed on Company's website at www.spml.co.in.

7. GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting for FY 2023-24

Date	:	20th September, 2024
Time	:	01:00 PM
Venue	:	The Company is conducting meeting through VC/OVAM.

ii) Financial Calendar (tentative)	:	Financial Year- 1st Apr 2024 to 31st Mar 2025 **Adoption of Results for the Quarter ending:** a) 30th Jun 2024 - During August, 2024 b) 30th Sep 2024 – During November, 2024 c) 31st Dec 2024 - During February, 2025 d) 31st Mar 2025- During May, 2025
iii) Dividend Payment Date	:	Not Applicable.
iv) Book Closure Date	:	from 14th September, 2024 to 20th September, 2024 (both days inclusive)
v) Listing on Stock Exchanges	:	**The BSE Limited (BSE)** (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **National Stock Exchange of India Ltd. (NSE),** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 The annual listing fee for the year 2023-24 has been paid to the NSE& BSE. The confirmation of delisting from Calcutta Stock Exchange is awaited.
vi) Stock Code	:	BSE - '500402', NSE - 'SPMLINFRA'
vii) ISIN No	:	INE937A01023

viii) Registrar & Transfer Agents : Maheshwari Datamatics Pvt. Ltd.
23, R.N. Mukherjee Road Kolkata – 700 001
Phone: +91-033-2248 2248
email: mdpldc@yahoo.com

ix) Debenture Trustee : SBICAP Trustee Company Limited
6th Floor, Apeejay House
3, Dinshaw Wachha Road,
Churchgate, Mumbai- 400020

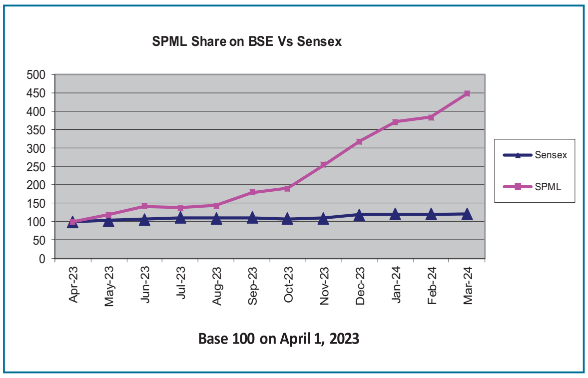
x) Stock Prices data and performance of Company's share prices vis-à-vis Nifty & Sensex;

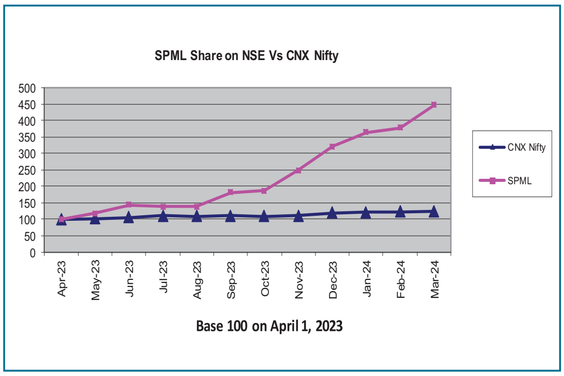
a) Share Price Data at BSE and NSE

₹ Per share

Month	National Stock Exchange		BSE Limited	
	High	Low	High	Low
April, 2023	27.15	16.80	31.38	16.85
May, 2023	37.50	29.60	37.50	30.00
June, 2023	45.40	33.80	44.84	32.53
July, 2023	43.65	34.15	43.08	34.19
August, 2023	44.00	33.60	45.00	33.23
September, 2023	57.20	37.10	56.42	36.30
October, 2023	59.15	47.60	59.84	47.10
November, 2023	78.85	52.55	79.61	52.50
December, 2023	101.30	80.40	100.00	80.70
January, 2024	115.10	87.50	116.58	87.10
February, 2024	119.70	106.50	120.60	106.20
March, 2024	141.05	92.60	140.50	92.65

b) Performance of Company's Share Price (monthly basis) vis-à-vis Sensex and CNX Nifty





xi) Trading of Securities of the Company and detail of suspension during the Financial Year 2023-24

The Equity Shares of the Company were traded continuously at the National Stock Exchange Limited (NSE) and BSE Limited under the Scrip Code "SPMLINFRA" at NSE and "500402" at BSE and there was no event of suspension of trading during the year.

xii) Share Transfer System

The Board has constituted the Stakeholder Relationship Committee and delegated the power of transfer to the Committee. The Committee holds its meeting as and when required, to consider all matters concerning transfer and transaction of shares. The shares received for transfer in physical mode by the Company are transferred expeditiously and the share certificates, duly transferred, are sent to the transferee(s).

The Company obtains from a Company Secretary in practice, yearly certificate of compliance with the share transfer formalities as required under Regulation

40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

xiii) Reconciliation of Share Capital Audit Report

As required under Regulation 76 of SEBI (Depositories and Participants), Regulations, 2018, the reconciliation of share capital audit report on the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") and the total issued and listed capital for each of the quarter in the financial year ended March 31, 2024 was carried out. The audit reports confirm that the total issued / paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

xiv) Distribution of Shareholding by size as on March 31, 2023

Shares held From - To	Number of Shareholders	Number of Shares	% of Total Shares
1- 500	7551	909936	1.86
501-1000	714	599950	1.22
1001-2000	415	651624	1.33
2001-3000	182	476127	0.97
3001-4000	91	336857	0.69
4001-5000	104	489973	1.00
5001-10000	180	1385240	2.83
>10000	269	44128219	90.10
Total	**9506**	**48977926**	**100.00**

xv) Dematerialization of Shares and Liquidity

The Company has arrangements with both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), to establish electronic connectivity for trading of Company's shares. As on 31st March, 2024 Equity Shares of the Company, forming 99.69% of total shareholding stands dematerialized. The International Securities Identification Number (ISIN) allotted to the Company's shares is 'INE937A01023'.

The shares of the Company are traded in compulsory Demat Mode at National Stock Exchange Limited (NSE) and BSE Limited (BSE)

Category	No. of Shares held	% shareholding
Promoter and Promoter Group	19271295	39.35
Financial Institutions / Banks / Foreign Institutional Investors	1145406	2.34
Corporate Bodies	7322348	14.95
Resident Individual	13808026	28.19
Non Resident Individual	410481	0.84
Clearing Members	109063	0.22
Investor Education and Protection Fund Authority	138219	0.28
Foreign portfolio investors category I	200254	0.41
HUF	1078708	2.20
Trusts	250	0.00
Foreign Company	5493876	11.22
Total :	**48977926**	**100.00**

xvii) Outstanding Global Depository Receipt (GDR) or American Depository Receipt (ADR) or Warrants or any convertible instruments: The Company has not issued any GDR, ADR, or Warrant during the financial year 2023-24.

xviii) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities: The Company does not deal with commodities and in the foreign market. Hence, no Commodity price risk or foreign exchange risk was involved during the period under review.

xix) Plant Locations: As the company is in the business of providing infrastructure services, it operates from various project / site offices across India.

xx) Address for Correspondence:

The Shareholders may address their communication / suggestion / grievances / other queries to:

The Company Secretary
SPML Infra Limited
22, Camac Street, Block-A,
3rd Floor, Kolkata- 700016
E-mail: cs@spml.co.in
Website: www.spml.co.in

xxi) Credit Ratings

As the Company account was NPA as on 31st March, 2024 no credit rating has been assigned to the Company.

8. OTHER DISCLOSURES

a. Related Party Transactions:

Pursuant to the provisions of Section 188 of the Companies Act, 2013, rules framed thereunder read with Regulation 23 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the related party transaction entered during the year under review were on an arm's length basis and in the ordinary course of business and have been approved by the Audit Committee as well as Board wherever required.

Further, for the transactions which are repetitive in nature, prior omnibus approval has also been obtained from the Audit Committee. All the Related Party Transactions are placed on quarterly basis before the Audit Committee and Board for their review. The Board has approved and adopted a policy on Related Party Transactions, which is available on the website of the Company at www.spml.co.in.

The significant accounting policies which are applied have been set out in the Notes to Financial Statements. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. The detail on related party transaction has been provided in the Directors Report.

b. Detail of Non Compliance by the Company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital market:

Company has published its financial statement for the quarter and year ended 31st March, 2023 on 13th July, 2023, for which National Stock Exchange and BSE Ltd has imposed a fine of ₹88,500/- (inclusive of GST) for delay in publishing the financial result. Other than above, there were no instances of non-compliance by the Company on any matter related to Capital markets during the last three years and no penalties, strictures imposed on the Company by Stock Exchange, SEBI or any other statutory authority related to capital market during the year under review

c. Detail of Non Compliance under any requirement of Corporate Governance:

There was no instance of non-compliance by the Company on any requirement of Corporate Governance during the year under review.

d. Whistle Blower Policy:

The Company has adopted a Vigil Mechanism/ Whistle Blower Policy as defined under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide a formal mechanism to the Directors and Employees under which they are free to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Policy to the Chairman of the Audit Committee. The Company affirms that no person has been denied access to the Chairman of Audit Committee. The whistle blower policy is available at Company's website at www.spml.co.in.

e. Compliance with mandatory & non-mandatory requirement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

i. Mandatory Requirements:

The Company has complied with all mandatory requirements laid down by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Non Mandatory Requirements:

The Non-mandatory requirements complied with and has been disclosed at the relevant places.

f. Policy for determining material subsidiaries

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at www.spml.co.in.

g. Utilization of funds raised through preferential allotment:

During the year under review the Company has not raised any new fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A). However, Company has converted 1,627,465 Compulsorily Convertible Preference Shares (CCPS) of ₹100/- each into 3,254,930 Equity Shares of the face value of Rs.2/- each at a price of

₹50/- each (including a premium of Rs.48/- each) and converted part of loan of Unsecured Financial Creditors into 2,742,790 equity Shares of the face value of ₹2/- each at an issue price of ₹57/- each (including a premium of ₹55/- each) aggregating to ₹1,563.39 Lakh.

h. Certificate from Practicing Company Secretary:

A Certificate from Mr. Tumul Maheshwari, Practicing Company Secretary has been received that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

i. Detail of any instances for not accepting any recommendations of any committee by the Board:

During the financial 2023-24, there was no instances recorded where the Board of the Company has not accepted any recommendations of any committee.

j. Details of fees paid to Statutory Auditors

During the Financial year 2023-24, a total fees of ₹44,25,629/- for all services was paid by the Company and its Subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of the statutory auditor.

k. Disclosure in relation to sexual harassment of women at workplace

During the year under review Company has not received any complaint from any of the women employee in relation to Sexual Harassment of Women at Workplace (prevention, Prohibition and Redressal) Act, 2013.

The status of complaints received, disposed of and pending during the FY 2023-24 is as under:

(a) No. of complaints filed during the financial year: Nil

(b) No. of complaints disposed of during the year: Nil

(c) No. of complaints pending as on end of the financial year: Nil

l. Compliance with regard to dealing with Unclaimed Shares pursuant to Section 124 and SEBI's Listing Regulations - Uniform Procedure for Unclaimed Shares:

Pursuant to the General Circulars issued by the Ministry of Corporate Affairs with respect to Section 124 (6) of the Companies Act, 2013 read with Rules made thereunder in relation to transfer of unclaimed shares to Investor Education and Protection Fund (IEPF), the Company has complied with all the required formalities by transferring the Unclaimed Shares in pursuance of the requirements of the aforesaid rules.

m. Disclosure under Regulation 30 and 46 of SEBI Listing Regulations regarding certain agreements with the media companies:

Pursuant to the requirement of Regulation 30 of the SEBI Listing Regulations, the Company would like to inform that no agreement(s) have been entered with media companies and/or their associates which has resulted/ will result in any kind of shareholding in the Company and consequently any other related disclosures viz., details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable.

9. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

Not Applicable

10. DISCRETIONARY REQUIREMENTS:

(a) **The Board:** As the Chairman of the Board is an Executive Director and therefore, the discretionary requirements for re-imbursement of expenses incurred in performance of his duties is not applicable.

(b) **Shareholder's Right:** The quarterly and half yearly financial results of the Company are published in the newspaper and also posted on the website of the Company.

(c) **Modified Opinion in the Auditor's Report:** The financial Statement of the Company for the year ended 31st March, 2024 contains unmodified audit opinion.

(d) **Separate post of Chairman & CEO:** The Post of Chairperson of the Company is separate from the post of Managing Director or Chief Executive officer.

(e) **Reporting of Internal Auditor:** The Internal Auditor of the Company makes half yearly/yearly presentation to the Audit Committee on their reports.

11. CEO / CFO CERTIFICATION

The Wholetime Director and CFO have certified to the Board in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to CEO / CFO certification for the financial year ended 31st March, 2024.

12. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required by as per Part E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate is annexed to this report.

13. CODE OF CONDUCT

The SPML Code of Business Conduct and Ethics, as adopted by the Board of Directors is a comprehensive Code applicable to all executive and non-executive directors and members of Senior Management. A copy of the Code has been put on the Company's website www.spml.co.in and circulated to all members of the Board and Senior Management.

A declaration by the Whole Time Director of the Company that all the Board members and senior management personnel have affirmed compliance with Company's Code of Conduct forms part of this report.

For SPML Infra Limited

Subhash Chand Sethi
Chairman
DIN 00464390

Place: Kolkata
Date: 12th August, 2024

DECLARATION BY THE WHOLE TIME DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the SPML Code of Business Conduct and Ethics as applicable to them for the financial year 2023-24.

For SPML Infra Limited

Subhash Chand Sethi
Whole-Time Director
DIN 00464390

Place: Kolkata
Date: 12th August, 2024

CEO/CFO CERTIFICATION

To,
The Board of Directors
SPML Infra Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and to the best of our knowledge and belief:

    a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

    b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee that:

    i. there are no significant changes in internal control over financial reporting during the year;

    ii. there are no significant changes in accounting policies during the year; and

    iii. there are no instances of significant fraud of which we have become aware.

Place: Kolkata
Date: 30th May, 2024

Subhash Chand Sethi
Whole Time Director

Manoj Kumar Digga
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
SPML INFRA LIMITED
F-27/2, Okhla Industrial Area, Phase-II,
New Delhi–110020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SPML INFRA LIMITED having CIN L40106DL1981PLC012228 and having registered office at F-27/2, Okhla Industrial Area, Phase-II, New Delhi–110020 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me / us by the Company & its officers, I, hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	SHRI SUSHIL KUMAR SETHI	00062927	27/08/1981
2	SHRI SUBHASH CHAND SETHI (Whole-Time Director)	00464390	01/06/1984
3	SHRI PREM SINGH RANA	00129300	10/02/2014
4	SMT. PAVITRA JOSHI SINGH	08355578	25/02/2019
5	SHRI SRIVATSAN SIVASHANKAR TIRUVIDAIMARUDHUR	02720714	08/06/2021
6	SMT. ARUNDHUTI DHAR	03197285	13/02/2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MT & Co.
Company Secretaries

(Tumul Maheshwari)
Proprietor
ACS-16464
C.P. No. 5554
ICSI PR-1749/2022

Place: Delhi
Date: 08/08/2024
UDIN No.A016464F000931862

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

SPML Infra Limited

We have examined the compliance of conditions of Corporate Governance by SPML Infra Limited ("the Company") for the year ended 31st March 2024, as stipulated under Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(the "SEBI Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Maheshwari & Associates
Chartered Accountants
Firm Registration No 311008E

CA Bijay Murmuria
Partner
Membership No 055788
UDIN no.: 24055788BKFEMH8285

Place: Kolkata
Date: 12th August, 2024

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of SPML Infra Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SPML Infra Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors in respect of certain joint operations, as referred to in the *Other Matters* section of our report below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act, of the state of affairs of the Company as at 31st March, 2024, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.* We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matters

We draw attention to the following notes to the standalone financial statements:

(i) Note no. 16.1, regarding the Company entering into a Master Restructuring Agreement with National Asset Reconstruction Company Ltd.('NARCL'), towards restructuring of it's debt and matters incidental thereto, including the accounting aspects thereof.

(ii) Note no. 30 regarding details of Exceptional Items.

(iii) Note no.15.1 regarding certain debts availed by the Company forming part of "Other Equity" as at 31st March, 2024, as equity shares/warrants were allotted there against on 23rd May, 2024 by the Company.

(iv) Note no. 43, regarding uncertainties relating to the recoverability of certain trade & other receivables as at 31st March, 2024 and recognition of interest income thereon, arising out of arbitration awards pronounced in favour of the Company.

(v) Note no. 46, regarding postponement of recognition of income from interest on unsecured loans given to certain subsidiaries, joint ventures and associates which are impaired fully/partially by way of expected credit losses.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matter to be communicated in our report.

Key Audit Matters	Auditor's response
Accounting and other related matters, pursuant to acquisition of entire secured debt of the Company from the SBI consortium by NARCL and subsequent restructuring of the debt by NARCL, as per the terms of the Master Restructuring Agreement ('MRA') (refer Note no. 16.1 to the standalone financial statements) The Company had availed financial assistance from a consortium of banks, with the State Bank of India being the lead bank ('SBI consortium') and had been under financial stress, thereby facing difficulty in servicing the existing facilities extended by the SBI consortium. NARCL,	Principal Audit Procedures: Our audit procedures included but were not limited to the following in relation to accounting of debt restructuring and the treatment of resultant gains/losses arising therefrom: • Assessed the appropriateness of the design and implementation of the Company's key internal controls relating to accounting, measurement, de-recognition and initial recognition of specific debt and specific arbitration awards and claims as per the terms of the MRA. • Obtained an understanding of the terms of the Assignment Agreement, Sanction letter and the MRA, from the management.

Key Audit Matters	Auditor's response
vide Assignment Agreement dated 29th August, 2023, acquired the entire secured debt of the Company from the SBI consortium, amounting to ₹260,451.65 lakhs Thereafter, further to the discussions between the Company and NARCL, the latter agreed to restructure the aforesaid debt of the Company pursuant to which a sanction letter dt. 14th March, 2024 was issued which was accepted by the Company and thereafter, an MRA dt. 17th May, 2024 was executed between the Company and NARCL to give effect to the restructuring of the debt as encapsulated in the aforesaid sanction letter Giving effect to the aforesaid restructuring in the books of account involved, inter alia, derecognition of certain existing liabilities/ assets and recognition of new liabilities/ assets, resultant gains due to revision of terms of facilities and derecognition/recognition of liabilities and assets, valuation aspects of new liabilities/assets recognized in the books, classification of certain transactions as exceptional items and many such incidental matters. The accounting treatment with respect to the aforesaid matters involved exercise of significant judgement by management and management's experts. Considering the complexities involved and material impact on the standalone financial statements for the current year, this area is significant to our audit and has accordingly been considered as key audit matter.	• Reviewed the terms of the Sanction Letter and the MRA to assess whether the accounting towards de-recognition of specific debt and initial recognition of new debt was in accordance with the criteria given under the Indian Accounting Standards ('Ind AS'), more particularly under Ind AS 109, ' Financial Instruments'. • Verified that the accounting treatment for revision in the terms of original facilities is in accordance with Ind AS 109; and • Evaluated the appropriateness and adequacy of the disclosures in the standalone financial statements in accordance with the applicable Ind AS.

Information other than the Standalone Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

  We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

  We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

  From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements / financial information of 4 (four) joint operations included in the standalone financial statements, whose financial statements/ financial information reflect total assets of ₹9,925.67 lakhs as at 31st March, 2024, total revenues of ₹32,492.84 lakhs and total net profit after tax of ₹47.14 lakhs for the year ended on that date, as considered in the standalone financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Company's management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of these joint operations, is based solely on the audit reports of such other auditors and on the procedures performed by us as stated in the section Auditor's Responsibilities for the Audit of the Standalone Financial Statements hereinabove.

b. We did not audit the financial statements / financial information of 5 (five) joint operations included in the standalone financial statements, whose financial statements/ financial information reflect total assets of ₹1,639.85 lakhs as at 31st March, 2024, total revenues of ₹5,723.52 lakhs and total net loss after tax of ₹2.13 lakhs for the year ended on that date, as considered in the standalone financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the Company's management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of these joint operations, is based solely on such un-audited financial statements/financial information. According to the information and explanations given to us by the Company's management, these financial statements/ financial information are not material to the Standalone Financial Statements.

c. Owing to non-availability of financial statements/financial information/financial results of 3 (three) joint operations, the same were not included in the standalone financial statements. According to the information and explanations given to us by the Company's management, such financial statements/financial information/financial results are not material to the Standalone Financial Statements.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in **"Annexure – A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended ;

   e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.;

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure - B"** ;

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note no. 31 to the standalone financial statements;

      ii. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including a foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including a foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.

      v. No dividend has been declared or paid during the year by the Company. Hence, compliance with Section 123 of the Act is not applicable.

vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended 31st March, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March , 2024.

3. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 read with Schedule V to the Act

For **Maheshwari & Associates**
Chartered Accountants
FRN: 311008E

CA. Bijay Murmuria
Partner
Membership No.: 055788
UDIN no.: 24055788BKFELN4633

Place: Kolkata
Date: 30th May, 2024

Annexure-A to the Independent Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date, to the members of SPML Infra Limited on the standalone financial statements for the year ended March 31, 2024]

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment under which they are verified in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, Plant and Equipment were physically verified by the management and no material discrepancies between the book records and the physical inventory have been noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the standalone financial statements and included under the head 'Property, Plant and Equipment', are held in the name of Company as at the balance sheet date.

(d) Amongst it's Property, Plant and Equipment (including Right of Use assets) and Intangible Assets, the Company has revalued ' Freehold Land ' and ' Buildings ' during the year, based on the valuation by a Registered Valuer (note no 3) to the financial statements may be referred to in this regard). The amount of decrease in value is ₹5,102.01 lacs in respect of Freehold Land and ₹239.08 lacs in respect of Buildings, which is more than 10% in the aggregate of the net carrying value of each of the said class of Property, Plant and Equipment.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and the coverage and procedure of such verification by the management seems to be appropriate; no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification.

(b) The Company had availed financial assistance from a consortium of banks (including sanctioned working capital limits in excess of five crore rupees, in aggregate), with the State Bank of India being the lead bank ('SBI consortium') and it had been under financial stress, thereby facing difficulty in servicing the existing facilities extended by the SBI consortium. National Asset Reconstruction Co. Ltd. ('NARCL'), vide an Assignment Agreement dated 29th August, 2023, acquired the entire secured debt of the Company from the SBI consortium. Thereafter, further to the discussions between the Company and NARCL, the latter agreed to restructure the aforesaid debt of the Company pursuant to which a sanction letter dt. 14th March, 2024 was issued which was accepted by the Company and thereafter, a Master Restructuring Agreement dt. 17th May, 2024 was executed between the Company and NARCL to give effect to the restructuring of the debt as encapsulated in the aforesaid sanction letter. As explained and represented to us by the Company, since the Company's borrowal facilities with SBI Consortium stood classified as non-performing assets during the year (till the date of the aforesaid Assignment by SBI Consortium in favour of NARCL), the company has not filed any quarterly returns or statements with such banks during the financial year. Note no. 16.1 to the financial statements may also be referred to in this regard.

iii. (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In our opinion, the investments made by the Company are prima facie not prejudicial to the Company's interest. The Company has not provided any guarantees or given any security; the terms and conditions of grant of certain loans to companies which are 'related parties' are prima facie prejudicial to the Company's interest on account of the fact that they are unsecured and were granted at rates of interest which are lower than the cost of funds to the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated but in some cases the repayments of principal and receipts of interest are irregular.

(d) In respect of loans granted by the Company, there is no overdue for more than ninety days as at the balance sheet date.

(e) There were no loans or advances in the nature of loan granted to any parties which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.

(iv) In our opinion, Company has complied with the provisions of section 185 and 186 of the Act, to the extent applicable, in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The Company is required to maintain cost records under sub-section (1) of section 148 of the Act. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records u/s 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

vii. (a) Undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they become payable are as follows :

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Due date	Date of payment
Professional Tax	Professional Tax	10.38	June 2016 to August 2023	15th day of the subsequent month	Not yet paid
Employee State Insurance,1948	Employee State Insurance Dues	18.93	June 2016 to August 2020	15th day of the subsequent month	Not yet paid
Gujarat Value Added Tax Act, 2003	Works Contract Tax	3.82	Apr 2017 to June 2017	15th day of the subsequent month	Not yet paid
Uttar Pradesh Value Added Tax Act, 2008	Works Contract Tax	3.17	Mar 2016 to June 2017	15th day of the subsequent month	Not yet paid
Delhi Value Added Tax Act, 2005	Works Contract Tax	11.94	Apr 2017 to June 2017	15th day of the subsequent month	Not yet paid
Jharkhand Value Added Tax Act, 2005	Works Contract Tax	4.19	Apr 2017 to June 2017	15th day of the subsequent month	Not yet paid
Tripura Value Added Tax Act, 2005	Works Contract Tax	1.22	Apr 2017 to June 2017	15th day of the subsequent month	Not yet paid
Bihar Value Added Tax Act, 2005	Works Contract Tax	124.48	Apr 2015 to August 2016	15th day of the subsequent month	Not yet paid
Rajasthan Value Added Tax Act, 2003	Works Contract Tax	2.09	Apr 2017 to June 2017	15th day of the subsequent month	Not yet paid
The Orissa Value Added Tax Act, 2004	Works Contract Tax	1.76	Apr 2015 to June 2017	15th day of the subsequent month	Not yet paid

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited with the appropriate authorities as on March 31, 2024, on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Amount paid under Protest (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Non production of C and E forms	105.10	-	FY 2005-06	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Central Sales Tax Act, 1956	Claim exemption u/s 6(2)of Central Sales Tax Act,1956	293.97	-	FY 2007-08	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
West Bengal Value Added Tax Act, 2003	Non production of C and E forms	105.34	-	FY 2007-08	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Central Sales Tax Act, 1956	Claim exemption u/s 6(2)of Central Sales Tax Act,1956	404.98	-	FY 2008-09	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Central Sales Tax Act, 1956	Non production of C and E forms	285.55	-	FY 2009-10	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
West Bengal Value Added Tax Act, 2003	Denial of deduction u/s18(2) of the WB VAT Act	335.63	-	FY 2009-10	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
West Bengal Value Added Tax Act, 2003	Exemption under RGGVY scheme & Denial of deduction u/s18(2) of the WB VAT Act	95.74	-	FY 2008-09	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
West Bengal Value Added Tax Act, 2003	Disallowance of input tax credit , interest charged and demand of purchase and output tax	75.27	-	FY 2012-13	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Bihar VAT Act, 2005	Disallowance of labour component	43.13	-	FY 2007-08	JCCT Appeals, Patna
Bihar VAT Act, 2005	Denied the exemption u/s 6(2) of the CST Act, on the grounds of pre-determined sales and non-production of statutory forms	234.27	-	FY 2010-11	JCCT Appeals, Patna
Central Sales Tax Act, 1956	Our CST Sales u/s 6(2) IS accepted and taxed where Form C and E1 are due to be received and produced, interest added	82.12	-	FY 2011-12	JCCT Appeals, Patna
UP VAT Act, 2008	Tax Liability on Exempted project RGGVY sales	44.13	8.82	FY 2007-08	Additional Commissioner, Agra
Jharkhand VAT Act, 2005	Tax Demand on receipts and suppression of turnover	193.41	-	FY 2005-06 to 2010-11	JCCT (Appeals) Jamshedpur
Jharkhand VAT Act, 2005	Tax Demand on receipts and suppression of turnover	38.24	-	FY 2011-12	JCCT (Appeals) Jamshedpur
Central Sales Tax Act, 1956	Tax Demand on receipts and suppression of turnover	61.53	-	FY 2011-12	JCCT (Appeals) Jamshedpur
Delhi VAT Act, 2004	Miscellaneous Demand	26.00	-	FY 2012-13	Commissioner DVAT, Delhi
Rajasthan VAT Act, 2003	Tax liability on interstate Sales	9.37	-	FY 2009-10	Deputy Commissioner, Appeals-II Jaipur
Rajasthan VAT Act, 2003	Tax liability on interstate Sales	110.64	-	FY 2011-12	Deputy Commissioner, Appeals-II Jaipur

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Amount paid under Protest (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Bihar VAT Act, 2005	Denied the exemption u/s 6(2) of the CSTAct, on the grounds of pre-determined sales and non-production of statutory forms	163.49	20.00	FY 2013-14	JCCT Appeals, Patna
Finance Act, 1994	Service Tax	23.13	-	FY 2005-06 to 2006-07	Commissioner Service Tax, Kolkata
West Bengal Value Added Tax Act, 2003	CST 6(2) sales taxed under VAT Act at full rate.	1,132.94		FY 2016-17	Sr JCCT, Appeals, Commercial Taxes, Kolkata
Central Sales Tax Act, 1956	Non submission of “C” forms and “E” forms	91.44		FY 2014-15	Appeal filed at JCCT – Patna

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) As detailed in clause (ii)(b) aforesaid, the Company had availed loans or other borrowings from the SBI consortium, which stood classified as non-performing assets during the year (till 29th August, 2023 i.e. the date of Assignment thereof by SBI Consortium in favour of NARCL). Subsequently, the aforesaid debt was restructured by NARCL pursuant to which a sanction letter dt. 14th March, 2024 was issued which was accepted by the Company and thereafter, a Master Restructuring Agreement dt. 17th May, 2024 was executed between the Company and NARCL to give effect to the restructuring of the debt as encapsulated in the aforesaid sanction letter. The said restructuring was given effect to in the books of accounts during the year and as at March 31, 2024, the Company is not in default in respect of repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) As represented to us by the management, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion, prima facie, the term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, prima facie no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person specifically on account of or to meet the obligations of its subsidiaries or associates.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence reporting under clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) As represented to us by the management, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there were no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit in determining the nature, timing and extent of our audit procedures.

(xv) As represented to us by the management, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As represented to us by the management, the Group does not have any CIC as part of the Group.

(xvii) The Company has not incurred a cash loss in the financial year covered by our audit but has incurred a cash loss of ₹24,648.87 lakhs in the immediately preceding financial year. The aforesaid figure in respect of the immediately preceding financial year has been arrived at after considering the effect of the quantified qualifications in the audit report for the said year. The effect of the unquantified qualifications in the audit report for the immediately preceding financial year has not been taken into consideration for the purpose of making comments in respect of this clause.

(xviii) There has been no resignation of the statutory auditors during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing as at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due. Note no 16.1 to the financial statements may also be referred to in this regard.

(xx) (a) There is no unspent amount towards Corporate Social Responsibility ('CSR') in respect of 'other than ongoing projects', requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) There is no unspent amount towards CSR in respect of 'ongoing project', requiring a transfer to a special account in compliance with the provisions of sub-section (6) of Section 135 of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

For **Maheshwari & Associates**
Chartered Accountants
FRN: 311008E

CA. Bijay Murmuria
Partner
Membership No.: 055788
UDIN no.: 24055788BKFELN4633

Place: Kolkata
Date: 30th May, 2024

Annexure-B to the Independent Auditors' Report of SPML Infra Limited

[Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section in our Independent Auditors' Report of even date to the members of SPML Infra Ltd. on the standalone financial statements for the year ended 31st March, 2024]

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of **SPML Infra Limited** ("the Company") as of 31stMarch, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March, 2024, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Maheshwari & Associates**
Chartered Accountants
FRN: 311008E

CA. Bijay Murmuria
Partner
Membership No.: 055788
UDIN no.: 24055788BKFELN4633

Place: Kolkata
Date: 30th May, 2024

BALANCE SHEET
as at March 31, 2024

₹ In Lakhs

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	317.99	8,949.22
(b) Right of Use Assets	4	-	2.78
(c) Intangible Assets	5	41.60	50.86
(d) Financial Assets			
(i) Investments	6	7,377.85	9,897.24
(ii) Trade Receivables	7	26,455.04	26,182.14
(iii) Loans	8	6,784.85	11,221.04
(iv) Other Financial Assets	10	2,215.32	3,360.86
(e) Deferred Tax Assets	39	11,741.92	11,853.20
(f) Other Non-Current Assets	11	37,982.92	37,109.86
		92,917.49	**1,08,627.20**
Current assets			
(a) Inventories	12	3,738.33	9,243.53
(b) Financial Assets			
(i) Trade Receivables	7	31,864.70	37,220.88
(ii) Cash and Cash Equivalents	13	22,673.32	1,817.97
(iii) Other Bank Balances	9	566.90	270.27
(iv) Other Financial Assets	10	17,835.87	23,453.05
(c) Other Current Assets	11	11,785.02	82,587.80
		88,464.14	**1,54,593.50**
Assets classified as held for sale	3	2,989.33	-
TOTAL ASSETS		**1,84,370.96**	**2,63,220.70**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	1,066.00	994.90
(b) Compulsorily Convertible Preference Share Capital	14	-	1,777.47
(c) Other Equity	15	49,823.03	32,174.13
TOTAL EQUITY		**50,889.03**	**34,946.50**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	32,050.88	59,303.87
(ii) Trade Payables	17		
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
- Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		16,885.51	9,403.53
(iv) Other Financial Liabilities	18	26,031.37	9,638.13
(b) Provisions	19	241.86	261.57
		75,209.62	**78,607.10**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	23,740.49	1,11,070.29
(ii) Lease Liability	21	-	2.44
(iii) Trade Payables	17		
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		1,643.12	1,103.84
- Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		24,260.87	31,323.49
(iv) Other Financial Liabilities	18	7,064.00	3,925.63
(b) Other Current Liabilities	22	1,422.63	2,114.44
(c) Provisions	19	141.20	126.97
		58,272.31	**1,49,667.10**
TOTAL LIABILITIES		**1,33,481.93**	**2,28,274.20**
TOTAL EQUITY AND LIABILITIES		**1,84,370.96**	**2,63,220.70**

Notes forming part of Financial Statements 1 to 56

This is the Balance Sheet referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788
Place: Kolkata
Date: May 30, 2024

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

₹ In Lakhs

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	23	1,31,838.40	87,779.58
Other Income	24	1,292.86	1,931.21
Total Income		**1,33,131.26**	**89,710.79**
Expenses			
Materials consumed and other construction expenses	25	1,01,480.94	76,478.37
Employee Benefits Expense	26	2,407.19	2,648.06
Finance Costs	27	5,679.26	4,982.83
Depreciation and Amortisation expenses	28	208.45	297.51
Other Expenses	29	21,476.55	5,038.03
Total Expenses		**1,31,252.39**	**89,444.80**
Profit/(Loss) before Exceptional items & Tax		**1,878.87**	**265.98**
Exceptional Items	30	193.38	-
Profit/(Loss) before Tax		**2,072.25**	**265.98**
Tax Expenses			
Current tax		-	54.94
Deferred tax credit (net)		120.63	-
Income Tax Expense		**120.63**	**54.94**
Total Net Profit/ (Loss) after Tax		**1,951.62**	**211.04**
Other Comprehensive Income/ (Expenses)			
Items not to be reclassified subsequently to Profit or Loss			
- Gain/(Loss) on fair value of defined benefit plans		(29.97)	10.31
- Income Tax relating to items that will not be reclassified to Profit and Loss		9.35	(3.22)
Total Other Comprehensive Income /(Expenses)		**(20.62)**	**7.09**
Total Comprehensive Income/(Loss) for the year, net of tax		**1,931.00**	**218.14**
(i) Basic earnings per share **(ii) Diluted earnings per share**	41	3.98 3.87	0.44 0.44

Notes forming part of Financial Statements 1 to 56

This is the Statement of Profit and Loss referred to in our report of even date

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: May 30, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

STATEMENT OF CHANGES IN EQUITY
for the year ended March 31, 2024

A) Equity Share Capital (also refer Note 14)

₹ In Lakhs

Particulars	Subscribed and Fully Paid-up
Balance as at March 31, 2023	**994.90**
Changes in equity share capital during the year	71.10
Balance as at March 31, 2024	**1,066.00**

B) Preference Share Capital (also Refer Note 14)

Particulars	Subscribed and Fully Paid-up
Balance as at March 31, 2023	**1,777.47**
Conversion of CCPS into Equity	1,777.47
Balance as at March 31, 2024	**-**

C) Other Equity (also Refer Note 15)

₹ In Lakhs

Particulars	Reserves and Surplus					Share application money pending allotment	Money received against share warrants	Total
	Capital Reserve	Securities Premium	General Reserve	ESOP Reserve	Retained earnings			
Balance as at March 31, 2023	**885.73**	**19,666.70**	**5,929.05**	**-**	**5,692.66**	**-**	**-**	**32,174.13**
Profit for the year	-	-	-		1,951.62			**1,951.62**
Other Comprehensive Income for the year, net of tax	-	-	-		(20.62)			**(20.62)**
Total Comprehensive Income for the year, net of tax	**-**	**-**	**-**		**1,931.00**			**1,931.00**
Issue of equity shares	**-**	**1,706.37**	**-**	**131.71**	**-**	**10,392.32**	**3,487.50**	**15,717.90**
Balance as at March 31, 2024	**885.73**	**21,373.07**	**5,929.05**	**131.71**	**7,623.66**	**10,392.32**	**3,487.50**	**49,823.03**

Notes forming part of Financial Statements 1 to 56

This is the Statement of Changes in Equity referred to in our report of even date

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: May 30, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

STATEMENT OF CASH FLOW

for the year ended March 31, 2024

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Total Profit / (Loss) before tax	**2,072.25**	**265.99**
Adjustments for:		
Depreciation and Amortisation expenses	208.45	297.51
Interest Expenses	4,593.82	4,830.08
Commission income	(53.90)	(242.67)
Trade Receivables written off	6,679.40	101.03
Loans written off	941.97	-
Impairment of investment in equity shares & NCDs of subsidiaries and associates	4,465.29	255.70
Property, Plant and equipment written off	108.35	-
Inventory written off	1,044.01	-
Impairment of inventory	-	1,042.44
Share-based compensation expenses	131.71	-
ECL on Trade Receivable (net of reversals)	6,021.47	788.53
Profit on sale of property plant and equipment	(1.33)	(264.11)
Profit on sale of Investment	210.46	-
Liabilities no longer required written back	(1,591.46)	(626.52)
Unbilled Revenue written Off	69,934.62	-
Impairment of Assets held for Sale	5,341.08	-
Gain on Sustainable and unsustainable Debt	(75,029.92)	-
Interest Income	(224.78)	(386.85)
Operating Profit before Working Capital changes	**24,851.48**	**6,061.13**
Adjustments for:		
Increase/(Decrease) in trade payables	1,913.75	5,162.68
Increase/(Decrease) in provisions	(35.46)	(56.37)
Increase/(Decrease) in other current liabilities	19,879.17	3,603.36
Decrease/(Increase) in trade receivables	2,532.40	(9,951.80)
Decrease/(Increase) in inventories	4,461.19	(1,262.91)
(Increase)/Decrease in loans and advances	235.12	757.16
(Increase)/Decrease in other current assets	(7,048.00)	4,601.36
Cash generated/(used) from operations	**46,789.66**	**8,914.61**
Taxes Paid (net of refunds)	2,199.71	(1,567.78)
Net Cash generated/(used) from Operating Activities	**48,989.37**	**7,346.83**

STATEMENT OF CASH FLOW for the year ended March 31, 2024 (Contd..)

₹ In Lakhs

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of PPE including capital work in progress	(8.10)	(62.84)
	Proceeds from sale of PPE	5.49	446.57
	Fixed Deposits encashed/ (invested)	(2,077.06)	(3,464.13)
	Loans (given) / repayment received	1,403.86	329.90
	Interest received	224.78	386.85
	Net Cash generated/(used) in Investing Activities	**(451.03)**	**(2,363.65)**
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Net movement in Long Term Borrowings	62,293.12	(161.08)
	Net movement in Short Term Borrowings	(87,329.80)	(2,122.07)
	Interest paid	(5,635.63)	(4,824.58)
	Net Cash generated/(used) in Financing Activities	**(30,672.31)**	**(7,107.73)**
D.	**Net movement relating to Assets Clasified as held for sale**	2,989.33	-
	Net Increase/(Decrease) in Cash & Cash Equivalents	**20,855.35**	**(2,124.55)**
	Cash & Cash Equivalents at the beginning of the year	1,817.97	3,942.52
	Cash & Cash Equivalents at the end of the year	**22,673.32**	**1,817.97**

Note:

Statement of Cash Flows has been prepared under the indirect method as set out in the Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

This is the Statement of Cash Flow referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: May 30, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

1. CORPORATE INFORMATION

SPML Infra Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on premier stock exchanges of India viz. BSE Limited and National Stock Exchange of India Limited. The Company is engaged in the business of infrastructure development which inter-alia includes water management, water infrastructure development, waste water treatment, power generation, transmission and distribution, solid waste management, and other civil infrastructures.

These standalone financial statements for the year ended March 31, 2024 have been approved by the Board of Directors on May 30, 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

(i) Basis of Preparation and compliance with the Indian Accounting Standards (Ind AS)

These financial statements for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

(ii) Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets & liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

(iii) Current and Non-current classifications

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent treated as current unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

(iv) Basis of Measurement

These Ind AS Financial Statements have been prepared on an accrual basis of accounting and going concern basis using historical cost convention, except for certain financial instruments measured at fair value, Freehold Land measured at Fair value and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS (refer Accounting Policies for Financial Instruments, Property, Plant and Equipment and Employee Benefits).

(v) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional and presentation currency.

(vi) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

(vii) Intangible Assets and Amortisation

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The Company's intangible assets constitutes software which has finite useful economic lives and these are amortised on a straight line basis, over their useful life of 5 years. The amortisation period and the amortisation method are reviewed at the end of each reporting period.

(viii) Depreciation/Amortisation

Depreciation on items of Property, Plant & Equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.

The Company has used the following useful economic lives to provide depreciation on its property, plant & equipment:

Block of Assets	Useful economic life (in years)
Buildings (including temporary structure)	3- 60
Furniture & Fixtures	10
Plant & Equipment	9- 20
Computers	3 - 6
Vehicles	8- 10
Office Equipment	5
Software (Intangible asset)	5

The useful economic lives of buildings and plant and equipment as estimated by the management and supported by independent assessment by professionals, are lower than those indicated in Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed and adjusted, if appropriate, at the end of each reporting period.

The Company's intangible assets constitutes software which has finite useful economic lives and these are amortised on a straight line basis, over their useful life of 5 years. The amortisation period and the amortisation method are reviewed at the end of each reporting period.

(ix) Impairment of Property, Plant & Equipment and Intangible Assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

(x) Borrowing Costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings measured at Effective Interest rate (EIR).\

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset.

All other borrowing costs are expensed in the period they are incurred.

(xi) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

Financial Assets:

a) Classification

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

b) Initial Recognition

Financial assets are recognised initially at fair value considering the concept of materiality. Transaction costs that are directly attributable to the acquisition of the financial asset (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial assets.

c) Subsequent Measurement of Financial Assets

Financial assets are subsequently measured at amortised cost if they are held within a business whose objective is to hold these assets in order to

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are subsequently measured at fair value through other comprehensive income (FVTOCI), if it is held within a business model whose objective is achieved by both from collection of contractual cash flows and selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Further equity instruments where the company has made an irrevocable election based on its business model, to classify as instruments measured at FVTOCI, are measured subsequently at fair value through other comprehensive income.

d) Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

In accordance with Ind AS 109: Financial Instruments, the Company recognises impairment loss allowance on trade receivables based on historically observed default rates. Impairment loss allowance recognised during the year is charged to the Statement of Profit and Loss.

e) Derecognition of financial assets

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

  When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Financial Liabilities:

a) Classification

The company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost using the effective interest method.

The classification depends on the entity's business model for managing the financial liabilities and the contractual terms of the cash flows.

b) Initial Recognition

Financial liabilities are recognised at fair value on initial recognition considering the concept of materiality. Transaction costs that are directly attributable to the issue of financial liabilities, that are not at fair value through profit or loss are reduced from the fair value on initial recognition.

c) Subsequent Measurement of Financial Liabilities

The measurement of financial liabilities depends on their classification, as described below:

Amortised cost: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

d) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of Financial Instruments

The Company offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(xii) Inventories

Materials, components and stores & spares to be used in contracts are valued at lower of cost, or net realisable value. Cost is determined on weighted average basis.

Net Realisable Value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

(xiii) Cash & Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(xiv) Revenue Recognition

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" effective April 1, 2018. Ind AS 115 supersedes Ind AS 11 "Construction Contracts" and Ind AS 18 "Revenue". The Company has applied Ind AS 115 using the modified retrospective method and the cumulative impact of transition to Ind AS 115 has been adjusted against the Retained earnings as at April 1, 2018. Accordingly, the figures of the previous year are not restated under Ind AS 115.

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party.

Significant judgments are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.
2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

(I) Revenue from operations

a) Revenue from contracts for supply/ commissioning of complex plant and equipment and other project related activity is recognised as follows:

Contract revenue is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. Impairment loss (termed as provision for foreseeable losses in the financial statements) is recognised in profit or loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the company expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfill such remaining performance obligations). In addition, the Company recognises impairment loss (termed as provision for expected credit loss on contract assets in the financial statements) on account of credit risk in respect of a contract asset using expected credit loss model on similar basis as applicable to trade receivables.

For contracts where the aggregate of contract cost incurred to date plus recognised profits

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

(or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Unbilled Revenue". For contracts where progress billing exceeds the aggregate of contract costs incurred to-date plus recognised profits (or minus recognised losses, as the case may be), the surplus is shown as contract liability and termed as "Due to customers". Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer". The amounts billed on customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as trade receivables when it becomes due for payment.

b) Commission income is recognised as and when the terms of the contract are fulfilled.

(II) Other income

Interest income on investments and loans is accrued on a time basis by reference to the principal outstanding and the effective interest rate including interest on investments classified as fair value through profit or loss or fair value through Other Comprehensive Income. Interest receivable on customer dues is recognised as income in the Statement of Profit and Loss on accrual basis provided there is no uncertainty towards its realisation.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The same is disclosed under Other Current Financial Assets.

Trade Receivable

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract. The same is disclosed under Other Current Liabilities

(xv) Liquidated Damages

No provision is made for liquidated damages deducted by the customers, wherever these have been refuted by the Company and it expects to settle them without any loss. Pending settlement of these claims, the relative trade receivables are shown in the accounts as fully recoverable and the corresponding amounts are reflected as contingent liability.

(xvi) Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating lease.

The Company as lessee:

The Company's lease asset classes primarily consist of leases for buildings or part thereof. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with low-value assets and short-term leases (i.e., leases with a lease term of 12 months or less). For these short term and low value leases, the Company recognises the lease payments as an operating expense over the term of the lease.

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability i.e. the present value of future lease payment, adjusted for any lease payment made at or prior to the commencement date of lease plus any initial direct costs less any lease incentive. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using interest rate implicit in the lease or if not readily determinable using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease payments are apportioned between finance expenses and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Contingent rentals are recognised as expenses in the periods in which they are incurred. In the event that lease incentives are received to enter into lease, such incentives are adjusted towards right-of-use-asset.

Lease liability and right-of-use assets have been separately presented in the Balance Sheet.

(xvii) Foreign Currency Translations

Initial Recognition

In the financial statements of the Company, transactions in foreign currencies are translated into the functional currency at the exchange rates ruling at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences

Exchange differences arising on the settlement or reporting of monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements and / or on conversion of monetary items, are recognised at income or expense in the year in which they arise.

Forward Exchange Contracts (not intended for trading or speculation purpose)

The premium or discount arising at the inception of forward exchange contracts is amortised at expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

(xviii) Retirement and Other Employee Benefits

Employee benefits

(A) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Such short-term compensated absences are provided for in the Statement of Profit and Loss based on estimates.

(B) Post-employment benefits

The Company operates the following post-employment schemes:

i) Employee benefits in the form of Provident Fund is made to a government administered fund and charged as an expense to the Statement of Profit and Loss, when an employee renders the related service. There are no obligations other than the contributions payable to the fund.

ii) Gratuity is administered through an approved benefit fund. Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method done at the end of each financial year.

iii) Re-measurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

(xix) Income Taxes

Tax expense comprises of current (net of Minimum Alternate Tax (MAT) credit entitlement) and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act. Management periodically evaluates positions taken in the tax returns Vis a Vis position taken in books of account which are subject to interpretation and creates provisions where appropriate.

Deferred tax

Deferred tax is recognised on temporary differences between the tax bases and accounting bases of assets and liabilities at the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

For items recognised in OCI or equity, deferred / current tax is also recognised in OCI or equity.

(xx) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used the increase in the provision due to the passage of time is recognised as a finance cost.

(xxi) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(xxii) Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxiii) Accounting for Interests in Joint Operations

As per Ind AS 111 - Joint Arrangements, investment in Joint Arrangement is classified as either Joint Operation or Joint Venture. The classification depends on the contractual rights and obligations of each investor rather than legal structure of the Joint Arrangement. In case of Interests in joint operations, the Company as a joint operator recognises in relation to its interest in a joint operation, its share in the assets/liabilities held/ incurred jointly with the other parties of the joint arrangement. Revenue is recognised for its share of revenue from the sale of output by the joint operation. Expenses are recognised for its share of expenses incurred jointly with other parties as part of the joint arrangement

(xxiv) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

₹ In Lakhs

Particulars	" Freehold land "	Buildings	Temporary site sheds and shuttering materials	Plant and machinery	Furniture and fixtures	Vehicles	Site office/ equipments	TOTAL
GROSS BLOCK								
As at March 31, 2022	**7,435.52**	**1,460.32**	**2,378.75**	**6,467.69**	**1,618.06**	**1,251.33**	**2,490.77**	**23,102.42**
Additions			-	1.76	0.28	2.98	41.09	46.11
Adjustments/Disposals		(254.47)	(0.21)	(155.90)	(1.29)	(93.66)	(3.52)	(509.05)
As at March 31, 2023	**7,435.52**	**1,205.85**	**2,378.54**	**6,313.55**	**1,617.05**	**1,160.65**	**2,528.34**	**22,639.48**
Additions							8.10	8.10
Assets written off		(100.47)	(382.18)	(639.77)	(55.76)	(228.74)	(373.43)	(1,780.35)
Adjustments/Disposals				(11.22)				(11.22)
As at March 31, 2024	**7,435.52**	**1,105.38**	**1,996.36**	**5,662.56**	**1,561.29**	**931.91**	**2,163.01**	**20,856.01**
DEPRECIATION AND IMPAIRMENT								
As at March 31, 2022	-	**394.26**	**2,341.66**	**6,036.79**	**1,541.01**	**1,141.93**	**2,274.10**	**13,729.75**
Charge for the year		19.52		184.24	10.69	13.34	59.27	287.06
Adjustments/Disposals		(121.97)	(0.20)	(140.80)	(0.95)	(59.31)	(3.33)	(326.56)
As at March 31, 2023	-	**291.80**	**2,341.46**	**6,080.23**	**1,550.75**	**1,095.97**	**2,330.04**	**13,690.26**
Charge for the year		17.55		123.11	9.54	4.98	41.84	197.02
Assets written off		(98.87)	(364.32)	(588.51)	(52.36)	(217.29)	(351.27)	(1,672.62)
Adjustments/Disposals				(7.06)				(7.06)
As at March 31, 2024	-	**210.48**	**1,977.14**	**5,607.77**	**1,507.93**	**883.66**	**2,020.61**	**12,207.60**
Impairment	**5,102.01**	**239.08**						**5,341.09**
Transferred to Assets held for sale	**2,333.51**	**655.82**						**2,989.33**
NET BLOCK								
As at March 31, 2023	**7,435.52**	**914.05**	**37.08**	**233.32**	**66.30**	**64.68**	**198.30**	**8,949.22**
As at March 31, 2024	-	-	**19.22**	**54.79**	**53.36**	**48.25**	**142.40**	**317.99**

Note: During the financial year 2023-24 the Company based on the valuation as per the registered valuer has revalued Freehold Land and Building with book values of ₹ 7,435.52 lakhs and ₹ 894.90 lakhs respectively.The revalued figures of Freehold Land and Building were ₹ 2,333.51 lakhs and ₹ 655.82 lakhs respectively resulting in impairment of ₹ 5,102.01 lakhs and ₹ 239.08 lakhs respectively. As per the restructuring terms of National Asset Reconstruction Company Ltd. ("NARCL") vide Master Restructuring Agreement ("MRA") dated 17th May, 2024 ,the Company is required to sell the said properties and remit the sale proceeds to NARCL by 31st March, 2025. Consequently the revalued value of Freehold Land for ₹ 2,333.51 and Building for ₹ 655.82 has been disclosed as Assets clasified as held for sale in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 4: RIGHT OF USE ASSETS

₹ In Lakhs

Particulars	Amount
GROSS BLOCK	
As at March 31, 2022	**355.18**
Additions	-
Adjustments/Disposals	-
As at March 31, 2023	**355.18**
Additions	-
Adjustments/Disposals	-
As at March 31, 2024	**355.18**
ACCUMULATED DEPRECIATION	-
As at March 31, 2022	**349.62**
Charge for the year	2.78
Adjustments/Disposals	-
As at March 31, 2023	**352.40**
Charge for the year	2.78
Adjustments/Disposals	-
As at March 31, 2024	**355.18**
NET BLOCK	-
As at March 31, 2023	**2.78**
As at March 31, 2024	**-**

NOTE 5: INTANGIBLE ASSETS

Computer Softwares

₹ In Lakhs

Particulars	Amount
GROSS BLOCK	
As at March 31, 2022	**436.09**
Additions	16.73
Adjustments/Disposals	-
As at March 31, 2023	**452.82**
Additions	-
Assets written off	(13.26)
Deductions	-
As at March 31, 2024	**439.56**
ACCUMULATED AMORTISATION	
As at March 31, 2022	**394.34**
Charge for the year	7.62
Adjustments/Disposals	-
As at March 31, 2023	**401.96**
Charge for the year	8.60
Assets written off	(12.60)
Adjustments/Disposals	-
As at March 31, 2024	**397.96**
NET BLOCK	
As at March 31, 2023	**50.86**
As at March 31, 2024	**41.60**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 6: NON-CURRENT INVESTMENTS

₹ In Lakhs

	Particulars	As at March 31, 2024	As at March 31, 2023
(a)	**In Quoted Equity Instruments (fully paid up) at FVOCI**		
	Indian Acrylics Limited	0.01	0.01
	100 (Previous year 100) equity shares of ₹10/- each		
	Less : Impairment Loss	0.01	0.01
		-	-
	Best and Crompton Engineering Limited	0.10	0.10
	200 (Previous year 200) equity shares of ₹10/- each		
	Less : Impairment Loss	0.10	0.10
		-	-
	Net quoted Investments	-	-
(b)	**In Unquoted Equity Shares in Subsidiaries (Fully paid up) at Cost**		
	Bhagalpur Electricity Distribution Company Private Limited	1.03	1.03
	10,000 (Previous year 10,000) equity shares of ₹10/- each		
	Less : Impairment Loss	1.03	1.03
		-	-
	Mizoram Infrastructure Development Company Limited	5.00	5.00
	34,500 (Previous year 34,500) equity shares of ₹10/- each		
	Less : Impairment Loss	5.00	5.00
		-	-
	SPML Infrastructure Limited	2,946.62	2,946.62
	7,433,097 (Previous year 7,432,000) equity shares of ₹1/- each		
	Less : Impairment Loss	1,326.44	1,326.44
		1,620.18	**1,620.18**
	SPML Utilities Limited	762.30	762.30
	200,000,000 (Previous year 200,000,000) equity shares of ₹1/- each		
	Less : Impairment Loss	762.30	762.30
		-	-
	Doon Valley Waste Management Private Limited	2.50	2.50
	25,000 (Previous year 25,000) equity shares of ₹10/- each		
	Less : Impairment Loss	2.50	2.50
		-	-
	Mathura Nagar Waste Processing Company Limited	2.55	2.55
	255,000 (Previous year 255,000) equity shares of ₹1/- each		
	Less : Impairment Loss	2.55	2.55
		-	-
	Allahabad Waste Processing Company Limited	2.55	2.55
	255,000 (Previous year 255,000) equity shares of ₹1/- each		
	Less : Impairment Loss	2.55	2.55
		-	-
		1,620.18	**1,620.18**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 6: NON-CURRENT INVESTMENTS (CONTD..)

₹ In Lakhs

	Particulars	As at March 31, 2024	As at March 31, 2023
(c)	**In Unquoted Equity Shares in Associates (Fully paid up) at Cost**		
	Bhilwara Jaipur Toll Road Private Limited*	4,637.33	5,191.39
	3,520,302 (Previous year 3,520,302) equity shares of ₹10/- each. Of the above, 16,08,756 (Previous year 17,95,348) equity shares are pledged with ICICI Bank and Punjab National Bank against loans obtained by the said investee Company.		
	Madurai Municipal Waste Processing Company Private Limited	587.80	587.80
	5,878,000 (Previous year 5,878,000) equity shares of ₹10/- each	-	-
	Less : Impairment Loss	587.80	587.80
		-	-
	SPML Energy Limited	-	466.94
	99,550,000 (Previous year 99,550,000) equity shares of ₹1/- each		
	Binwa Power Company Private Limited	436.09	436.09
	2,948,340 (Previous year 2,948,340) equity shares of ₹1/- each		
	Less : Impairment Loss	436.09	436.09
		-	-
	SPML Bhiwandi Water Supply Infra Limited	2.25	2.25
	224,700 (Previous year 224,700) equity shares of ₹1/- each		
	Less : Impairment Loss	2.25	2.25
		-	-
	SPML Bhiwandi Water Supply Management Limited	2.50	2.50
	250,000 (Previous year 250,000) equity shares of ₹1/- each		
	Less : Impairment Loss	2.50	2.50
		-	-
		4,637.32	**5,658.34**
(d)	**In Unquoted Equity Shares in Joint Venture (Fully paid up) at Cost**		
	Malviya Nagar Water Services Private Limited	-	220.50
	2,205,000 (Previous year 2,205,000) equity shares of ₹10/- each		
	Gurha Thermal Power Company Limited	2.50	2.50
	25,000 (Previous year 25,000) equity shares of ₹10/- each		
	Less : Impairment Loss	2.50	2.50
		-	-
	Aurangabad City Water Utility Limited	104.77	104.77
	Less : Impairment Loss	104.77	104.77
		-	-
	MVV Water Utility Private Limited TYPE A Shares	1.00	1.00
	10,000 (Previous year 10,000) equity shares of ₹10/- each		
	Less : Impairment Loss	1.00	1.00
		-	-
	MVV Water Utility Private Limited TYPE B Shares	0.42	0.42
	364,693 (Previous year 364,693) equity shares of ₹10/- each		
	Less : Impairment Loss	0.42	0.42
		-	-

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 6: NON- CURRENT INVESTMENTS (CONTD..)

₹ In Lakhs

	Particulars	As at March 31, 2024	As at March 31, 2023
		-	**220.50**
(e)	**In Unquoted Equity Instruments (Fully paid up) at FVTPL**		
	Luni Power Company Private Limited (Refer Note 6.1)	337.92	337.92
	7,049,597 (Previous year 7,049,597) equity shares of ₹1/- each		
	Less : Impairment Loss	337.92	337.92
		-	-
	IQU Power Company Private Limited	412.57	412.57
	2,580,500 (Previous year 2,580,500) equity shares of ₹1/- each. Of the above, 2,506,875 (Previous year 2,506,875) equity shares are pledged with Punjab National Bank against loans obtained by the said investee Company.		
	Less : Impairment Loss	412.57	412.57
		-	-
	Awa Power Company Private Limited	203.27	203.27
	2,639,605 (Previous year 2,639,605) equity shares of ₹1/- each		
	Less : Impairment Loss	203.27	203.27
		-	-
	Neogal Power Company Private Limited	66.61	66.61
	1,136,774 (Previous year 1,136,774) equity shares of ₹1/- each		
	Less : Impairment Loss	66.61	66.61
		-	-
	Delhi Waste Management Limited	838.27	838.27
	292,500 (Previous year 292,500) equity shares of ₹10/- each		
	Subhash Kabini Power Corporation Limited	-	2,063.16
	13,172,000 (Previous year 13,172,000) equity shares of ₹10/- each. Of the above, 13,122,000 (Previous year 13,122,000) equity shares are under first pari passu charge with State Bank of India against Loan.		
	Less : Impairment Loss	-	773.62
		838.27	**2,127.80**
		838.27	**2,127.80**
(f)	**In Unquoted Equity Instruments (Fully paid up) at FVOCI**		
	Bharat Hydro Power Corporation Limited	239.15	239.15
	3,294,150 (Previous year 3,294,150) equity shares of ₹10/- each		
	Arihant Leasing and Holding Limited	0.75	0.75
	24,000 (Previous year 24,000) equity shares of ₹10/- each		
	Less : Impairment loss	0.75	0.75
		-	-
	SPML India Limited	1.50	1.50
	10,000 (Previous year 10,000) equity shares of ₹10/- each		
	Less : Impairment loss	1.50	1.50
		-	-
	Petrochem Industries Limited	0.14	0.14
	500 (Previous year 500) equity shares of ₹10/- each		
	Less : Impairment loss	0.14	0.14
		-	-
	Om Metal - SPML Infraproject Private Limited	0.50	0.50

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

In Lakhs

	Particulars	As at March 31, 2024	As at March 31, 2023
	4,999 (Previous year 4,999) equity shares of ₹10/- each		
	Pondicherry Port Limited	0.01	0.01
	100 (Previous year 100) equity shares of ₹10/- each		
	Less : Impairment Loss	0.01	0.01
		-	-
	Jaora Nayagaon Toll Road Company Private Limited	0.05	0.05
	500 (Previous year 500) equity shares of ₹10/- each. The equity shares are pledged with OBC Bank against loans obtained by the said Investee Company.		
	Less : Impairment Loss	0.05	0.05
		-	-
		239.65	**239.65**
(g)	**In Unquoted Debt Instruments (Fully paid-up) at Amortised Cost**		
	Escorts Tractors Limited	0.01	0.01
	25(Previous year 25) Debentures of ₹1/- each		
	Hindustan Engineering & Industries Limited	0.06	0.06
	110 (Previous year 110) Debentures of ₹1/- each		
	Less : Impairment loss	0.06	0.06
		-	-
		0.01	**0.01**
(h)	**In Unquoted Debt Instruments (Fully paid-up) at Amortised cost**		
	Allahabad Waste Processing Company Private Limited	450.00	450.00
	5,000,000 (Previous year 5,000,000) Preference Shares of ₹ 1/- each		
	Less : Impairment loss	450.00	450.00
		-	-
(i)	**In Others at FVTPL**		
	National Saving Certificate	0.52	0.52
	Mutual funds	41.90	30.24
	50,000 units of ₹10/- each		
		42.42	**30.76**
	TOTAL	**7,377.85**	**9,897.24**
(i)	**In Others**		
	SPM Holding Pte Limited*	-	-
		-	-
(j)	**In Others at FVTPL**		
	National Saving Certificate	0.52	0.52
	Mutual funds	41.90	30.24
	50,000 units of ₹10/- each		
		42.42	**30.76**
	TOTAL	**7,377.85**	**9,897.24**

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate value of investments		
Quoted (net of Impairment Loss)	-	-
Unquoted (net of Impairment Loss)	7,377.85	9,897.24
Market value of quoted investment	-	-

* The Investments in these companies include the impact of IND AS adjustments on account of fair valuation of Financial

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Guarantees extended by the Company (SPML Infra Limited) against the financial assistance availed by them. Details as below:-

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Bhilwara Jaipur Toll Road Private Limited	-	554.06
Total	**-**	**554.06**

6.1 An application for initiation of Corporate Insolvency Resolution Process ('CIRP'), under Section 7 of the Insolvency and Bankruptcy Code, 2016 has been admitted against Luni Power Company Pvt. Ltd. ('Luni'), a subsidiary of the Company, on December 23, 2019 by the Hon'ble NCLT, Chandigarh Bench has already been resolved and the same has been transferred to the Resolution Applicant vide NCLT Order dated 19.04.2022 in respect of IA No. 134/2021.. Since the entire investment value had already been impaired in the books of accounts, no financial impact is there in the current financial year 2023-24.

6.2 On Pledge of Investments as held by SPML Infra Ltd. in other Group Companies:

IInvestments of SPML Infra Ltd. i.e. 19,99,99,700 Equity Shares in SPML Utilities Limited (Subsidiary); 74,33,096 Equity Shares in SPML Infrastructure Limited (Subsidiary); 2,55,000 Equity Shares in Allahabad Waste Processing Company Limited (Subsidiary); 9,999 Equity Shares in Bhagalpur Electricity Distribution Company Private Limited (Subsidiary); 29,48,340 Equity Shares in Binwa Power Company Private Limited (Associate); 2,92,500 Equity Shares in Delhi Waste Management Limited (Related Party); 2,55,000 Equity Shares in Mathura Nagar Waste Processing Company Limited (Subsidiary); 2,24,700 Equity Shares in SPML Bhiwandi Water Supply Infra Limited (Associates); 2,49,700 Equity Shares in SPML Bhiwandi Water Supply Management Limited (Associates); 58,78,000 Equity Shares in Madurai Municipal Waste Processing Company Pvt. Ltd (Associates) are pledged as on the 31-03-2024 in favour of the SBICAP Trustee Company Ltd. on behalf of the Lender for securing the due repayment of the Debts as per requirement of terms of sanction mentioned in the MRA executed on 17-05-2024.

6.3 Write off of Debentures issued against conversion of loans given by the Company:

During the year 2023-24 the Company has fully written off Investment in Non Convertible Debentures to the tune of ₹3,388.73 lakhs. These Debentures were issued during the year by certain companies by conversion of entire amount of loans given to them by the Company in earlier years. The write-off has resulted in a reduction of the Company's net assets and a corresponding decrease in its net income for the year. The Company has shown this write off under "Other Expenses "

NOTE 7: TRADE RECEIVABLES
(at amortised cost)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Receivables	35,540.20	38,535.14	29,754.58	33,985.91
Trade Receivables - Related Parties	390.11	550.28	2,110.12	3,234.97
Trade Receivables - which have significant increase in credit risk	-	-	-	-
Trade Receivables - Credit Impaired	-	4,557.96	-	-
Less: Allowance for Expected Credit Loss	(9,475.27)	(17,461.24)	-	-
Total	**26,455.04**	**26,182.14**	**31,864.70**	**37,220.88**

Break- up for Security details: ₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Receivables				
Secured, considered good	-	-	-	-
Unsecured, considered good	35,930.31	39,085.42	31,864.70	37,220.88

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 7: TRADE RECEIVABLES (CONTD..)

Unsecured, considered doubtful	-	4,557.96	-	-
	35,930.31	**43,643.38**	**31,864.70**	**37,220.88**
Allowance for Expected Credit Loss				
on unsecured, considered good	(9,475.27)	(12,903.27)	-	-
on unsecured, considered doubtful	-	(4,557.96)	-	-
	(9,475.27)	**(17,461.24)**	**-**	**-**
Total	**26,455.04**	**26,182.14**	**31,864.70**	**37,220.88**

Note 7.1: During the financial year 2023-24 ,the Company has written off ₹14,007. 43 lakhs of Trade Receivables against which Allowance for Expected Credit Loss of an equivalent amount existed as on 01-04-23 and has further written off ₹6,679.40 lakhs as Bad Debts . The Company has also made an allowance for expected credit loss of ₹6, 021.47 lakhs during the financial year 2023-24

Note 7.2: Ageing of trade receivables and credit risk arising there from is as below:

As at March 31, 2024

Particulars	Not Due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	-	41.81	0.64	-	-	1,583.33	1,625.78
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	169.77	913.75	2,452.87	268.72	30,499.41	34,304.53
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	211.58	914.39	2,452.87	268.72	32,082.74	35,930.31
Less: Allowance for Expected Credit Losses	-	-	-	-	-	-	9,475.27
Non-current Trade Receivable		**211.58**	**914.39**	**2,452.87**	**268.72**	**32,082.74**	**26,455.04**
Undisputed Trade Receivables – considered good	-	13,769.17	3,309.82	2,551.68	356.29	11,877.74	31,864.70
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Current Trade Receivable	**-**	**13,769.17**	**3,309.82**	**2,551.68**	**356.30**	**11,877.74**	**31,864.70**

As at March 31, 2023

Particulars	Not Due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	-	-	-	-	7.84	8,656.11	8,663.95
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	4,557.96	4,557.96
Disputed Trade Receivables – considered good	-	1,559.05	328.27	38.09	13,858.51	14,637.55	30,421.47
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	1,559.05	328.27	38.09	13,866.35	27,851.63	43,643.38
Less: Allowance for Expected Credit Losses	-	-	-	-	-	-	17,461.24
Non-current Trade Receivable	**-**	**1,559.05**	**328.27**	**38.09**	**13,866.35**	**27,851.63**	**26,182.14**
Undisputed Trade Receivables – considered good		-	-	-	-	-	-
Undisputed Trade Receivables – which have significant increase in credit risk	-	14,569.68	638.26	1,402.17	4,734.21	15,876.55	37,220.88
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Current Trade Receivable	**-**	**14,569.68**	**638.26**	**1,402.17**	**4,734.22**	**15,876.55**	**37,220.88**

NOTE 8: LOANS
(at amortised cost)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans to related parties* (Refer Note 35)	5,721.23	6,608.52	-	-
Loan to Others	1,063.62	4,612.52	-	-
TOTAL	**6,784.85**	**11,221.04**	**-**	**-**

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

Break-up:

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans considered good - Secured	-	-	-	-
Loans considered good - Unsecured	1,251.71	1,357.17	-	-
Loans which have significant increase in credit risk	8,920.21	14,089.73	-	-
Loans credit Impaired	-	-	-	-
TOTAL LOANS	**10,171.92**	**15,446.90**	-	-
Less:- Allowance for Expected Credit Loss	3,387.07	4,225.86	-	-
TOTAL	**6,784.85**	**11,221.04**	-	-

Note 8.1. Loans and receivables are non- derivative financial assets which generate a fixed or variable interest income for the Company. The Carrying value may be affected by changes in the credit risk of the Counterparties.

8.2 Disclosure of Outstanding Loans and Advances due from Related Parties to the company together with maximum amount thereof pursuant to schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements Regulations, 2015) are as below:

₹ In Lakhs

Name of Related Parties	As at March 31, 2024		As at March 31, 2023	
	Balance Outstanding	Maximum Amount Outstanding during the year	Balance Outstanding	Maximum Amount Outstanding during the year
SPML Infrastructure Limited	342.79	342.79	342.79	400.77
Bhagalpur Electricity Distribution Company Private Limited	5,190.37	5,190.37	5,190.37	5,190.37
Spml Bhiwandi Water Supply Infra Limited	-	887.29	887.29	887.29
Bharat Hydro Power Corporation Limited	188.07	188.07	188.07	188.07
TOTAL	5,721.23		6,608.52	

8.3. The Company has not advanced or loaned or invested funds either borrowed funds or share premium or any other sources or kind of funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTE 9: OTHER BANK BALANCES

(at Amortised Cost)

₹ In Lakhs

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Deposits with Maturity more than 3 months but less than 12 months*	566.90	270.27
TOTAL	**566.90**	**270.27**

*The Fixed deposits are kept as margin money for the Bank Guarantees & as Security Money for projects undertaken

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 10: OTHER FINANCIAL ASSETS

(at Amortised Cost, unless otherwise stated)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unsecured considered good				
Interest Accrued on Fixed deposit/ Loan	630.27	712.12	39.79	16.94
Security Deposits	1,509.79	1,340.12	-	-
Retention Money	-	-	12,626.83	22,555.96
Other Receivables	-	-	4,584.06	228.95
Receivable against sale of Investments	-	-	200.00	200.00
Earnest Money Deposit	-	-	385.19	451.20
Deposit with Maturity more than 12 months*	75.26	1,308.62	-	-
TOTAL	**2,215.32**	**3,360.86**	**17,835.87**	**23,453.05**

*The Fixed deposits are kept as margin money for the Bank Guarantees & as Security Money for projects undertaken

NOTE 11: OTHER ASSETS

(at amortised cost)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Capital advances	251.25	251.25	-	-
Less : Allowances for Expected Credit Loss	(251.25)	(251.25)	-	-
Advances recoverable in cash or kind	-	-	5,990.16	6,072.27
Less : Provision for advances	-	-	(2,572.49)	(2,352.31)
Prepaid expenses	-	-	98.94	93.08
Unbilled Revenue	-	-	3,753.78	73,855.35
Balance with Revenue Authorities	-	-	4,514.63	4,919.41
Advance income-tax (net of provision for taxation)	3,738.31	5,938.03	-	-
Interest accrued on arbitration awards (Refer Note 45)	34,244.61	31,171.83	-	-
TOTAL	**37,982.92**	**37,109.86**	**11,785.02**	**82,587.80**

NOTE 12: INVENTORIES

(Valued at lower of Cost and Net Realisable Value)

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Project materials	3,636.74	9,135.77
Stores and spares	101.59	107.76
TOTAL	**3,738.33**	**9,243.53**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 13: CASH AND BANK BALANCES

(at Amortised Cost)

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents		
Balances with banks :		
On current accounts	22,644.59	1,646.97
Deposits with original maturity of less than three months*	19.73	159.22
Cash on hand	9.00	11.78
TOTAL	**22,673.32**	**1,817.97**

*The Fixed deposits are kept as margin money for the Bank Guarantees & as Security Money for projects undertaken

NOTE 14: SHARE CAPITAL

	Equity Shares		Preference Shares	
	Number of Shares	Amount (₹ in Lakhs)	Number of Shares	Amount (₹ in Lakhs)
Authorised capital				
As at April 01, 2023	20,00,00,000	4,000.00	75,00,000	7,500.00
Increase during the year	-	-	-	-
As at March 31, 2024	**20,00,00,000**	**4,000.00**	**75,00,000**	**7,500.00**

	Equity Shares		Preference Shares	
	Number of Shares	Amount (₹ in Lakhs)	Number of Shares	Amount (₹ in Lakhs)
Issued, subscribed and paid-up capital				
As at April 01, 2023	4,54,22,996	908.46	17,77,465	1,777.47
Add : Forfeited shares(amount originally paid up)	-	86.44	-	-
Less: Conversion of CCPS into Equity shares	-	-	17,77,465	1,777.47
Add : Increase during the year through conversion of CCPS	35,54,930	71.10	-	-
As at March 31, 2024	**4,89,77,926**	**1,066.00**	**-**	**-**

a. **Reconciliation of the shares outstanding at the beginning and at the end of the year**

(i) Equity Shares

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount (Rs. in Lakhs)	Number of Shares	Amount (₹ in Lakhs)
At the beginning of the year	4,54,22,996	908.46	3,94,25,276	788.51
Addition during the year through conversion of CCPS	35,54,930	71.10	59,97,720	119.95
Outstanding at the end of the year	4,89,77,926	979.56	4,54,22,996	908.46

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

(ii) 0% Compulsorily Convertible Preference Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount (Rs. in Lakhs)	Number of Shares	Amount (Rs. in Lakhs)
At the beginning of the year	17,77,465	1,777.47	34,04,930	3,404.93
Addition during the year	-	-	-	-
Less: Conversion during the year	17,77,465	1,777.47	16,27,465	1,627.46
Outstanding at the end of the year	-	-	17,77,465	1,777.47

b. During the year ended March 31, 2024, the Company has allotted 35,54,930 equity shares of ₹2/- each fully paid-up, at an issue price of ₹50/- each (including a premium of ₹48/- per equity share) aggregating to ₹1,777.47 Lakhs, to Promoter and Promoter Group, on conversion of 17,77,465 0% Compulsorily Convertible Preference Shares ('CCPS'). Accordingly, as on March 31, 2024 all CCPS converted into equity shares and there is no outstanding balance.

c. Terms/ rights attached to equity shares:

The Company has only one class of equity shares having par value of ₹2/- per share. Each holder of equity shares is entitled one vote per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of the Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. (i) Details of Shareholders holding more than 5% equity shares in the Company is as below:

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Client Rosehill Limited	54,93,876	11.22	54,93,876	12.09
Zoom Industrial Services Limited	74,74,600	15.26	57,41,750	12.64
SPML India Limited	38,55,040	7.87	38,55,040	8.49
Niral Enterprises Pvt. Ltd.	25,96,600	5.30	-	-

d. (ii) Details of Shareholders holding more than 5% shares of 0% Comulsorily Convertible Preference Shares in the Company is as below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Zoom Industrial Services Limited	-	-	8,66,425	48.74
Niral Enterprises Pvt. Ltd.	-	-	9,11,040	51.26

e. Details of Promoters' Equity Shareholding percentage in the Company is as below:

Particulars	As at March 31, 2024		% Change during the year	As at March 31, 2023	
	No. of Shares	% holding		No. of Shares	% holding
Subhash Chand Sethi	15,23,280	3.11	(0.24)	15,23,280	3.35
Sushil Kumar Sethi	13,34,660	2.72	(0.22)	13,34,660	2.94
Punam Chand Sethi (HUF)	4,94,625	1.01	(0.08)	4,94,625	1.09
Punam Chand Sethi	3,72,735	0.76	(0.06)	3,72,735	0.82
Suman Sethi	1,83,735	0.37	(0.03)	1,83,735	0.40
Shilpa Sethi	-	-	(0.40)	1,81,515	0.40
Zoom Industrial Services Ltd.	74,74,600	15.26	2.62	57,41,750	12.64
20th Century Engineering Limited	10,00,000	2.04	(0.16)	10,00,000	2.20
SPM Engineers Limited	-	-	(1.10)	5,00,000	1.10
Arihant Leasing And Holding Limited	4,36,020	0.89	(0.07)	4,36,020	0.96
SPML India Limited	38,55,040	7.87	(0.62)	38,55,040	8.49
Niral Enterprises Pvt. Ltd	25,96,600	5.30	3.59	7,74,520	1.71

** During the year ended March 31, 2024 Mrs. Shilpa Sethi and M/s SPM Engineers Ltd were reclassified from Promoter shareholder to Public shareholder as per approval letter received from NSE & BSE dated April 28, 2023.*

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

f. In pursuance of the implementation of the erstwhile "SPML S4A Scheme", the Promoters of the Company had diluted their shareholding in the Company to the extent of "Principle of Proportionate loss sharing by Lenders (S4A Lenders)" in favour of the Lender Banks to entitle them to hold 21.44% stake in the Company and suffered a substantial loss as explained in the Directors Report for the Financial Year ended on 31st March, 2018.

g. In terms of the Master Restructuring Agreement ("MRA") executed on 17-05-2024 in respect of the sanctioned Resolution Plan, there is a requirement of maintenance of adequate Pledge of a total 13.50% of total paid up equity share capital of the Borrower in favour of the Lender which has been complied by the Company through pledge of shares held by Promoters & their relatives . NARCL has been allotted afresh 12.64% of the total paid up equity share capital of the Company as on 23-05-2024 in compliance of the requirement of maintaining minimum 12.50% of the total paid up share capital as per the terms of MRA.

h. **Shares alloted as fully paid-up pursuant to conversion of Loans into shares without payment received in cash during the period of 5 years immediately preceeding March 31, 2024:**

Particulars	Nos.
Aggregate No. of Equity Shares of ₹2/- par value per share issued (including conversion from CCPS	1,23,27,650
Aggregate No.of 0% Compulsorily Convertible Preference Shares of ₹100/- par value per share (All CCPS have been converted to equity shares as on March 31, 2024)	34,04,930

i. **No bonus shares or shares bought back over the last five years immediately preceeding the reporting date.**

NOTE 15: OTHER EQUITY

₹ In Lakhs

Particulars		As at March 31, 2024	As at March 31, 2023
A.	Capital reserve	885.73	885.73
B.	Securities premium account	21,373.07	19,666.70
C.	Share application money pending allotment (refer note 15.1)	10,392.32	-
D.	Money received against share warrants (refer note 15.1)	3,487.50	-
E.	General reserve	5,929.05	5,929.05
F.	ESOP Reserve	131.71	-
G	Retained Earnings (movements given below)	8,023.05	6,071.43
H.	Other Comprehensive Income	(399.39)	(378.77)
TOTAL		**49,823.03**	**32,174.13**

15.1 Other Equity as at 31st March, 2024 includes INR 13,879.82 lakhs towards the following: (i) a portion of unsustainable debt of NARCL amounting to INR. 8,892.32 lakhs, against which 75,00,272 equity shares of face value of INR 2/-each have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of INR 118.56 including premium of INR 116.56 per share, by conversion of the said unsustainable debt (ii) loans of INR 1500.00 lakhs received by the Company from certain Promoter/Promoter Group entities and certain unsecured creditors under Non-Promoter category, against which 12,65,182 equity shares of face value of INR 2/-each have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of INR 118.56 including premium of INR 116.56 per share, by conversion of the said loans existing as on 31.3.2024, and (iii) loans of INR 3,487.50 lakhs received by the Company from certain unsecured creditors under Non-Promoter category, against which 29,41,548 Warrants have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of INR 118.56 per Warrant, by conversion of the said loans existing as on 31.3.2024. Each Warrant shall be converted into one equity share of the Company at ₹118.56 including premium of ₹ 116.56 per share, within 18 months from the date of allotment as per the SEBI (ICDR) Regulations, 2018.

Movement in Retained Earnings

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	6,071.43	5,860.38
Add: Profit for the year	1,951.62	211.05
Closing Balance	**8,023.05**	**6,071.43**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 16: BORROWINGS

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Term loans		
Sustainable Debt assigned to NARCL (refer notes 16.1,16.2 &16.3)	24,712.08	-
Zero Coupon Non-Convertible Debentures (NCDs) issued to NARCL (refer notes 16.1,16.2 &16.4)	3,972.27	-
0.01% Optionally Convertible Debentures		
Issued to banks (refer notes 16.5)	-	52,391.04
Term loans		
from related parties (refer notes 16.6)	3,366.53	6,276.48
from Body Corporate (refer notes 16.6)	-	636.35
Total	**32,050.88**	**59,303.87**

16.1 Restructuring of loan availed by the Company

The erstwhile lenders of the Company have assigned the entire outstanding principal debt in the form of Term Loan, Cash Credit facilities and 0.01% Optionally Convertible Debentures (OCDs) amounting to ₹1,65,700.00 lakhs in favor of National Asset Reconstruction Company Ltd. (NARCL) vide Deed of Assignment dated 29th August, 2023,by virtue of which NARCL has become the sole Lender of the Company. NARCL has appointed IDRCL, as its exclusive service agent, and has executed a power of attorney, in favour of the IDRCL, to allow the IDRCL to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the Borrower, on behalf of NARCL.

IDRCL has issued a Sanction Letter dated 14-03-2024 based on the sustainability of the loan and executed the Master Restructuring Agreement (“MRA”) for the same on 17-05-2024. The effective date for the restructuring has been designated as 29th August, 2023 i.e. the date of the Assignment by the erstwhile lenders. As per the terms of the MRA, the total outstanding debt as on 31-01-2024, comprising of principal outstanding debt of ₹1,65,700.00 lakhs and unpaid interest of ₹94,751.65 lakhs, totalling to ₹2,60,451.65 lakhs, has been bifurcated as sustainable debt of ₹96,700 lakhs and unsustainable debt of ₹1,63,751.65 lakhs, the unsustainable debt being further bifurcated into ₹69,000 lacs towards principal and ₹94,751.65 lacs towards unpaid interest . The unpaid interest of ₹94,751.65 lacs which remains unprovided in these accounts is eligible to be written off, on fulfilment of prescribed conditionalities of the MRA in this regard.

As per the said MRA, NARCL has proposed the repayment tenure of sustainable debt inclusive of interest by either making a payment of ₹96,700.00 lakhs within a period of 10 years from the effective date (“first option”) or ₹70,000.00 lakhs within a period of 8 years from the effective date (“second option”) as early payment option.. The Company has opted for the second option and has accordingly given effect to the restructuring in the books of accounts. Majority of the repayments towards ₹70,000 lacs has been considered from the existing arbitration awards and ongoing arbitration claims by the company.

The Company has already repaid ₹22,397.30 lakhs till 02-04-2024 to NARCL mainly from the proceeds of Vivad se Vishwas II (VSV Scheme). A sizeable portion of the sustainable debt has already been repaid and balance repayments have been identified via, sale of immovable properties, realisation from awards and claims, improvement in the liquidity of the company from infusion of funds of ₹4,500.00 lakhs as required in the MRA, availability of balance funds with the company from proceeds of VSV after repayment to the lenders and additional infusion of ₹5,000.00 lakhs via subscription to share warrants by the promoters of the company. The company expects improvement in the business operations where there exist growth opportunities. Considering the said facts, the management is confident that the Company will be able to repay ₹70,000.00 lakhs within 8 years from the effective date. This will result in extinguishment of unsustainable debt to the tune of ₹60,107.68 lakhs, without requiring any payment. The Company has retained NCDs worth of ₹3,972.27 lakhs for redemption into equity shares, if required, to maintain NARCL’s holding of 12.50% of the paid up equity share capital at any point of time, till the payment of the sustainable debt as required in MRA and balance of ₹56,135.41 lakhs is considered as gain under Exceptional Items.

The Company has recorded a gain of ₹26,700.00 lakhs which arises on account of difference between repayment of ₹96,700.00 lakhs under first option and ₹70,000.00 lakhs under second option as “deferred income” as at 31st March 2024 and will recognize the same in the Statement of Profit and Loss over the period of repayment. The sustainable debt

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

of ₹70,000 lakhs has been recognized in the books of accounts at fair value of ₹51,105.43 lakhs leading to a fair valuation gain of ₹18,894.57 lakhs.

The total gain on sustainable and unsustainable debt amounting to ₹75,029.98 lakhs has been recorded as an exceptional item in the Statement of Profit and Loss.

16.2 Security in respect of Term Loans and Zero Coupon Non-Convertible Debentures (NCD)

The Sustainable Debts and Unsustainable Debts as referred to in note 16.1 above (unless fully extinguished after payment of sustainable debts) are secured by the existing securities charged in favour of the Security Trustee acting on behalf of the erstwhile SBI Consortium and additional securities created in favour of NARCL, which includes (i) First ranking charge by way of hypothecation of all the current and non-current assets of the Company (both present and future) (ii) Exclusive mortgage of two Immovable Properties situated at Sarita Vihar, New Delhi owned by relatives of the Promoters (iii) Pledge of shares of the Company held by Promoters/Relatives of the Promoters/Associates (v) Pledge of shares held by the Company in its associates or subsidiaries (vi) Additional Pledge of Shares over 3.65% unencumbered fully paid up equity shares of the Company in order to make the total pledge (existing and additional) to the extent of 13.50% of the total paid-up equity capital of the Company (vii) First ranking hypothecation charge on inter alia all receivables, both present and future, including all Awards and Claims, in favour of the Lender (viii) Undertaking by Promoters . In addition, these loans are also secured by Personal Guarantee of certain Directors/ Relatives of Directors to the extent of the value of their mortgaged properties as well as Corporate Guarantee of one Related Company.

16.3 Repayment terms of Term Loans (Sustainable Debt)

As mentioned in the previous note (16.1), NARCL has proposed the repayment tenure of sustainable debt inclusive of interest by either making a payment of ₹96,700.00 lakhs within a period of 10 years from the effective date ("first option") or ₹70,000.00 lakhs within a period of 8 years from the effective date ("second option").. The Company has opted for the second option and has accordingly given effect to the restructuring in the books of accounts. Majority of the repayments towards ₹70,000 lacs has been considered from the existing arbitration awards and ongoing arbitration claims by the Company.

As per the terms of the MRA, in case the Company is unable to repay the agreed repayment amount from realization of Arbitration awards in hand within the scheduled date, the Company has to repay the said amount with delay Interest @12% p.a. payable monthly on reducing balance of the shortfall amount from the scheduled date till the actual date of repayment of said amount.

Though the repayment of agreed dues within a period of 8 years under second option or within 10 years under first option is identified form sale of immovable properties, realization from awards and claims, improvement in the liquidity of the company from infusion of funds and other sources, however in case it is unable to repay the same within total maximum period of 10 years from the effective date of assignment, the entire Total Outstanding of ₹2,60451.65 lakhs as on Cut-off Date i.e. 31.01.2024 along with interest at the rate documented in the financing documents accrued till the date of such default, and all other amounts payable to the lender, as per the terms of the restructuring documents, net of any payments made by the Borrower and aggregate issue price of the equity shares allotted/ to be allotted to the Lender, pursuant to conversion of debt or NCDs, as the case may be, and any other value realised by the lender during the Tenure, shall become due and payable to the Lender.

The fair value of sustainable debt of ₹51,105.43 lakhs as mentioned in Note 16.1 above has been reduced to ₹47,912.08 lakhs as on 31-03-2024 after part loan repayment post restructuring. Out of the above amount of ₹47,912.08 lakhs, the Company has transferred ₹23,200.00 lakhs to current maturity of long term debt in Note 20 being the amount of sustainable debt to be repaid on or before 31-03-2025

16.4 Repayment terms of Zero Coupon Non-Convertible Debentures (Unsustainable Debt)

As per the terms of the MRA, the total unsustainable debt is ₹1,63,751.65 lakhs against which zero coupon secured NCDs for ₹60,107.68 lakhs and fully paid up equity shares of the Company for ₹8,892.32 lakhs, total amounting to ₹69,000 lacs have been have been allotted by the Company in the Board Meeting held on 23-05-2024 and the balance unsustainable debts to be written off, on fulfilment of prescribed conditions of the MRA in this regard.

As per the terms of said MRA, the company has to maintain the required percentage of shareholding of the Lenders which is 12.50 % of total expanded paid up equity share capital of the company less amount in relation to the forfeited shares, if any, at a price determined as per the applicable law by way of conversion of principal outstanding debt portion of NCD and accordingly, an amount of ₹8,892.32 lakhs has been reduced from the principal amount of unsustainable debt of ₹69,000.00 lacs towards the allotment of 75,00,272 nos. of equity shares which have been allotted by the Company in the Board Meeting

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held on 23-05-2024 at a price of ₹118.56 per equity share and balance amount of ₹60,107.68 lakhs has been converted into 60,10,768 secured redeemable NCD at face value of ₹1000 per NCD issued to NARCL. The aforesaid NCD are repayable in 10 years. Further, the NCDs of ₹60,107.68 lakhs or as reduced by subsequent allotment of fully paid equity shares of the Company to maintain 12.5% holding of NARCL on the expanded paid up equity capital as per terms of MRA, shall be secured by the Security, and shall be redeemed and extinguished only upon complete repayment of the entire Sustainable Debt, along with all other monies payable in terms of the Restructuring Documents. The Lender shall utilise/appropriate ₹1,25,00.00 lakhs (in case the Borrower has opted for first Option) or ₹1,00,00.00 lakhs (in case the Borrower has opted for Second Option), identified to be sourced from Claims under repayment of Sustainable Debts, along with any other monies received by the Lender, in terms of the Restructuring Documents, to redeem and extinguish the entire set of NCDs, held by the Lender. Upon the redemption of the NCDs, as provided herein, the liability of the Borrower in respect of the NCDs shall be extinguished without the requirement of making any further payments. Out of above, NCDs of ₹56135.41 lakhs have been extinguished and considered as gain under Exceptional Item, as detailed in Point No. 16.1

Accordingly, the company has retained NCD worth of ₹3,972.27 lakhs for redemption into equity shares, if required, to maintain NARCL'S holding of 12.5% of the paid up equity share capital at any point of time, till the payment of the sustainable debt as required in MRA. This NCDs of ₹3,972.27 lakhs or as reduced on account of conversion of same into equity shares as stipulated in the MRA would be fully extinguished as explained here-in-above.

16.5 The Optionally Convertible Debentures (OCDs) issued pursuant to last S4A restructuring scheme and assigned by erstwhile Lenders have been extinguished by the existing Lender.

16.6 Loans from Related Parties and Bodies Corporates carry interest @8.60%- 18.00% and are repayable within a maximum period of 10 years.

NOTE 17: TRADE PAYABLES

(at amortised cost)

₹ In Lakhs

Particulars	Non-current		Current	
	As at 31st Mar 2024	As at 31st Mar 2023	As at 31st Mar 2024	As at 31st Mar 2023
Trade Payables :				
i) Total outstanding dues of micro enterprises and small enterprises	-	-	1,643.12	1,103.84
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	16,885.51	9,403.53	24,260.87	31,323.49
TOTAL	**16,885.51**	**9,403.53**	**25,903.99**	**32,427.33**

Ageing schedule of trade payable is as below:

As at March 31, 2024

₹ In Lakhs

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues– MSME	-	-	-	-	-	-
Undisputed dues– Others	5,510.37	4,839.90	1,073.82	816.32	4,352.95	16,593.36
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	292.15	292.15
Non-current Trade Payables	**5,510.37**	**4,839.90**	**1,073.82**	**816.32**	**4,645.10**	**16,885.51**
Undisputed dues– MSME	351.02	587.86	477.07	102.56	115.01	1,633.52
Undisputed dues– Others	-	15,456.57	854.35	338.85	6,385.07	23,034.84
Disputed dues – MSME	-	-	1.97	1.64	6.00	9.61
Disputed dues – Others	-	102.20	-	301.87	821.95	1,226.02
Current Trade Payables	**351.02**	**16,146.63**	**1,333.39**	**744.92**	**7,328.03**	**25,903.99**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

As at March 31, 2023

₹ In Lakhs

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues– MSME	-	-	-	-	-	-
Undisputed dues– Others	-	1,921.87	2,146.40	825.73	4,232.56	9,126.56
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	-	-	63.50	213.48	276.98
Non-current Trade Payables	**-**	**1,921.87**	**2,146.40**	**889.23**	**4,446.04**	**9,403.53**
Undisputed dues– MSME	222.56	626.64	131.85	31.98	90.81	1,103.84
Undisputed dues– Others	3,094.29	16,165.66	4,126.78	1,195.32	6,067.53	30,649.58
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	0.20	-	182.49	491.22	673.91
Current Trade Payables	**3,316.85**	**16,792.50**	**4,258.63**	**1,409.78**	**6,649.57**	**32,427.33**

Note: Information in terms of section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act 2006:

₹ In Lakhs

Details of dues to Micro and Small Enterprises as per MSMED Act, 2006	As at March 31, 2024	As at March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal	1,292.10	881.29
Interest	351.02	222.56
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		
Principal	-	-
Interest	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
The amount of interest accrued for the year and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 18: OTHER FINANCIAL LIABILITIES

₹ In Lakhs

Particulars	Non-current		Current	
	As at 31st Mar 2024	As at 31st Mar 2023	As at 31st Mar 2024	As at 31st Mar 2023
Advance from customers	4,732.42	9,453.06	1,017.49	1,861.61
Deferred income - Sustainable debt	21,298.95	-	4,972.93	-
Financial Guarantee Obligation	-	185.07	-	-
Salaries and other employee benefit payable	-	-	1,035.56	983.28
Interest accrued on Advances from Customers	-	-	38.02	1,080.74
TOTAL	**26,031.37**	**9,638.13**	**7,064.00**	**3,925.63**

NOTE 19: PROVISION

₹ In Lakhs

Particulars	Non-current		Current	
	As at 31st Mar 2024	As at 31st Mar 2023	As at 31st Mar 2024	As at 31st Mar 2023
Provision for employee benefits				
Gratuity (refer note 32)	241.86	261.57	92.95	77.38
Compensated absences	-	-	48.25	49.59
TOTAL	**241.86**	**261.57**	**141.20**	**126.97**

NOTE 20: BORROWINGS

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Loans repayable on demand:		
Cash Credit and demand loan facilities from bank	-	90,938.73
Working Capital Demand Loan from banks	-	16,130.83
Current maturities of long-term borrowings	23,200.00	2,779.18
Unsecured		
from bodies corporate	540.49	1,221.55
TOTAL	**23,740.49**	**1,11,070.29**

20.1 Current maturities of long-term borrowings include ₹23,200.00 lakhs relating sustainable debt assigned to NARCL

20.2 Loans from Bodies Corporate carry interest @ 12.00% p.a to 18.00% p.a.

NOTE 21: LEASE LIABILITY

₹ In Lakhs

Particulars	Non-current		Current	
	As at 31st Mar 2024	As at 31st Mar 2023	As at 31st Mar 2024	As at 31st Mar 2023
Lease Liability	-	-		2.44
TOTAL	**-**	**-**	**-**	**2.44**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 22: OTHER CURRENT LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues payable	665.75	797.31
Employees Payable	322.55	482.81
Other Liabilities	434.33	834.32
TOTAL	**1,422.63**	**2,114.44**

NOTE 23: REVENUE FROM OPERATIONS

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating Revenue		
- Construction/EPC contracts	121,378.09	83,068.30
- Operation and maintenance	1,605.92	1,858.64
Other operating revenue		
Interest income as per arbitration awards (Refer Note 43)	8,854.39	2,852.63
TOTAL	**131,838.40**	**87,779.58**

23.1 The Company recognises revenue from contracts with customers (long-term construction contracts), which are mainly with Government parties, for construction / project activities over a period of time. During the year under report, substantial part of the Company's business has been carried out in India. Hence no dis-agregation of revenue has been presented.

23.2 An income of ₹15,093.20 lakhs is included in "Construction/EPC Contracts" under the sub-head "Operating Revenue" of "Revenue from Operations" for the year ended 31st March, 2024 towards receipts of final arbitration awards granted in favour of the Company through Settlement Scheme being Vivad se Vishwas II, a voluntary settlement scheme ('VSV scheme') issued vide Office Memo dated 29-05-2023 to resolve long outstanding contractual disputes in respect of claims with the Government or its agencies for damages and compensation for various losses suffered by the Company.

23.3 Contract balances

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Contract assets	16,380.61	96,411.31
Contract liabilities	5,749.91	11,314.66

The credit period towards trade receivables generally ranges between 30 to 60 days. Further the customer retains certain amounts as per the contractual terms which usually fall due on the completion of contract. These retentions are made to protect the customer from the Company failing to adequately complete all or some of its obligations under the contract.

Contract assets are initially recognised for revenue earned from transfer of goods and services but not billed to customer because the work completed has not met requirements of various milestones as set out in the contract with customers. Upon fulfilling the milestones and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. Contract liabilities include advances received from customers towards mobilisation of resources, purchase of materials and machineries.

Increase in the trade receivables, contract assets and contract liabilities as at March 31, 2024 from April 01, 2023 is on account of changes in operations of the Company. Impairment loss recognized on trade receivables have been disclosed in note 7. No Impairment loss has been recognised on contract assets since the management is of the opinion that the contract assets are fully recoverable.

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Changes in contract assets are as follows:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	**96,411.31**	**97,470.54**
Revenue recognised in the reporting period	10,096.08	1,007.86
Contract assets written off during the year	69,934.62	-
Amount Received against Contracts during the year	-	(2,067.09)
Balance at the end of the year	**16,380.61**	**96,411.31**

Changes in contract liabilities are as follows:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	**11,314.66**	**7,309.43**
Amount Received against Contracts during the year	-	6,371.45
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	(5,564.75)	(2,366.22)
Balance at the end of the year	**5,749.91**	**11,314.66**

NOTE 24: OTHER INCOME

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on		
Loans given	119.17	13.84
Bank deposits	40.23	72.88
Income tax refund	45.25	130.09
Service tax refund	-	121.99
Others	20.13	48.05
Other Non-Operating Income		
Liability no longer required written back	-	626.52
Commission received	53.90	242.67
Profit on sale of Investments (net) recognised at FVTPL	210.46	-
Profit on sale of Property, Plant and Equipment (net)	1.33	264.11
Fair value changes on Mutual Fund recognised at FVTPL	11.67	-
Unwinding of deferred income from debt restructuring	428.12	-
Others	362.60	411.06
TOTAL	**1,292.86**	**1,931.21**

NOTE 25: MATERIALS CONSUMED AND OTHER CONSTRUCTION EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Construction materials and stores and spare consumed		
Inventory at the beginning of the year	9,160.49	8,940.02
Add: Purchases	4,373.52	6,078.36
	13,534.01	**15,018.38**
Less: Inventory at the end of the year	3,738.33	9,160.49

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	9,795.68	**5,857.89**
Construction Expenses		
Subcontractor charges	88,042.97	66,741.66
Drawing and designing charges	-	5.16
Equipment hire and running charges	120.38	183.59
Other direct expenses	3,521.91	3,690.07
	91,685.26	**70,620.48**
TOTAL	**1,01,480.94**	**76,478.37**

NOTE 26: EMPLOYEE BENEFITS EXPENSE

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Wages and Bonus	2,142.43	2,497.32
Contribution to Provident and Others Funds	38.29	52.82
Gratuity expense	56.58	62.07
Staff Welfare Expenses	38.18	35.85
Share based expenses towards employees	131.71	-
TOTAL	**2,407.19**	**2,648.06**

NOTE 27: FINANCE COSTS

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest	4,289.16	4,829.49
Amortisation of discounting on fair valuation of sustainable debt	303.74	-
Finance Cost on Lease	0.92	0.59
Other borrowing costs	1,085.44	152.75
TOTAL	**5,679.26**	**4,982.83**

NOTE 28: DEPRECIATION AND AMORTIZATION EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on Tangible assets	197.07	287.11
Depreciation on ROU Asset	2.78	2.78
Amortisation of Intangible Assets	8.59	7.63
TOTAL	**208.45**	**297.51**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 29: OTHER EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent (Refer Note 36)	247.78	262.19
Rates and taxes	35.62	38.01
Repairs and maintenance:		
Building	15.89	12.41
Plant and Machinery	83.42	94.43
Others	19.72	21.53
Insurance	235.09	171.04
Professional charges and consultancy fees	1,695.65	1,472.94
Vehicle running charges	109.74	167.45
Travelling and conveyance	261.15	186.79
Security Charges	118.76	138.49
Communication expenses	24.12	34.90
Power and fuel	33.47	54.97
Printing & Stationery Expenses	17.65	24.89
Charity and donations	0.12	0.32
Auditor's remuneration (refer note 29.1)	39.06	40.73
Impairment of inventory	-	1,042.44
Loan given written off	941.97	-
Fair value changes on Mutual Fund recognised at FVTPL	-	1.08
Equity Investments in certain Subsidiaries, Associates and Joint Ventures written off	1,076.56	255.70
Investments in Debentures written off (refer note 6.3)	3,388.73	-
Expected Credit Loss on doubtful advance	220.18	-
Doubtful advances written off	20.31	-
Bad debts / sundry balances written off	6,679.40	101.03
Miscellaneous expenses	190.68	128.16
Expected Credit Loss on Trade Receivables	6,021.47	788.53
TOTAL	**21,476.55**	**5,038.03**

Note 29.1: Payment to Auditors

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As Auditors		
- Audit fees	22.00	22.00
- Tax Audit fees	4.50	4.50
- Limited review	10.50	10.50
- Reimbursement of expenses	0.46	0.40
In other capacity:		
- Other services (certification fees)	1.60	3.33
TOTAL	**39.06**	**40.73**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 30 : Exceptional Items

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gain on recognition of Sustainable Debt on Debt Restructuring	18,894.57	-
Gain on recognition of Unsustainable Debt on Debt Restructuring	56,135.41	-
Reversal of Expected Credit Loss provision on certain Trade Receivables	14,007.43	
Writeback of credit balances of certain creditors	955.11	
Writeback of liabilities towards loans	636.35	-
Total Exceptional gain	**90,628.88**	**-**
Unbilled Revenue balance written off	69,934.62	-
Writeoff of Expected Credit Loss provision on certain Trade Receivables as mentioned above	14,007.43	
Impairment loss on Property Plant and Equipment classified as "Held for Sale"	5,341.08	-
Inventory written off	1,044.01	-
Property Plant and Equipment written off	108.35	-
Total Exceptional Loss	**90,435.50**	**-**
Net Exceptional Gain	**193.38**	**-**

NOTE 31: CONTINGENT LIABILITIES

₹ In Lakhs

Particulars			As at March 31, 2024	As at March 31, 2023
A.	**Contingent Liabilities**			
	i	Claims against the Company not acknowledged as debts:		
		(a) Legal suits filed against the Company by third parties towards claims disputed by the Company relating to supply of goods and services	85.44	85.70
		(b) Legal suites filed against the Company by ex-employees towards claims disputed by the Company relating to non-payment of their dues	0.26	0.26
			85.70	**85.96**
	ii	Disputed Demands:		
		(a) Excise / Service tax	23.13	23.13
		(b) Sales tax / VAT**	3,932.29	3,932.29
	iii	Performance bank guarantees, given on behalf of a Joint Ventures		
		- MVV Water Utilities Private Limited	-	166.00
	iv	Corporate Financial Guarantees given to banks for financial assistance extended to subsidiaries and other body corporates	-	2,040.93

**of the Disputed Demands on Sales tax/VAT/GST the Company has applied for stay in respect of the amount aggregating to ₹2,220.70 lakhs.

NOTE 32 EMPLOYEE BENEFITS

(a) Contribution to Defined Contribution Plans recognised as expense are as under

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Provident fund and other funds	50.91	50.91

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

(b) Defined Benefit Plan

Disclosure for Defined Benefit Plans based on actuarial report

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Changes in Defined Benefit Obligation:		
Present value of Defined Benefit Obligation at the beginning of the year	**337.76**	**406.57**
Current service cost	31.59	33.20
Interest cost	24.99	28.87
Re-measurements (gains)/losses		
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	6.49	(3.32)
Actuarial (gains)/losses arising from changes in experience adjustments	23.48	(6.99)
Benefits paid	(90.69)	(120.57)
Present value of Defined Benefit Obligation at the end of the year	**333.62**	**337.76**

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expenses Recognized in the Statement of Profit and Loss		
Interest cost	24.99	28.87
Current service cost	31.59	33.20
Total	**56.58**	**62.07**
Expenses recognised in Other Comprehensive Income		
Actuarial (gains)/losses arising from changes in financial assumptions	6.49	(3.32)
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	23.48	(6.99)
Total actuarial (gains)/ losses recognized in Other Comprehensive Income	29.97	(10.31)

The Principal actuarial assumption used:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	7.10%	7.40%
Salary growth rate	**6.00%**	**6.00%**
Mortality rate	Indian assured lives mortality (2012-14) Table Ultimate	Indian assured lives mortality (2012-14) Table Ultimate
Withdrawal rate (per annum)	1% to 8%	1% to 8%

The estimates of future salary increases have been considered in actuarial valuation after taking into consideration the impact of inflation, seniority, promotion and other relevant factors such as supply and demand situation in the employment market.

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Disclosure for Defined Benefit Plans based on actuarial report

Current and Non Current Classification

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity		
Current	92.95*	77.38*
Non-current	240.68*	260.38*

***excludes figures of Joint Operations**

Basis used to determine expected rate of return on assets:

The expected return on plan assets is based on market expectation, at the beginning of the period, which is used for calculating returns over the entire life of the related obligation.

Sensitivity Analysis for significant assumptions for the year ended March 31, 2024 are as follows:

₹ In Lakhs

Assumptions	**Discount Rate**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	316	355

₹ In Lakhs

Assumptions	**Future Salary increase**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	352	318

₹ In Lakhs

Assumptions	**Withdrawal Rate**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	336	332

Sensitivity Analysis for significant assumptions for the year ended March 31, 2023 are as follows:

₹ In Lakhs

Assumptions	**Discount Rate**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	319	361

₹ In Lakhs

Assumptions	**Future Salary increase**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	359	320

₹ In Lakhs

Assumptions	**Withdrawal Rate**	
Sensitivity Level	1% increase	1% decrease
Impact on Defined Benefit Plan	341	336

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

The Weighted Average duration of the defined benefit obligation as at March 31, 2024 is 60 years

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory frame work which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate Risk: The plan exposes the Company to the risk off all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non-availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time. **Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment

NOTE 33: SHARED BASED PAYMENT

The ESOP 2021 has been approved by the shareholders of the company on March 25, 2021 for grant aggregating 1,950,698 Employees stock options of the company. The Scheme shall be called 'Employee Stock Option Plan 2021 (ESOP 2021). The following are the salient details of the ESOP 2021.

a) The ESOP 2021 is designed to provide equity-based compensation to the employees and directors of the Company. It aims to align the interests of the employees with those of the Company by allowing them to share in the wealth they help to create.

b) Only employees (including directors) of the Company are eligible to receive stock options under the ESOP 2021. The specific eligibility criteria and selection of employees for the grant of options are determined by the Nomination and Remuneration Committee.

c) Options granted under the ESOP 2021 have a vesting period ranging from a minimum of one year to a maximum of five years from the date of grant.

d) Options are non-transferable.

Rs. In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Expense arising from equity-settled share-based payment transactions	131.71	-
Total expense arising from share-based payment transactions	**131.71**	-

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

₹ In Lakhs

Particulars	As at 31st Mar 2024		As at 31st Mar 2023	
	Number	WAEP (Rs.)	Number	WAEP (Rs.)
a) Options outstanding at the beginning of the year	-	31.20	-	-
b) Options granted during the year	1,950,698	31.20	-	-
c) Options forfeited during the year	372,139	31.20	-	-
d) Options exercised during the year	-	31.20	-	-
e) Options expired during the year	-	31.20	-	-
f) Options outstanding at the end of the year (a+b-c-e)	1,578,559	31.20	-	-
g) Excercisable at the end of the year	-	31.20	-	-

NOTES TO FINANCIAL STATEMENTS
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The exercise price for share options outstanding as at 31 March 2024 was ₹31.20/-

The weighted average remaining contractual life for the share options outstanding as at 31 March 2024 was 7.23 years

The weighted average fair value of options granted during the year was INR 22.05

The following tables list the inputs to the models used for the plans for the years ended 31 March 2024 and 31 March 2023, respectively.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Weighted average share price (Rs.)	31.20	
Exercise price (Rs.)	31.20	
Expected Dividend (%)	0%	-
Expected volatility (%)	61.83%	-
Risk–free interest rate (%)	6.97%	-
Option life (years)	6-10 years	-
Option Pricing Model	Black Scholes Valuation Model	-

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTE 34: DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO IND AS 24

List of Related Parties

I. Subsidiary Companies including Step-Down Subsidiary Companies:

Names of related parties

SPML Infrastructure Limited
SPML Utilities Limited
Allahabad Waste Processing Co. Limited
Mathura Nagar Waste Processing Co. Limited
Bhagalpur Electricity Distribution Co. Pvt. Ltd.
Doon Valley Waste Management Private Limited (Merged with SPML Infrastructure Limited,w-e-f 23-06-2023)
Sanmati Infra Developers (P) Ltd.
Pondicherry Special Economic Zone Company Limited
Madurai Municipal Waste Processing Co. Private. Limited

II. Joint Ventures of the Company

Names of related parties

Malviya Nagar Water Services Private Limited
MVV Water Utility Private Limited
Gurha Thermal Power Co. Ltd
Aurangabad City Water Utility Co. Limited
Hydro-Comp Enterprises (India) Private Limited

III. Associates of the Company

Names of related parties

Binwa Power Corporation Private Ltd
Bhilwara Jaipur Toll Road Private Limited
SPML Bhiwandi Water Supply Infra Limited
SPML Bhiwandi Water Supply Management Limited
SPML Energy Limited
SPMLIL- Amrutha Constructions Pvt Ltd

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IV. Key Management Personnel

Names of related parties	Nature of relationship
Mr. Subhash Chand Sethi	Chairman
Mr. Sushil Kumar Sethi	Vice Chairman & Non-Executive Director
Mr. Prem Singh Rana	Non-executive Independent Director
Mr. Tirudaimarudhur Srivastan Sivashankar	Non-executive Independent Director
Mrs. Pavitra Joshi Singh	Non-executive Independent Director
Ms. Arundhuti Dhar	Non-executive Independent Director
Mr. Abhinandan Sethi	Chief Operating Officer
Mr. Manoj Digga	Chief Financial Officer
Mrs. Swati Agarwal	Company Secretary

V. Relatives of Key Management Personnel

Names of related parties	Nature of relationship
Mr. Anil Kumar Sethi	Brother of Chairman & Vice-Chairman
Mr. Harshavardhan Sethi	Son of Chairman
Mrs. Maina Devi Sethi	Mother of Chairman & Vice-Chairman
Mrs. Noopur Jain	Daughter of Vice-Chairman
Mrs. Suman Sethi	Wife of Chairman
Mr. Abhinandan Sethi	Son of Chairman
Mrs. Sandhya Rani Sethi	Wife of Vice-Chairman
Mr. Rishabh Sethi	Son of Vice-Chairman
Mrs. Shilpa Sethi	Daughter in law of Chairman
Dr. Ankit Jain	Son-in-law of Vice-Chairman
Mrs. Priyanshi Sethi	Daughter in law of Chairman
Mrs. Aanchal Sethi	Daughter in law of Vice-Chairman

VI. Entities over which Key Management Personnel and/or their relatives have significant influence

Names of related parties

Add Energy Management Company Private Limited
Arihant Leasing & Holding Co. Limited
Awa Power Company Private Limited
Rishabh Homes Private Limited
IQU Power Company Private Ltd
Neogal Power Company Private Ltd
SPM Engineers Limited
Subhash Kabini Power Corporation Limited
Zoom Industrial Services Limited
20Th Century Engineering Limited
SPML India Limited
Peacock Pearl Business Solution Pvt Ltd
Acropolis Properties Pvt Ltd
Niral Enterprises Pvt Ltd
JWIL Infra Limited

NOTES TO FINANCIAL STATEMENTS
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SPM Holding Pte. Ltd.

SPML Industries Limited

Delhi Waste Management Ltd

Sanmati Corporate Investments Private Limited

Vidya Edutech Private Limited

Aleron Tradelinks (India) Pvt. Ltd.

NOTE 35:

A. During the year the following transactions were carried out with the related parties in the ordinary course of business:

₹ In Lakhs

Transaction	Related Party	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of Goods	**Entities where significant influence is exercised by KMP and / or relatives**		
	JWIL Infra Limited	61,544.10	11,489.67
Interest Income	**Subsidiary companies**		
	Entities where significant influence is exercised by KMP and / or relatives		
	Subhash Kabini Power Corporation Limited	-	8.70
Loan/Advance Given/Repaid	**Joint ventures**		
	MVV Water Utility Pvt Ltd.	-	0.94
	Entities where significant influence is exercised by KMP and / or relatives		
	Subhash Kabini Power Corporation Limited	-	4.10
	Zoom Industrial Services Limited	-	0.50
Loan/Advance Taken/Repaid	**Key managerial personnel (KMP)**		
	Mr. Subhash Chand Sethi	60.59	150.00
	Joint ventures		
	MVV Water Utility Pvt Ltd.	-	1.82
	Entities where significant influence is exercised by KMP and / or relatives		
	Zoom Industrial Services Limited	931.50	75.47
	Subhash Kabini Power Corporation Limited	-	220.06
	Peacock Pearl Business Solution Pvt Ltd		
	Aleron Tradelinks (India) Pvt Ltd	400.00	-
	SPML Industries Limited	568.50	99.00
Equity Share Issued/ Equity Shares issued on conversion of CCPS	Sushil Kumar Sethi	-	
	SPML India Limited	-	432.33
	Zoom Industrial Services Limited	866.43	807.88
	Niral Enterprises Pvt Ltd	911.04	387.26
Shares application money & share warrant	SPML Industries Ltd	1,806.00	-
	Zoom Industrial Services Limited	931.50	-
	Delhi Waste Management Ltd	2,250.00	-
Managerial Remuneration/ Sitting Fees	Mr. Subhash Chand Sethi	93.54	93.54
	Mr. Abhinandan Sethi	103.99	105.94
	Mr. Prem Singh Rana	3.60	3.30
	Mr. Charan Singh	-	2.30
	Mr. Tirudaimarudhur Srivastan Sivashankar	3.50	3.30
	Mr. Pavitra Joshi Singh	2.30	1.40
	Ms. Arundhuti Dhar	3.40	0.40
	Mr. Manoj Digga *	92.30	92.28
	Mrs. Swati Agarwal *	10.03	11.27

NOTES TO FINANCIAL STATEMENTS
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* During the financial year 2023-24, The Company has granted 2,16,586 nos. of employees stock options to Mr. Manoj Digga CFO of the Company and 11,590 nos. of options to Mrs. Swati Agarwal, Company Secretary of the Company. Each option shall be converted into 1 equity shares of the Company upon exercise. Each options granted, would vest minimum for one year and maximum for five years from the date of Grant.

B. Balances outstanding at the year end:

₹ In Lakhs

Transaction	Related Party	Year ended March 31, 2024	Year ended March 31, 2023
Payable	**Subsidiary companies**		
	Mathura Nagar Waste Processing Company Limited	529.63	529.63
	Pondicherry Special Economic Zone Company Limited	749.71	749.71
	Key managerial personnel (KMP)		
	Mr. Sushil Kumar Sethi	29.52	29.51
	Mr. Subhash Chand Sethi	89.64	150.23
	Relative of KMP		
	Mr. Abhinandan Sethi	13.99	14.12
	Entities where significant influence is exercised by KMP and / or relatives		
	Arihant Leasing & Holding Company Limited	55.92	55.92
	Delhi Waste Management Limited	900.98	3,150.98
	SPML Industries Limited	-	1,237.50
	Zoom Industrial Services Limited	743.64	743.64
	JWIL Infra Limited	9,136.59	1,092.90
	SPML India Limited	0.27	0.27
	Niral Enterprises Pvt Ltd	73.03	73.03
Receivable	**Subsidiary companies**		
	SPML Infrastructure Limited	342.79	342.79
	SPML Utilities Limited	2.88	2.88
	Bhagalpur Electricity Distribution Company Private Limited	6,614.61	6,614.61
	Madurai Municipal Waste Processing Company Private Limited	-	1.47
	Joint ventures		
	Malviya Nagar Water Services Pvt .Ltd	450.16	450.16
	MVV Water Utility Pvt Ltd.	513.16	513.56
	Associate companies		
	SPML Bhiwandi Water Supply Infra Limited	-	887.29
	SPML Bhiwandi Water Supply Management Limited	-	
	Entities where significant influence is exercised by KMP and / or relatives		
	Add Energy Management co. Private Limited	133.96	133.96
	Bharat Hydro Power Corporation Limited	189.26	189.26
	Acropolis Properties Pvt Ltd	1.08	1.08
	Jwil Infra Limited	34.23	34.23
	Aleron Tradelinks (India) Pvt Ltd	751.13	1,151.13
Corporate Guarantee outstanding (Also Refer Note 33 for details of security given)	**Associate companies**	-	
	Bhilwara Jaipur Toll Road Private Limited	-	432.33
	Subhash Kabini Power Corporation Limited	-	2040.93
Performance Guarantee outstanding	Associate companies		
	MVV Water Utility Private Limited	-	166.00

NOTES TO FINANCIAL STATEMENTS
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C. Details of remuneration to Key Managerial Personnel is given below

₹ In Lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
- Short-term employee benefits	311.36	312.43
- Post employment benefits	1.30	1.30
	312.66	313.73

Notes:

Terms and conditions of transactions with related parties:

Related part transactions were made on terms equivalent to those that prevail in arm's length transactions

NOTE 36: LEASES

Company as a Lessee
Lease Assets and Lease Liabilities

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Assets		
Right of Use assets	-	2.78
Liabilities		
Lease Liabilities		
- Current	-	2.44
- Non-current	-	-

Depreciation on Right of Use assets and Interest expenses on Lease Liabilities

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation and Amortisation expenses	2.78	2.78
Interest expenses	0.92	0.59
Short term lease payment	247.78	262.19

Carrying Amounts of Right of Use Assets recognised and the movement during the year:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance (Previous year initial recognition on adoption of Ind AS 116)	2.78	5.56
Addition/(deduction) during the year	-	-
Depreciation expenses	(2.78)	(2.78)
Closing balance	**-**	**2.78**

Set out below are the Carrying Amounts of Lease Liabilities and the movements during the year:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance (Previous year Initial recognition on adoption of Ind AS 116)	2.44	5.20
Addition/(deduction) during the year	-	-
Interest expenses during the year	0.92	0.59
Payments	3.36	3.36
Closing balance	**-**	**2.44**
Current	-	2.44
Non-current	-	-

NOTES TO FINANCIAL STATEMENTS
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The effective interest rate for lease liabilities is 12.65%, with maturity between April 2021 & March 2024

₹ In Lakhs

Maturity analysis of lease liabilities are as follows:	As at March 31, 2024	As at March 31, 2023
1 year	-	2.44
2 to 5 years	-	-

NOTE 37.1 CATEGORIZATION OF FINANCIAL INSTRUMENTS

₹ In Lakhs

Particulars			Carrying value/ Fair value	
			As at March 31, 2024	As at March 31, 2023
(i)	Financial Assets			
	a)	Measured at FVTPL		
		- Investments in Mutual Fund	880.69	2,158.56
	b)	Measured at FVOCI		
		- Investments in Equity Instruments	239.65	239.65
	c)	Measured at Amortised Cost*		
		- Loans	6,784.85	11,221.04
		- Trade Receivables	58,319.74	63,403.02
		- Other Financial Assets	20,051.19	26,813.90
(ii)	Financial Liabilities			
	a)	Measured at FVTPL		
		- Financial Guarantee Obligation	-	185.07
	b)	Measured at Amortised Cost*		
		- Borrowings (Secured and Unsecured)	55,791.37	1,70,374.16
		- Other Financial Liabilities	75,884.87	55,209.55

*Carrying value of assets / liabilities carried at amortised cost are reasonable approximation of its fair values.

NOTE 37.2 FAIR VALUE HIERARCHY

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

a) Financial assets and liabilities measured at fair value at March 31, 2024

₹ In Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL	880.69	-	-	**880.69**
Investment at OCI	-	-	239.65	**239.65**
Financial Liability				
Financial Guarantee Obligation at FVTPL	-	-	-	**-**

Financial assets and liabilities measured at fair value at March 31, 2023

₹ In Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL	30.76	-	1,289.54	**1,320.30**
Investment at OCI	-	-	239.65	**239.65**
Financial Liability				
Financial Guarantee Obligation at FVTPL	-	-	185.07	**185.07**

NOTES TO FINANCIAL STATEMENTS
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(b) Financial instruments at ammortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled

(c) During the year there has been no transfer from one level to another

NOTE 38. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:

The Company's principal financial liabilities, comprise of Borrowings and Trade Payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The Company has various financial assets such as Trade Receivables, Loans, Investments, Short-term Deposits and Cash & Cash Equivalents which arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's Board of Directors assures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each risks, which are summarized below:

A. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company.

The Company's exposure to credit risk is influenced mainly by Cash and Cash Equivalents, Trade Receivables and financial assets measured at Amortised Cost.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes Security deposits, Loans given and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

a) Credit Risk Management

The Company provides for the Expected Credit Loss based on the following:

Asset Group	Description	Provision for Expected Credit Loss*
Low Credit Risk	Cash and Cash Equivalents, Other Bank Balances, Investments,Loans, Trade Receivables and Other Financial Assets	12 month Expected Credit Loss/Life time Expected Credit Loss
Moderate Credit Risk	Trade Receivables, Loans and Other Financial Assets	12 month Expected Credit Loss/Life time Expected Credit Loss
High Credit Risk	Trade Receivables, Loans and Other Financial Assets	Life time Expected Credit Loss

*Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

₹ In Lakhs

Credit Rating	Particulars	As at March 31, 2024	As at March 31, 2023
Low Credit Risk	Cash and Cash Equivalents, Other Bank Balances, Investments and Other Financial Assets	50,669.26	38,799.38
High Credit Risk	Trade Receivables, Loans	77,966.93	96,311.16

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

b) Credit Risk Exposure

Provision for Expected Credit Loss

The Company provides for Expected Credit Loss based on 12 month and Life time Expected Credit Loss basis for following Financial Assets:

As at March 31, 2024

₹ In Lakhs

Particulars	Estimated gross carrying amount at default	Expected Credit Loss	Carrying amount net of impairment provision
Loans	10,171.92	3,387.07	6,784.85
Trade Receivables	67,795.01	9,475.27	58,319.74

As at March 31, 2023

₹ In Lakhs

Particulars	Estimated gross carrying amount at default	Expected Credit Loss	Carrying amount net of impairment provision
Loans	15,446.90	4,225.86	11,221.04
Trade Receivables	80,864.26	17,461.24	63,403.02

The Company's allowance for Expected Credit Loss on Trade Receivables is created using Provision Matrix Approach.

₹ In Lakhs

Reconciliation of Loss Allowance	Trade Receivables	Loans
As on March 31, 2022	**16,672.71**	**4,225.86**
Allowance for Expected Credit Loss	788.53	-
As on March 31, 2023	**17,461.24**	**4,225.86**
Allowance for Expected Credit Loss	6,021.47	
Written back on Expected Credit Loss	14,007.43	838.79
As on March 31, 2024	**9,475.27**	**3,387.07**

B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its Financial Liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of Financial Liabilities

The table below analyse the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities

As at March 31, 2024

₹ In Lakhs

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	23,740.49	-	32,050.88	**55,791.37**
Trade Payable	26,847.72	15,941.78	-	**42,789.70**
Other Financial Liabilities	7,064.00	26,031.37	-	**33,095.37**

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

As at March 31, 2023

₹ In Lakhs

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	1,11,070.29	-	59,303.87	**1,70,374.16**
Trade Payable	22,031.22	19,799.64	-	**41,830.86**
Other Financial Liabilities	3,802.94	9,760.82	-	**13,563.76**

C. Market Risk

a. Interest Rate Risk

The Company has taken debt to finance its working capital , which exposes it to interest rate risk. Borrowings issued at variable rates expose the Company to interest rate risk.

Interest Rate Risk Exposure

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Variable Rate Borrowing	-	1,07,069.56
Fixed Rate Borrowing	55,791.37	63,304.60

Interest rate sensitivity

Profit or loss and equity is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Interest Sensitivity*		
Interest Rates increase by 100 basis points	**	**
Interest Rates decrease by 100 basis points	**	**

**Holding all other variables constant*

*** Refer Note - 16.5 and 16.6*

b. Price Risk

The Company's exposure to price risk arises from investments held and classified as FVTPL or FVOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity Analysis

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Price Sensitivity*		
Price increase/ decrease by 5%- FVOCI	-	-

*Holding all other variables constant

NOTE 39. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued Equity Capital, Share Premium and all Other Equity Reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value . The Company's overall strategy remains unchanged from previous year.The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity ,internal fund generation and borrowed funds. The Company's policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the Net Debt to Equity Ratio. The Company is not subject to any externally imposed capital requirements.

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Net debt are long term and short term debts as reduced by Cash and Cash Equivalents (including restricted Cash and Cash Equivalents). Equity comprises share capital and free reserves (total reserves excluding OCI). The following table summarizes the capital of the Company:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	55,791.37	1,70,374.16
Trade Payables	42,789.50	41,830.86
Less: Cash and Cash Equivalents	(22,673.32)	(1,817.97)
Net debt	**75,907.75**	**2,10,387.05**
Total Capital	50,889.03	34,946.50
Capital and net debt	**1,26,796.78**	**2,45,333.54**
Gearing ratio	**60%**	**86%**

NOTE 40: DEFERRED TAX ASSET

₹ In Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets arising out of:		
Provision as per Expected Credit Loss model	5,116.54	5,598.07
Adjustment for modified retrospective impact of Ind AS 115 as on April 1, 2018	-	5,368.34
Impact of fair valuation of loans and advances	770.32	770.32
Fair valuation of investments	3,010.00	3,010.00
Provision for employee benefit plan	(1.35)	(10.70)
Impairment of property, plant and equipment	(59.44)	(59.44)
Gross Deferred Tax Assets	**8,836.06**	**14,676.58**
Deferred Tax Liabilities arising out of:		
Fair valuation of land	448.37	1,680.67
Profit on sale of investments	230.69	230.69
Interest income	874.26	874.26
Guarantee commission	37.66	37.66
Impact of Ind AS 116	0.11	0.11
Gross Deferred Tax Liabilities	**1,591.09**	**2,823.38**
MAT Credit	**4,496.95**	**-**
Net Deferred Tax Assets	**11,741.92**	**11,853.20**

Deferred Tax includes MAT Credit Entitlement of INR 4,496.95 lakhs recognised during the quarter and year ended 31st March, 2024, in respect of certain earlier years when the Company paid income tax under MAT but the corresponding MAT Credit was not recognized in those years, based on prudence.

The major components of Income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit or loss section		
Current income tax:		
Current income tax charge	-	54.94
Deferred tax:		
Relating to origination and reversal of temporary differences	120.63	-
Income tax expense reported in the statement of profit or loss	**120.63**	**54.94**
OCI section		
Deferred tax related to items recognised in OCI during in the year:		
Net loss/(gain) on remeasurements of defined benefit plans	(9.35)	3.22
Income tax charged to OCI	**(9.35)**	**3.22**

NOTES TO FINANCIAL STATEMENTS

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Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31,2023 and March 31,2024:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Accounting profit before tax	2,072.25	265.99
At India's statutory income tax rate of 31.20% (March 31,2023: 31.20%)	646.54	82.99
Effect of Income being taxed at different rate (MAT Rate)	(323.27)	(41.49)
Effect of deferred tax	120.63	-
Adjustments in respect of items that are exempted from Income tax	(2,395.52)	(13.45)
Income tax expense reported in the statement of profit and loss	**120.63**	**54.94**

NOTE 41. EARNING PER SHARE:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net profit available for Equity Shareholders	1,951.62	211.05
Weighted Average number of Equity shares	489.78	480.91
Basic Earnings Per Share	3.98	0.44
Weighted Average number of Equity shares	504.66	480.91
Diluted Earnings Per Share	3.87	0.44

NOTE 42. The Ministry of Finance has introduced a Settlement Scheme being Vivad se Vishwas II, a voluntary settlement scheme to resolve long outstanding contractual disputes with the Government or its agencies ('VSV scheme') vide Office Memo dated 29.5.2023. The Company has various Arbitration Awards in hand, out of which Arbitration Awards having value of ₹46,400.00 lakhs including accrued interest till 30-09-2023 were found eligible by the company under VSV scheme. As per the terms of the VSV scheme, the settlement value of these awards was ₹29,400.00 lakhs (approx.) including accrued interest till 30-09-2023. The Company has already received a sum of ₹24,494.92 lakhs till 29-05-2024 and the balance amount would be received in due course of time. An income of Rs.20,874.63 lakhs has been included under "Revenue from Operations" for the year ended 31st March, 2024 towards receipts from VSV scheme.

NOTE 43. The Company has certain Trade and Other Receivables of ₹46,594.67 Lakhs as at March 31, 2024 (₹43,521.90 Lakhs as on March 31, 2023) backed by arbitration awards pronounced in its favour over the years. Further, the Company has recognised interest income of ₹3,072.78 Lakhs during year ended March 31, 2024 (₹2,852.63 Lakhs during the year ended March 31, 2023) on such arbitration awards. Against these awards, the customers have preferred appeals in the jurisdictional courts and the legal proceedings are going on. Pending the outcome of the said legal proceedings, the above amounts are being treated as fully realisable as based on the facts of the respective case, the management is confident that the final outcome of the legal proceedings would be in its favour.

NOTE 44. Trade Receivables aggregating Rs.26,836.89 Lakhs (March 31, 2023 Rs.17,518.19 Lakh) are under arbitration proceedings. The management is confident that based on the facts of the respective cases; there is no uncertainty as regards their realisation.

NOTE 45. Disclosure in relation to Corporate Social Responsibility (CSR):

i) Amount required to be spent by the company during the year:	NIL
ii) Amount of expenditure incurred:	Not Applicable
iii) Shortfall at the end of the year:	Not Applicable
iv) Total of previous years shortfall:	NIL
v) Reason for shortfall:	Not Applicable
vi) Nature of CSR activities:	None
vii) Details of related party transactions e.g. contribution to a trust controlled by the company in relation to CSR Expenditure as per relevant Accounting Standard:	NIL
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation the movements in the provision during the year should be shown separately:	There is no provision during the current financial year.

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 46. The Company has given unsecured loans to certain subsidiaries, joint ventures and associates for developing various projects. However, due to the financial difficulties faced by the Company over the past few years, as detailed in Note16.1 hereinabove, it has not been able to continue providing required financial support which they have asked for subsequently for developing the projects. Consequently and coupled with various other reasons specific to each such subsidiary, joint venture and associate and the general economic conditions, their financials have been adversely impacted over a period of time. Based on the assessment of financials etc. of these companies and as per the provisions of Ind AS, the Company has been providing for expected credit losses in respect of the loans given to them along with accrued interest. In view of the aforesaid circumstances and considering the probability that the Company will collect the interest to which it is entitled to, the Company has, with effect from 1st April, 2021, postponed recognition of income from interest on such unsecured loans given to certain subsidiaries, joint ventures and associates which are impaired fully/partially by way of expected credit losses as per the provisions of Ind AS. The amount of such interest not recognized for the quarter and year ended 31st March, 2024 is Rs.125.58 lakhs and ₹733.71 lakhs respectively. The interest income would be considered as revenue, as per the provisions of Ind AS, in the period in which there is certainty of it's collection/it is ultimately collected. Notwithstanding the aforesaid, the Company always retains the right to recover the entire outstanding loan along with interest accrued thereon.

NOTE 47: RATIO ANALYSIS

The ratios as per the latest amendment to Schedule III are as below:

	Year ended March 31, 2024	Year ended March 31, 2023	Variance (%)	Reason for Variance (If variance is more than 25%)
(1) Current ratio (times) (Current assets/Current liabilities)	1.52	1.03	47.39%	The variance arising mainly on account of increase cash & bank balances arising out of recovery of receivables
(2) Debt equity ratio (times) (Total Debt/Shareholder's Equity)	1.10	4.88	(77.53%)	The variance arising mainly on account of enhanced financial stability and reduction of debt.
(3) Debt service coverage ratio (times) (Earnings available for Debt service/ Debt service) Earning for Debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + Other adjustments like loss on sale of fixed assets etc. Debt service = Interest & Lease payments + Principal repayments	1.92	0.04	4688.37%	The variance arising mainly on account of enhanced financial stability and reduction of debt.
(4) Return on Equity (%) (Net profit after tax (PAT)/Average Equity) Net profit after tax means reported amount of "Profit /(Loss) for the period" and it does not include items of Other Comprehensive Income.	4.55%	0.62%	633.44%	The variance arising mainly on account of significant increase in income arising out of arbitration awards and revenue from operations.
(5) Inventory turnover ratio (times) (Sales/Average inventory) [Sales : Revenue from operations]	20.31	9.61	111.35%	The variance arising mainly on account of significant increase in income arising out of arbitration awards and revenue from operations.

NOTES TO FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

	Year ended March 31, 2024	Year ended March 31, 2023	Variance (%)	Reason for Variance (If variance is more than 25%)
(6) Trade Receivable turnover ratio (times) (Sales /Average Trade Receivables) [Sales : Revenue from operations]	2.17	0.66	228.21%	The variance arising mainly on account of substantial improvement in the efficiency of accounts receivable collection, improved cash flow management, and reduce average days sales outstanding, enabling to optimize its working capital and improve overall financial performance
(7) Trade payables turnover ratio (times) (Net credit purchases/Average Trade Payables) Net credit purchases consist of gross credit purchases minus purchase return	0.10	0.15	(31.09%)	The variance arising mainly on account of efficient payment process and a reduction in payment days outstanding,enabling to optimize its working capital and strengthen its relationships withsuppliers.
(8) Net capital turnover ratio (times) (Sales/Average working capital) (Working capital: Current assets - Current liabilities) [Sales : Revenue from operations]	4.37	17.82	(75.50%)	The variance arising mainly on account of decrease in working capital.
(9) Net profit ratio (%) (Net profit after tax/Sales) [Sales:Revenue from operations]	1.48%	0.24%	516.80%	The variance arising mainly on account of remarkeble turnaround in profitability, attributed to the effective measures to reduce costs, Improvement in operational efficiency and increase in revenue
(10) Return on Capital Employed (%) (EBIT/Capital Employed) [Capital Employed : Tangible Net Worth + Total Debt + Deferred Tax Liability Tangible Net Worth : Total Assets-Intangible Assets -Total Liability [EBIT : Profit before taxes +/(-) Exceptional items +Finance Cost]	6.86%	2.37%	189.48%	The variance arising mainly on account of remarkeble turnaround in profitability, attributed to the effective measures to reduce costs, Improvement in operational efficiency and increase in revenue
(11) Return on investment (%) (Return on Investment/Average Investments)		-	-	Company has not earned any return on investments held for long term strategic purpose.

NOTE 48. Information on joint arrangements of the company

Description of Company's interest in the joint operations of the entity: ₹ In Lakhs

Name of the entity	As at March 31, 2024		As at March 31, 2023	
	Proportion of Interest	Country of Incorporation	Proportion of Interest	Country of Incorporation
Siddartha - Mahavir-SPML	10%		10%	India
SPML - CISC JV	50%		50%	India
SPML - Simplex	50%		50%	India
SPML - HCIL	100%		100%	India
M&P + Subhash JV	40%		40%	India
SPML-JWIL JV	51%		51%	India
SPML-BCPL JV	51%		51%	India
PNC-SPML JV-MORADABAD	100%		100%	India
SPML-Shree Hari JV	51%		51%	India
Suez Environment France & SPML Infra Ltd India JV	48%		48%	India
JWIL SPML JV	30%		30%	India
Shristi SPML JV	26%		26%	India

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

The Company's share of assets, liabilities, income and expenses in the Joint Operations as at and for the year ended March 31, 2024 is as follows:-

₹ In Lakhs

Name of the Joint Operation		Company's Share in					Capital Expenditure Commitments and Contingent Liabilities
		Assets	Liabilities	Income	Expenses	Profit/ (Loss) (-) after tax	
Siddartha-Mahavir-SPML**	2023-24						
	2022-23	-	-	-	-	-	-
Shristi SPML JV**	2023-24			-	-	-	-
	2022-23	-	-	-	-	-	-
SPML CISC JV	2023-24	7.34	3.28	-	0.05	(0.05)	
	2022-23	7.34	3.23	-	0.03	(0.03)	-
SPML - Simplex	2023-24	0.05	-	-	0.10	(0.10)	
	2022-23	0.65	0.08	10.30	12.50	(2.20)	-
SPML-JWIL JV	2023-24	758.59	752.58	2,826.74	2,816.48	10.26	
	2022-23	1,907.14	1,908.05	5,128.47	5,128.88	(0.41)	-
SPML-BCPL JV	2023-24	565.39	560.29	2,819.39	2,816.64	2.76	
	2022-23	1,114.13	1,110.41	6,527.30	6,524.09	3.21	-
PNC-SPML JV-MORADABAD	2023-24	7,588.83	7,482.73	28,966.91	28,905.19	61.73	
	2022-23	10,266.81	10,251.78	19,300.67	19,296.81	3.86	-
SPML-Shree Hari JV*	2023-24	923.92	923.92	2,796.13	2,796.13	-	
	2022-23	974.55	974.55	4,682.87	4,682.87	-	-
SPML - HCIL JV*	2023-24	40.01	124.63	-	0.11	(0.11)	
	2022-23	40.02	124.53	-	0.27	(0.27)	-
JWIL - SPML JV	2023-24	1,602.24	1,596.30	699.19	698.12	1.07	
	2022-23	1,543.77	1,538.57	654.83	653.18	1.66	-
Suez Environment France & SPML Infra Limited India JV*	2023-24	101.47	115.01	108.00	94.61	13.39	
	2022-23	112.91	122.71	137.11	124.60	12.51	-
M&P + Subhash JV**	2023-24	2,167.17	2,148.93				
	2022-23	2,167.17	2,148.93	-	-	-	-

* These financial statement have been accounted for based on the Management Certified financial statement.
** This financial statement not received.

NOTE 49 SEGMENT REPORTING

The Company is operating in a single segment viz. EPC in accordance with IND AS -108 'Operating Segment' notified pursuant to Companies (Indian Accounting Standards) Rules, 2015 , (as amended). The Company is primarily operating in India which is considered as single geographical segment.

NOTE 50. The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the reporting period in the tax assessments under the Income Tax Act, 1961 (such as,

NOTES TO FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

search or survey or any other relevant provisions of the Income Tax Act, 1961). Further, there is no previously unrecorded income and related assets that have been recorded in the books of account during the reporting period.

NOTE 51: The Company does not have any benami property, where any proceedings have been initiated or pending against the company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under.

NOTE 52: The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

NOTE 53: NOTE 53: There has not been any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTE 54: The Company has not traded or invested in crypto currency or virtual currency during the reporting period.

NOTE 55: The Company during the current year has not made any Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

NOTE 56: Previous year's figures have been regrouped/rearranged wherever considered necessary to confirm to the figures presented in the current year.

Signatories to Notes 1 to 56

As per report attached of even date

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of
SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: May 30, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

Form AOC-1

{Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014}
Statement containing salient features fo the financial statements of the subsidiaries/joint ventures/associate Companies

PART 'A' - Summary of Financial Information of Subsidiary Companies

₹ In Lakhs

Sl. No.	Name of the Company	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Total Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
1	Allahabad Waste Processing Company Limited	-	INR	1	6,25,00,000	(17,78,49,632)	5,30,376	11,58,80,008	-	-	(26,44,25,850)	(13,27,879)	(26,30,97,971)		99.03%
2	Bhagalpur Electricity Distribution Company Private Limited	-	INR	1	1,00,000	(30,86,04,098)	1,39,52,80,270	1,70,38,84,368	-	-	-	-	-		99.99%
3	Madurai Municipal Waste Processing Company Private Limited	-	INR	1	22,82,70,000	(28,94,59,241)	7,42,360	6,19,31,601	-	280	(6,22,72,791)	(3,67,490)	(6,19,05,301)		99.99%
4	Mathura Nagar Waste Processing Company Limited	-	INR	1	5,61,93,000	(6,22,89,698)	22,49,415	83,46,113	-	70,750	(4,26,97,605)	1,29,390	(4,28,26,995)		98.91%
5	Pondicherry Special Economic Zone Company Limited	-	INR	1	28,39,95,000	(8,52,89,062)	24,41,42,508	4,54,36,570	-	48,14,380	43,83,000	12,59,830	31,23,170		74.95%
6	Sanmati Infradevlopers Private Limited	-	INR	1	2,00,00,000	(3,48,66,955)	13,37,97,734	14,86,64,689	13,19,85,390	28,00,20,920	22,20,73,550	(11,06,255)	22,31,79,805		74.99%
7	SPML Infrastructure Limited	-	INR	1	74,33,042	(9,08,55,876)	98,02,214	9,32,23,420	36,010	2,68,22,955	(19,36,15,146)	4,85,64,467	(24,21,79,613)		99.99%
8	SPML Utilities Limited	-	INR	1	20,00,00,000	(13,26,93,110)	14,13,00,050	7,39,93,160	7,90,84,842	1,00,980	(1,07,810)	-	(1,07,810)		100.00%

PART 'B' - Associates and Joint Ventures

₹ In Lakhs

	Name of Entity	Latest Audited Balance Sheet Date	Reporting Currency	No. of Shares held by the Company in associate/joint venture on the year end	Amount of Investment in associate/ joint venture	Extent of Holding (%)	significant Influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest balance sheet	share of profit /loss for the year	
A.	**Joint Ventures**										
1	Aurangabad City Water Utility Co. Ltd	31st Mar-24	INR	19,405	1,04,77,219	40.01%	Controls more than 20% of share Capital		-	-	-
2	Gurha Thermal Power Project	31st Mar-24	INR	25,000	2,50,000	50.00%	Controls more than 20% of share Capital		-	-	-
3	Hydro Comp Enterprises India Private Limited	31st Mar-24	INR	22,96,265	22,96,265	50.00%	Controls more than 20% of share Capital		(48,83,165)	(14,660)	(14,660)
4	MVV Water Utility Private Limited	31st Mar-24	INR	3,83,073	1,09,76,845	48.08%	Controls more than 20% of share Capital		-	-	-
5	Malviya Nagar Water Services Private Limited	31st Mar-24	INR	22,05,000	2,20,50,000	26.00%	Controls more than 20% of share Capital		(16,44,240)	(70,91,760)	(2,01,84,240)
B.	**Associates**										
1	SPMLIL Amrutha Constructions Private Limited	31st Mar-24	INR	36,000		35.99%	Controls more than 20% of share Capital		50,99,827	(2,32,491)	(4,13,407)
2	Binwa Power Company Private Limited	31st Mar-24	INR	29,48,340	-	49.27%	Controls more than 20% of share Capital		3,54,62,848	10,76,453	11,08,547
3	SPML Energy Limited	31st Mar-24	INR	9,95,50,000	4,66,94,000	27.31%	Controls more than 20% of share Capital		6,37,19,920	13,70,485	36,47,515
4	Bhilwara Jaipur Toll Road Private Limited	31st Mar-24	INR	35,20,302	51,91,38,000	51.00%	Controls more than 20% of share Capital		-	-	-
5	Spml Bhiwandi Water Supply Infra Limited	31st Mar-24	INR	2,24,700	2,25,000	44.94%	Controls more than 20% of share Capital		(13,44,250)	(25,036)	(30,674)
6	Spml Bhiwandi Water Supply Management Ltd.	31st Mar-24	INR	2,50,000	2,50,000	50.00%	Controls more than 20% of share Capital		(2,20,395)	(490)	(490)

Annexure-6: Companies that have become/ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies

The names of companies which have become subsidiaries, joint ventures or associate Companies During the year:

Sl. No.	Name of Company	Subsidiary/JV/Associate
1	Madurai Municipal Waste Processing Company Private Limited	Subsidiary

The names of companies which have ceased to be subsidiaries, joint ventures or associate Companies During the year:

Sl. No.	Name of Company	Subsidiary/JV/Associate
1	Delhi Waste Management Limited	Associate

On behalf of the Board of Directors

Subhash Chand Sethi
Chairman

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of SPML Infra Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of SPML Infra Limited (hereinafter referred to as "the Parent" / "the Parent Company") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), its associates and joint ventures, which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, as referred to in the Other Matters section of our report below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31st March, 2024, their consolidated loss (including other comprehensive expense), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matters

We draw attention to the following notes to the consolidated financial statements:

(i) Note No. 17.1, regarding the Parent Company entering into a Master Restructuring Agreement with National Asset Reconstruction Company Ltd.('NARCL'), towards restructuring of it's debt and matters incidental thereto, including the accounting aspects thereof.

(ii) Note No. 31 regarding details of Exceptional Items.

(iii) Note No. 16.1 regarding certain debts availed by the Parent forming part of "Other Equity" as at 31st March, 2024, as equity shares/warrants were allotted there against on 23rd May, 2024 by the Parent Company.

(iv) Note No. 44, regarding uncertainties relating to the recoverability of certain trade & other receivables as at 31st March, 2024 and recognition of interest income thereon, arising out of arbitration awards pronounced in favour of the Parent.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditors Response
Accounting and other related matters, pursuant to acquisition of entire secured debt of the Parent Company from the SBI consortium by NARCL and subsequent restructuring of the debt by NARCL, as per the terms of the Master Restructuring Agreement ('MRA') (refer Note no. 17.1 to the consolidated financial statements) The Parent Company had availed financial assistance from a consortium of banks, with the State Bank of India being the lead bank ('SBI consortium') and had been under financial stress, thereby facing difficulty in servicing the existing facilities extended by the SBI consortium. NARCL, vide Assignment Agreement dated 29th August, 2023, acquired the entire secured debt of the Parent Company from the SBI consortium, amounting to ₹260,451.65 lakhs Thereafter, further to the discussions between the Parent Company and NARCL, the latter agreed to restructure the aforesaid debt of the Parent Company pursuant to which a sanction letter dt. 14th March, 2024 was issued which was accepted by the Parent Company and thereafter, an MRA dt. 17th May, 2024 was executed between the Parent Company and NARCL to give effect to the restructuring of the debt as encapsulated in the aforesaid sanction letter. Giving effect to the aforesaid restructuring in the books of account of the Parent involved, inter alia, derecognition of certain existing liabilities/assets and recognition of new liabilities/assets, resultant gains due to revision of terms of facilities and derecognition/recognition of liabilities and assets, valuation aspects of new liabilities/assets recognized in the books, classification of certain transactions as exceptional items and many such incidental matters. The accounting treatment with respect to the aforesaid matters involved exercise of significant judgement by management and management's experts. Considering the complexities involved and material impact on the consolidated financial statements for the current year, this area is significant to our audit and has accordingly been considered as key audit matter.	Principal Audit Procedures: Our audit procedures included but were not limited to the following in relation to accounting of debt restructuring and the treatment of resultant gains/losses arising therefrom: • Assessed the appropriateness of the design and implementation of the Parent Company's key internal controls relating to accounting, measurement, de-recognition and initial recognition of specific debt and specific arbitration awards and claims as per the terms of the MRA. • Obtained an understanding of the terms of the Assignment Agreement, Sanction letter and the MRA, from the management. • Reviewed the terms of the Sanction Letter and the MRA to assess whether the accounting towards de-recognition of specific debt and initial recognition of new debt was in accordance with the criteria given under the Indian Accounting Standards ('Ind AS'), more particularly under Ind AS 109, ' Financial Instruments'. • Verified that the accounting treatment for revision in the terms of original facilities is in accordance with Ind AS 109; and • Evaluated the appropriateness and adequacy of the disclosures in the consolidated financial statements in accordance with the applicable Ind AS.

Information other than the Consolidated Financial Statements and Auditors' Report thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its Associates and Joint Ventures in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act/other relevant applicable regulations, for safeguarding the assets of the Group, its associates and joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its associates and joint ventures (covered under the Act) have adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements/financial information / financial results of 5(five) subsidiaries included in the consolidated financial statements, whose financial statements / financial information / financial results reflect total assets of □3,814.62 lakhs as at 31st March, 2024, total revenues of □ 2,849.06 lakhs, total net loss after tax of □1,415.27 lakhs, total comprehensive loss of □ 1,415.27 lakhs and cash outflows (net) of □ 30.99 lakhs for the year ended on that date, as considered in the consolidated financial statements. These annual financial statements / financial information / financial results have been audited by other auditors, whose audit reports have been furnished to us by the Parent's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries, is based solely on the audit reports of such other auditors and on the procedures performed by us as stated in the section Auditor's Responsibilities for the Audit of the Consolidated Financial Statements hereinabove.

   Our opinion on the consolidated financial statements is not modified in respect of the above matter, regarding our reliance on the work done by and the reports of the other auditors.

b. We did not audit the financial statements / financial information/ financial results of 1 (one) subsidiary included in the consolidated financial statements, whose financial statements / financial information / financial results reflect total assets of ₹1,413.00 lakhs as at 31st March, 2024, total revenues of ₹1.01 lakhs, total net loss after tax of ₹1.08 lakhs, total comprehensive loss of ₹1.08 lakhs and cash inflows (net) of ₹0.93 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also includes the Group's share of net profit after tax of ₹92.41 lakhs and total comprehensive expense of ₹92.41 lakhs for the year ended 31st March, 2024, in respect of 5(five) associates and 2(two) joint ventures, whose financial statements / financial information / financial results have not been audited by us. These annual financial statements/ financial information/financial results are unaudited and have been furnished to us by the Parent's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, associates and joint ventures is based solely on such unaudited, management certified financial statements / financial information /financial results. According to the information and explanations given to us by the Parent's Board of Directors, these unaudited and management certified financial statements / financial information / financial results are not material to the consolidated financial statements.

c. Owing to non-availability of financial statements/ financial information/financial results of 1(one) subsidiary, 1(one) Associate and 3(three) Joint Venture Companies, the same were not included in the consolidated financial statements. According to the information and explanations given to us by the Parent Company's management, such financial statements/financial information/financial results are not material to the Consolidated Financial Statements.

   Our opinion on the consolidated financial statements is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the relevant rules issued thereunder.;

e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2024 taken on record by the Board of Directors of the Parent, the reports of the statutory auditors of it's subsidiaries, associates and joint ventures incorporated in India and audited and management representation provided by the Parent in respect of unaudited subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.;

f) With respect to the adequacy of internal financial controls with reference to financial statements of the Parent, its subsidiaries, associates and joint ventures incorporated in India, and the operating effectiveness of such controls, refer to our separate report in the Annexure;

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position - Refer Note no.33 to the consolidated financial statements;

   ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiaries, associates and joint ventures incorporated in India;

   iv. (a) The Parent's management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of its subsidiary, associate or joint venture company to or in any other person or entity, including a foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of its subsidiary, associate or joint venture company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Parent's management has represented that, to the best of it's knowledge and belief, no funds have been received by the Parent or any of its subsidiary, associate or joint venture company from any person or entity, including a foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of its subsidiary, associate or joint venture company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.

   v. No dividend has been declared or paid during the year by the Parent or any of its subsidiary, associate or joint venture company. Hence, compliance with Section 123 of the Act is not applicable.

   vi. Based on our examination, which included test checks, and based on the audit reports of the statutory auditors of the Parent's subsidiaries, associates and joint ventures incorporated in India and based on management representation provided by the Parent in respect of unaudited subsidiary companies, associate companies and joint venture companies incorporated in India, the Group and it's associate companies and joint venture companies have used accounting softwares for maintaining their respective books of account for the financial year ended 31st March, 2024 which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares. Further, during the course of our audit, we and the respective other auditors whose reports have been furnished to us by the Management of the Parent, did not come across any instance of the audit trail feature being tampered with. In respect of subsidiaries, associates and joint ventures which are unaudited, the Management of the Parent has represented that the audit trail feature of such unaudited companies has not been tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March , 2024.

According to the information and explanations given to us, the records of the Parent and a subsidiary company examined by us during the course of our audit, the reports of the statutory auditors of the Parent's subsidiaries, associates and joint ventures incorporated in India and management representation provided by the Parent in respect of unaudited subsidiaries, associates and joint ventures incorporated in India, the remuneration paid by the Parent and its subsidiaries, associates and joint ventures incorporated in India to their respective directors for the year ended 31st March, 2024 has been in accordance with the provisions of section 197 read with Schedule V to the Act.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the 'Order'/'CARO') issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us and based on the CARO reports of the companies included in the consolidated financial statements, details of the companies and the paragraph numbers of the respective CARO report containing qualifications or adverse remarks are as follows:-

Name of the Company	**Paragraph number of the CARO report containing the qualification/ adverse remark**
SPML Infra Ltd.	ii(b), iii(b) & (c) and vii(a)
SPML Infrastructure Ltd.	iii(b), (c) & (d)

For **Maheshwari & Associates**
Chartered Accountants
FRN: 311008E

CA. Bijay Murmuria
Partner
Membership No.: 055788
UDIN no.: 24055788BKFELO5714

Place: Kolkata
Date: 30th May, 2024

Annexure to the Independent Auditors' Report of SPML Infra Limited

[Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section in our Independent Auditors' Report of even date to the members of SPML Infra Ltd. on the consolidated financial statements for the year ended 31st March, 2024]

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of SPML Infra Limited ("the Parent") as of and for the year ended on 31st March, 2024, we have audited the internal financial controls with reference to financial statements of the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Parent, its subsidiary companies, its associate companies and joint ventures.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on consideration of reporting of other auditors as mentioned in Other Matters paragraph below, the Parent, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, have, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2024, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to:

(i) certain subsidiaries, associates and joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India;

(ii) certain subsidiaries, associates and joint ventures, is based solely on the representation provided by the management.

For **Maheshwari & Associates**
Chartered Accountants
FRN: 311008E

CA. Bijay Murmuria
Partner
Membership No.: 055788
UDIN no.: 24055788BKFEL05714

Place: Kolkata
Date: 30th May, 2024

CONSOLIDATED BALANCE SHEET

as at March 31, 2024

₹ In Lakhs

Particulars		Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS				
Non-Current Assets				
(a)	Property, Plant and Equipment	3	601.58	9,320.81
(b)	Capital Work in Progress	4	-	5,634.72
(c)	Right of Use Assets	5	23.32	42.58
(d)	Intangible Assets	6	3,558.59	3,508.64
(e)	Financial Assets			
	- Investments	7	3,800.00	5,865.09
	- Trade receivables	8	26,455.04	26,182.14
	- Loans	9	824.19	5,311.60
	- Other Financial Assets	10	2,237.58	3,394.20
(f)	Non Current Tax Assets	11	3,706.82	5,906.54
(g)	Deferred Tax Assets	23	10,344.20	10,461.57
(h)	Other Non-Current Assets	12	34,244.61	33,849.66
			85,795.93	**109,477.55**
Current Assets				
(a)	Inventories	13	3,738.33	9,243.53
(b)	Financial Assets			
	i) Trade Receivables	8	40,436.10	45,948.71
	ii) Cash and Cash Equivalents	14	22,807.74	2,006.50
	iii) Other Bank Balances	14	566.90	270.27
	iv) Loans	9	1,128.44	1,417.67
	v) Other Financial Assets	10	13,263.36	24,344.55
(c)	Current Tax Assets	11	24.02	6.80
(d)	Other Current Assets	12	18,431.00	86,547.80
			100,395.89	**169,785.83**
Assets classified as held for sale		3	2,989.33	-
TOTAL ASSETS			**189,181.15**	**279,263.38**
EQUITY AND LIABILITIES				
EQUITY				
(a)	Equity Share Capital	15	1,066.00	994.90
(b)	Compulsorily Convertible Preference Share Capital	15	-	1,777.47
(c)	Other Equity	16	44,961.89	31,474.56
Equity attributable to Owners of the parent			**46,027.89**	**34,246.93**
(c)	Non-Controlling Interests		320.95	653.75
TOTAL EQUITY			**46,348.84**	**34,900.68**
LIABILITIES				
Non-Current Liabilities				
(a)	Financial Liabilities			
	i) Borrowings	17	30,598.88	63,593.03
	ii) Lease Liabilities	34	8.08	25.58
	iii) Trade Payables	18		
	- Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
	- Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		16,885.51	9,403.53
	iv) Other Financial Liabilities	21	26,031.37	9,596.91
(b)	Provisions	19	244.80	271.95
			73,768.64	**82,891.00**
Current Liabilities				
(a)	Financial Liabilities			
	i) Borrowings	20	24,276.82	111,729.94
	ii) Lease Liabilities	34	18.42	18.78
	iii) Trade payables	18		
	- Total Outstanding Dues of Micro Enterprises and Small Enterprises		1,643.12	1,103.84
	- Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		34,606.27	42,328.13
	iv) Other Current Financial Liabilities	21	6,028.46	3,445.47
(b)	Other Current Liabilities	22	2,349.38	2,718.32
(c)	Provisions	19	141.20	126.97
(d)	Current Tax Liabilities	11	-	0.24
			69,063.67	**161,471.70**
TOTAL LIABILITIES			**142,832.31**	**244,362.70**
TOTAL EQUITY AND LIABILITIES			**189,181.15**	**279,263.38**

Notes forming part of Consolidated Financial Statements 1 to 57

This is the Consolidated Balance Sheet referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: 30th May 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT

for the year ended March 31, 2024

₹ In Lakhs

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from Operations	24	131,896.68	88,314.31
Other Income	25	4,304.74	2,753.77
Total Income		**136,201.42**	**91,068.08**
Expenses			
Materials Consumed and Other Construction Expenses	26	101,958.11	77,003.30
Employee Benefits Expense	27	2,434.27	2,683.03
Finance Costs	29	5,691.75	5,025.68
Depreciation and Amortisation Expenses	28	236.78	319.16
Other Expenses	30	26,178.95	5,747.54
Total Expenses		**136,499.86**	**90,778.71**
Profit/(Loss) before share of Profit/(Loss) of Associate and Joint Ventures, & Tax and Exceptional Items		**(298.44)**	**289.37**
Exceptional Items	31	193.38	-
Share of Profit/(Loss) from Investment in Associates and Joint Ventures		82.30	3.21
Profit/(Loss) before tax (I)		**(22.76)**	**292.57**
Tax Expenses			
Current Tax		12.54	261.45
Deferred Tax Credit (net)		125.32	(2.68)
Total Tax Expense		**137.86**	**258.77**
Profit/(Loss) after Tax (II)		**(160.62)**	**33.80**
Other Comprehensive Income/(Expense)			
Items not to be reclassified to subsequently Profit or Loss			
Gain/(Loss) on fair value of Defined Benefit Plans		(25.47)	9.55
Income Tax Effect on the above		7.95	(2.98)
Total Other Comprehensive Income/ (Expenses) (III)		**(17.52)**	**6.57**
Total Comprehensive Income / (Loss) for the year, net of tax (IV) = (II+III)		**(178.14)**	**40.37**
Profit/(Loss) attributable to:			
Owners of the Holding Company		(696.99)	39.08
Non-Controlling Interest		536.37	(5.28)
Other comprehensive Income/(Loss) attributable to:			
Owners of the Holding Company		(17.52)	6.57
Non-Controlling Interest		-	-

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT for the year ended March 31, 2024 (Contd..)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Total comprehensive income/loss attributable to:			
Owners of the Holding Company		(714.51)	45.65
Non-Controlling Interest		536.37	(5.28)
Earnings per equity share (par value of ₹2/- each)	32		
(i) Basic earnings per share		(1.42)	0.08
(ii) Diluted earnings per share		(1.38)	0.08

Notes forming part of Consolidated Financial Statements 1 to 57

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: 30th May 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended March 31, 2024

A) Equity Share Capital (also refer Note 15)

₹ In Lakhs

Particulars	Subscribed and Fully Paid-up
Balance as at March 31, 2023	**994.90**
Changes in equity share capital during the year	71.10
Balance as at March 31, 2024	**1,066.00**

B) PREFERENCE SHARE CAPITAL (also refer Note 15)

₹ In Lakhs

Particulars	Subscribed and Fully Paid-up
Balance as at March 31, 2023	**1,777.47**
Conversion of CCPS into Equity Shares	1,777.47
Balance as at March 31, 2024	**-**

C) Other Equity (also refer Note 16)

₹ In Lakhs

Particulars	Reserves and Surplus						Money received against share warrants	Share application money pending allotment	TOTAL
	Capital Reserve	Capital Reserve on Consolidation	Securities Premium	ESOP Reserve	General Reserve	Retained earnings (including Other Comprehensive Income)			
Balance as at March 31, 2023	**1,345.08**	**1,641.30**	**20,072.68**	**-**	**5,929.05**	**2,486.46**	**-**	**-**	**31,474.56**
Profit for the year	-	-	-	-	-	(696.99)	-	-	(696.99)
Other comprehensive income for the year, net of tax	-	-	-	-	-	(17.52)	-	-	(17.52)
Total comprehensive income for the year	-	-	-	-	-	(714.51)	-	-	(714.51)
Other Additions/ (deductions)	(62.81)	-	1,706.37	131.71	-	(1,453.24)	3,487.50	10,392.32	14,201.85
Balance as at March 31, 2024	**1,282.27**	**1,641.30**	**21,779.05**	**131.71**	**5,929.05**	**318.69**	**3,487.50**	**10,392.32**	**44,961.89**

Notes forming part of Consolidated Financial Statements 1 to 57

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: 30th May, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOW

for the year ended March 31, 2024

₹ In Lakhs

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before share of Profit/(Loss) of Associates and Joint Ventures & Tax	**(105.05)**	**289.37**
	Adjustments for:		
	Depreciation and Amortisation expenses	236.78	319.16
	Interest Expenses	5,687.70	5,022.59
	Loans written off	887.29	-
	Impairment of investment in equity shares & NCDs of subsidiaries and associates	4,465.28	-
	Trade Receivables written off	6,881.51	102.11
	Propertry, Plant and Equipment written off	5,743.07	-
	Inventories written off	1,044.01	-
	ECL on Doubtful Advances	9,940.01	2,466.85
	Profit on sale of Property Plant and Equipment	500.54	-
	Share-based compensation expenses	131.70	-
	Liabilities no longer required written back	(4,393.10)	(806.48)
	Unbilled Revenue written off	69,934.61	-
	Interest Income	(227.21)	(389.21)
	Impairment of Assets classified as held for sale	5,341.08	-
	Gain on extinguishment of Sustainable and Unsustainable Debt	(75,029.93)	-
	Operating Profit before Working Capital changes	**31,038.28**	**7,004.39**
	Adjustment for:		
	Increase/(Decrease) in Trade Payables	4,056.14	4,324.38
	Increase/(Decrease) in Provisions	505.90	(66.09)
	Increase/(Decrease) in Other Current Liabilities	20,176.50	(444.77)
	(Increase)/Decrease inTrade Receivables	(1,652.67)	(9,910.70)
	(Increase)/Decrease in Inventories	4,461.19	(220.46)
	(Increase)/Decrease in Loans and Advances	1,564.92	1,120.53
	(Increase)/Decrease in Other Current Assets	(2,862.65)	1,792.31
	Cash generated/(used) from operations	**57,287.61**	**3,599.58**
	Taxes Paid (net of refunds)	2,161.77	(1,595.99)
	Net Cash generated/(used) from Operating Activities	**59,449.38**	**2,003.59**
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant and Equipment including capital work in progress	(6,677.42)	(50.46)
	Proceeds from sale of Property, Plant and Equipment	3,290.88	1,059.79
	Fixed Deposits encashed/ (Invested)	946.46	(631.57)
	Sale / (Purchase) of Non-Current Investments:	(2,400.19)	626.92
	Loans (given)/repayment received	3,889.35	3,177.23
	Interest received	287.44	410.02
	Net Cash generated/(used) in Investing Activities	**(663.48)**	**4,591.93**

CONSOLIDATED STATEMENT OF CASH FLOW for the year ended March 31, 2023 (Contd..)

CONSOLIDATED STATEMENT OF CASH FLOW
for the year ended March 31, 2024

₹ In Lakhs

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Movement in Non Controlling xInterest	(1,132.99)	3,721.27
	Net movement in Long Term Borrowings	(20,820.69)	(2,766.42)
	Movement in Issued Capital	-	(1,507.51)
	Net movement in Short Term Borrowings	(11,786.79)	(3,055.37)
	Interest paid	(7,233.52)	(5,049.66)
	Net Cash generated (used) in Financing Activities	**(40,973.99)**	**(8,657.69)**
D.	**NET MOVEMENT IN ASSETS CLASSIFIED AS HELD FOR SALE**	**2,989.33**	**-**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**20,801.24**	**(2,062.17)**
	Cash & Cash Equivalents at the beginning of the year	2,006.50	4,068.67
	Cash & Cash Equivalents at the end of the year	**22,807.74**	**2,006.50**
	Cash & Cash Equivalents includes:		
	Balance with Banks	22,760.92	1,822.96
	Cash-in-Hand	22.64	24.32
	Term Deposits with original maturity of less than three months	24.18	159.22
	Total Cash & Cash Equivalents at the end of the year	**22,807.74**	**2,006.50**

Note: The above Consolidated Statement of Cash Flow has been prepared under the Indirect method as setout in Indian Accounting Standard 7 (Ind AS 7) "Statement of Cash Flows".

This is the Consolidated Statement of Cash Flow referred to in our report of even date.

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: 30th May, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

1. CORPORATE INFORMATION

The Consolidated Financial Statements comprised Financial Statements of SPML Infra Limited (the 'Company') and its Subsidiaries (collectively, the 'Group'), its Associates and Joint Arrangements for the year ended 31 March 2024.

The Company is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on two stock exchanges - The BSE Limited and the National Stock Exchange of India Ltd. in India. The Company is engaged in the business of infrastructure development which inter-alia includes water management, water infrastructure development, waste water treatment, power generation, transmission and distribution, solid waste management, and other civil infrastructures. Information about the Group Structure is given in Note 40.

The Consolidated financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of Preparation and compliance with Ind AS

These financial statements for the year ended 31st March 2024 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

Basis of measurement

These Consolidated Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention, except for certain financial instruments measured at fair value, Freehold Land measured at Fair value and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS (refer accounting policies for financial instruments, Property, plant and Equipment and employee benefits).

Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional and presentation currency.

2.1 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company, Joint operations and its subsidiaries as at 31 March 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

b. Exposure, or rights, to variable returns from its involvement with the investee, and

c. The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of any entity, the entity prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the entity.

In term of Ind AS 110- " Consolidated Financial Statements", the financial statements of the Group are consolidated on a line- by- line basis by adding together the book/ fair value of like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealized Profit/ Loss included therein. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The excess/shortfall of the cost to the Company of its investments in Subsidiaries over its proportionate share in

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

the equity of the respective investee companies as at the date of acquisition of stake is recognised in the Financial Statement as Goodwill /Capital Reserve, as the case may be.

Subsidiaries are entities over which the group has control. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received

  Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Investments in associates and Joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income ("OCI").

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

2.2 Investment in Joint Venture

A joint venture is a type of joint arrangement whereby the entities that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the entities sharing control.

The Group's investments in its joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the joint venture, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity.

2.3 The Consolidated Financial Statements are based on the audited financial statements of subsidiaries, associates and joint ventures except in the following cases where figures have been incorporated based on unaudited financial statements as certified by the management:

Nature of Entity	Name of Entity
Subsidiaries	SPML Utilities Limited
Associates	Spml Bhiwandi Water Supply Infra Limited
	Spml Bhiwandi Water Supply Management Limited
	Binwa Power Company Pvt. Ltd.
	SPML Energy Ltd.
	SPMLIL Amrutha Construction Pvt. Ltd.
Joint Ventures	Hydro Comp Enterprises (India) Limited
	Malviya Nagar Water Services Private Limited

2.4 Interests in Joint Operations

When the Group has joint control of the arrangement based on contractually determined right to the assets and obligations for liabilities, it recognises such interests as joint operations. Joint control exists when the decisions about the relevant activities require unanimous consent of the parties sharing the control. In respect of its interests in joint operations, the Group recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement which then becomes part of the consolidated financial statements of the Group when the financial statements of the Parent Company and its subsidiaries are combined for consolidation. Interests in joint operations are included in the segments to which they relate.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

2.5 Summary of significant accounting policies

a) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipments are capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

On transition to Ind AS, the Group has elected to use the fair value of certain assets on the date of transition and designate the same as deemed cost on the date of transition.

b) Intangible assets and Amortisation

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

The Group's intangible assets constitutes software which has finite useful economic lives and these are amortized on a straight line basis, over their useful life of 5 years. The amortization period and the amortization method are reviewed at the end of each reporting period.

Depreciation/Amortisation

Depreciation on items of Property, Plant & Equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.

The Group has used the following useful economic lives to provide depreciation on its property, plant & equipment.

Particulars	Useful economic life (years)
Buildings (including temporary structure)	3- 60
Furniture & Fixtures	10
Plant & Equipment	9- 20
Computers	3 - 6
Vehicles	8- 10
Office Equipment	5
Software (Intangible asset)	5

The useful economic life of buildings and plant and equipment as estimated by the management, and supported by independent assessment by professionals, are lower than those indicated in Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed and adjusted, if appropriate, at the end of each reporting period.

The Group's intangible assets constitutes software which has finite useful economic lives and these are amortized on a straight line basis, over their useful life of 5 years. The amortization period and the amortization method are reviewed at the end of each reporting period.

c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

On transition to Ind AS, The Company has applied Ind AS retrospectively, from the date of their acquisition for Intangible Assets

d) Impairment of property plant and equipment and intangible assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

e) **Revenue Recognition**

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" effective April 1, 2018. Ind AS 115 supersedes Ind AS 11 "Construction Contracts" and Ind AS 18 "Revenue". The Company has applied Ind AS 115 using the modified retrospective method and the cumulative impact of transition to Ind AS 115 has been adjusted against the Retained earnings as at April 1, 2018. Accordingly, the figures of the previous year are not restated under Ind AS 115.

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party.

Significant judgments are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

(I) Revenue from operations

a) Revenue from contracts for supply/commissioning of complex plant and equipment and other project related activity is recognised as follows:

Contract revenue is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. Impairment loss (termed as provision for foreseeable losses in the financial statements) is recognized in profit or loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the company expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfill such remaining performance obligations). In addition, the Company recognises impairment loss (termed as provision for expected credit loss on contract assets in the financial statements) on account of credit risk in respect of a contract asset using expected credit loss model on similar basis as applicable to trade receivables.

For contracts where the aggregate of contract cost incurred to date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract asset and termed as "Unbilled Revenue". For contracts where progress billing exceeds the aggregate of contract costs incurred to-date plus recognised profits (or minus recognised losses, as the case may be), the surplus is shown as contract liability and termed as "Due to customers". Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer". The amounts billed on customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by the customers pending completion of performance milestone is disclosed as part of contract asset and is reclassified as trade receivables when it becomes due for payment.

b) Commission income is recognised as and when the terms of the contract are fulfilled.

(II) Other income

a) Interest income on investments and loans is accrued on a time basis by reference to the principal outstanding and the effective interest rate including interest on investments classified as fair value through profit or loss or fair value through Other Comprehensive Income. Interest receivable on customer dues is recognised as income in the Statement of Profit and Loss on accrual basis provided there is no uncertainty towards its realisation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

b) Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The same is disclosed under Other Current Financial Assets.

Trade Receivable

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract. The same is disclosed under Other Current Liabilities.

f) Foreign Currency Translations

In the financial statements of the Group, transactions in foreign currencies are translated into the functional currency at the exchange rates ruling at the date of the transaction. Foreign currency monetary items are translated into the functional currency at exchange rates prevailing on the reporting date. Exchange differences arising on settlement or translations of monetary items are recognized in statement of profit and loss.

g) Government Grants

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Grants received against fixed assets are netted off from the cost of the related asset and the depreciation is provided on the net carrying value of those assets.

h) Inventories

Materials, components and stores & spares to be used in contracts are valued at lower of cost, or net realizable value. Cost is determined on weighted average basis.

Net Realizable Value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

Unbilled Revenue (WIP) is valued at net realizable value. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

i) Employee benefits

(A) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Such short-term compensated absences are provided for in the Statement of Profit and Loss based on estimates.

(B) Post-employment benefits

The Company operates the following post-employment schemes:

i) Employee benefits in the form of Provident Fund is made to a government administered fund and charged as an expense to the Statement of Profit and Loss, when an employee renders the related service. There are no obligations other than the contributions payable to the fund.

ii) Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method done at the end of each financial year.

iii) Re-measurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

Comprehensive Income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

j) Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating lease.

The Company as lessee:

The Company's lease asset classes primarily consist of leases for buildings or part thereof. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with low-value assets and short-term leases (i.e., leases with a lease term of 12 months or less). For these short term and low value leases, the Company recognizes the lease payments as an operating expense over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability i.e. the present value of future lease payment, adjusted for any lease payment made at or prior to the commencement date of lease plus any initial direct costs less any lease incentive. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using interest rate implicit in the lease or if not readily determinable using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease payments are apportioned between finance expenses and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Contingent rentals are recognised as expenses in the periods in which they are incurred. In the event that lease incentives are received to enter into lease, such incentives are adjusted towards right-of-use-asset.

Lease liability and right-of-use assets have been separately presented in the Balance Sheet.

k) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings measured at Effective Interest rate (EIR).

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the period they are incurred.

l) Taxes

Tax expense comprises of current (net of Minimum Alternate Tax (MAT) credit entitlement) and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Indian Income Tax Act. Management periodically evaluates positions taken in the tax returns Vis a Vis position taken in books of account which are subject to interpretation and creates provisions where appropriate.

Deferred tax

Deferred tax is recognized on temporary differences between the tax bases and accounting bases of assets and liabilities at the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

For items recognized in OCI or equity, deferred / current tax is also recognized in OCI or equity.

m) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used the increase in the provision due to the passage of time is recognized as a finance cost.

n) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

o) Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit or loss before OCI for the year by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

q) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

Financial Assets:

i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows

ii) Initial Recognition

Financial assets are recognised initially at fair value considering the concept of materiality. Transaction costs that are directly attributable to the acquisition of the financial asset (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial assets.

iii) Subsequent Measurement of Financial Assets

Financial assets are subsequently measured at amortized cost if they are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are subsequently measured at fair value through other comprehensive income (FVTOCI), if it is held within a business model whose objective is achieved by both from collection of contractual cash flows and selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Further equity instruments where the company has made an irrevocable election based on its business model, to classify as instruments measured at FVTOCI, are measured subsequently at fair value through other comprehensive income.

iv) Impairment of Financial Assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

In accordance with Ind AS 109: Financial Instruments, the Group recognizes impairment loss allowance on trade receivables based on historically observed default rates. Impairment loss allowance recognized during the year is charged to the Statement of Profit and Loss.

v) Derecognition of financial assets

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Financial Liabilities:

i) Classification

The group classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost using the effective interest method.

The classification depends on the entity's business model for managing the financial liabilities and the contractual terms of the cash flows.

ii) Initial Recognition

Financial liabilities are recognized at fair value on initial recognition considering the concept of materiality. Transaction costs that are directly attributable to the issue of financial liabilities, that are not at fair value through profit or loss, are reduced from the fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities.

iii) Subsequent Measurement of Financial Liabilities

The measurement of financial liabilities depends on their classification, as described below

Amortised cost: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

iv) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

The Group offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognized amounts and the Company intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

r) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.6 Significant Accounting judgements, estimates and assumptions:

TThe preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

The areas involving critical estimates or judgement are:

a) Measurement of defined benefit obligations;

b) Estimated useful life of intangible assets, property, plant and equipment;

c) Recognition of revenue – Contract Revenue is recognized under Percentage of Completion method. When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contracts are recognized as Revenue and Expenses respectively by reference to the stage of completion of the Contract activity;

d) Provision for expected credit losses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

₹ In Lakhs

Particulars	Freehold land	Leasehold Land	Buildings owned	Temporary site sheds and shuttering materials	Plant and machinery	Furniture and fixtures	Vehicles	Site office/ equipments	TOTAL
GROSS BLOCK									
As at March 31, 2022	**7,497.80**	**9.58**	**4,505.41**	**2,414.03**	**16,249.31**	**915.62**	**1,823.90**	**2,525.47**	**35,941.12**
Additions	-	-	-	-	1.76	0.28	2.98	45.44	50.46
Adjustments/Disposals	-	-	(254.47)		(155.90)	(1.29)	(93.66)	(3.73)	(509.05)
As at March 31, 2023	**7,497.80**	**9.58**	**4,250.94**	**2,414.03**	**16,095.18**	**914.61**	**1,733.22**	**2,567.17**	**35,482.53**
Additions	-	-	-	-	-	-	-	8.10	8.10
Assets written off	(62.28)	-	(2.01)	(680.06)	(284.54)	(55.79)	(297.01)	(387.73)	(1,769.42)
Adjustments/Disposals	-	-	-	-	(11.22)	-	(26.41)	-	(37.63)
As at March 31, 2024	**7,435.52**	**9.58**	**4,248.94**	**1,733.97**	**15,799.42**	**858.82**	**1,409.80**	**2,187.54**	**33,683.58**
DEPRECIATION AND IMPAIRMENT									
As at March 31, 2022	**-**	**9.58**	**3,439.37**	**2,306.50**	**15,637.50**	**821.15**	**1,637.09**	**2,338.00**	**26,189.18**
Charge for the year	**-**	**-**	**19.52**	**-**	**184.24**	**10.72**	**24.17**	**60.45**	**299.09**
Deductions	-	-	(121.97)	(0.20)	(140.80)	(0.95)	(59.31)	(3.33)	(326.56)
As at March 31, 2023	**-**	**9.58**	**3,336.92**	**2,306.30**	**15,680.93**	**830.92**	**1,601.95**	**2,395.12**	**26,161.72**
Charge for the year	-	-	17.55	-	123.14	9.57	15.02	43.63	208.91
Assets written off	-	-	(0.43)	(591.55)	(52.39)	(221.89)	(365.57)	(364.32)	(1,596.16)
Deductions	-	-		-	(7.06)	-	(15.83)	-	(22.89)
As at March 31, 2024	**-**	**9.58**	**3,354.03**	**1,714.74**	**15,744.62**	**618.59**	**1,235.57**	**2,074.43**	**24,751.57**
Impairment	5,102.01	-	239.08	-	-	-	-	-	5,341.09
Transferred to Assets held for sale	2,333.51	-	655.82	-	-	-	-	-	2,989.33
NET BLOCK									
As at March 31, 2023	7,497.80	-	914.03	107.73	414.24	83.69	131.27	172.05	9,320.81
As at March 31, 2024	**-**	**-**	**-**	**19.22**	**54.79**	**240.22**	**174.23**	**113.11**	**601.58**

During the Financial year 2023-24 the Parent Company based on the valuation as per the registered valuer has revalued Freehold Land and Building with book values of ₹7,435.52 lakhs and ₹894.90 lakhs respectively.The revalued figures of Freehold Land and Building were ₹2,333.51 lakhs and ₹655.82 lakhs respectively resulting in impairment of ₹5,102.01 lakhs and ₹239.08 lakhs respectively. As per the restructuring terms of National Asset Reconstruction Company Ltd. ("NARCL") vide Master Restructuring Agreement ("MRA") dated 17 May, 2024, the Parent Company is required to sell the said properties and remit the sale proceeds to NARCL by 31 March 2025. Consequently the revalued value of Freehold Land for ₹2,333.51 and Building for ₹655.82 has been disclosed as Assets clasified as held for sale in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 4: CAPITAL WORK IN PROGRESS

₹ In Lakhs

Particulars	Project Development Expenditure	Plant & Machinery Under Erection
As at March 31, 2022	**5,634.72**	**5,634.72**
Additions	-	-
Less: Adjustment for CWIP Capitalized during the year	-	-
As at March 31, 2023	**5,634.72**	**5,634.72**
Additions	-	-
Less: Adjustment for CWIP written off/Capitalized during the year	(5,634.72)	(5,634.72)
As at March 31, 2024	**-**	**-**

Capital work-in-progress ageing schedule for the year ended March 31, 2024 is as follows:

Particulars	Outstanding for the following periods from due date of payment				Total
	Less Than 1 Year	1-2 years	2-3 Years	More than 3 Years	
Project in Progress	-	-	-	-	-
Total Capital Work In Progress	-	-	-	-	-

Capital work-in-progress ageing schedule for the year ended March 31, 2023 is as follows:

Particulars	Outstanding for the following periods from due date of payment				Total
	Less Than 1 Year	1-2 years	2-3 Years	More than 3 Years	
Project in Progress	-	-	-	5,634.72	5,634.72
Total Capital Work In Progress	-	-	-	5,634.72	5,634.72

NOTE 5: RIGHT OF USE ASSETS

₹ In Lakhs

Particulars	Computer Softwares
GROSS BLOCK	
As at March 31, 2022	**355.18**
Additions	49.42
Adjustments/Disposals	-
As at March 31, 2023	**404.60**
Additions	**-**
Adjustments/Disposals	**0.01**
As at March 31, 2024	**404.61**
ACCUMULATED AMORTISATION	
As at March 31, 2022	**349.62**
Charge for the year	12.39
Adjustments/Disposals	-
As at March 31, 2023	**362.01**
Charge for the year	19.27
Adjustments/Disposals	-
As at March 31, 2024	**381.28**
NET BLOCK	
As at March 31, 2023	**42.58**
As at March 31, 2024	**23.32**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 6: INTANGIBLE ASSETS

₹ In Lakhs

Particulars	Rights under service concession arrangement	Computer Softwares	Goodwill on Consolidation	TOTAL
As at March 31, 2022	**9.77**	**442.14**	**3,457.73**	**3,909.64**
Additions	-	16.73	-	16.73
Adjustments/Disposals	-	-	-	-
As at March 31, 2023	**9.77**	**458.87**	**3,457.73**	**3,926.37**
Additions	-	-	59.21	59.21
Consolidation adjustment	-	(13.26)	-	(13.26)
Adjustments/Disposals	-	-	-	-
As at March 31, 2024	**9.77**	**445.61**	**3,516.94**	**3,972.32**
ACCUMULATED AMORTISATION				
As at March 31, 2022	**9.76**	**400.34**	**-**	**410.10**
Charge for the year	-	7.63	-	7.63
Adjustments/Disposals	-	-	-	-
As at March 31, 2023	**9.76**	**407.97**	**-**	**417.73**
Charge for the year	-	8.60	-	8.60
Consolidation adjustment	-	(12.60)	-	(12.60)
Adjustments/Disposals	-	-	-	-
As at March 31, 2024	**9.76**	**403.97**	**-**	**413.73**
NET BLOCK				**-**
As at March 31, 2023	**0.01**	**50.90**	**3,457.73**	**3,508.64**
As at March 31, 2024	**0.01**	**41.64**	**3,516.94**	**3,558.59**

NOTE 7: NON- CURRENT INVESTMENTS

₹ In Lakhs

	Particulars	No. of Shares/ Units/ Debentures As at March 31, 2024	No. of Shares/ Units/ Debentures As at March 31, 2023	Face Value per Share/ Unit/ Debenture	As at March 31, 2024	As at March 31, 2023
(A)	**In Quoted Equity Instruments at FVOCI**					
	Indian Arcylics Limited	100	100	10	-	-
	Best & Crompton Engineering Limited	200	200	10	-	-
	Net Quoted Investments				**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

	Particulars	No. of Shares/ Units/ Debentures As at March 31, 2024	2023	Face Value per Share/ Unit/ Debenture	As at March 31, 2024	As at March 31, 2023
(B)	**In Unquoted Equity Instruments (Fully paid up) at FVOCI**					
	Bharat Hydro Power Corporation Limited	3,294,150	3,294,150	10	1,030.00	1,030.00
	Arihant Leasing & Holding Limited	24,000	24,000	10	-	-
	Petrochem Industries Limited	500	500	10	-	-
	SPML India Limited	10,000	10,000	10	-	-
	Hindustan Engineering & Industries Limited (Bonus Shares)	4	4	10	-	-
	Jarora Nayagaon Toll Road Company Pvt. Ltd.	24,423,700	24,423,700	10	-	-
	(The said shares are pledged with OBC against loan taken by the Investee Company)					
	Subhash Kabini Power Corporation Limited	13,172,000	13,172,000	10	-	974.66
	Neogal Power Company Private Limited	1,136,774	1,136,774	1	-	-
	Awa Power Company Private Limited	2,639,605	2,639,605	1	-	0.01
	IQU Power Company Private Limited	2,580,500	2,580,500	1	-	-
	Delhi Waste Management Ltd.	778,000	778,000	10	228.14	228.14
	Om Metals- SPML Infra Projects Pvt. Ltd.	4,999	4,999	10	0.50	0.50
					1,258.64	**2,233.31**
(C)	**In Debt Instruments (Fully Paid up) (at Amortised Cost)**					
	Escorts Tractors Limited	25	25	1	0.01	0.01
	Hindustan Engineering & Industries Limited	110	110	1	-	-
					0.01	**0.01**
(D)	**In Associate Companies (at Deemed Cost)**					
	Sanmati Infra Developers Private Limited	500,000	500,000	10	50.00	50.00
	Less : Share in losses of the Associate Company				(50.00)	(50.00)
	SPML Bhiwandi Water Supply Management Ltd.	224,700	224,700	1	-	-
	Less: Share in losses of the Associate Company				-	-
					-	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

₹ In Lakhs

Particulars		No. of Shares/ Units/ Debentures As at March 31, 2024	No. of Shares/ Units/ Debentures As at March 31, 2023	Face Value per Share/ Unit/ Debenture ₹	As at March 31, 2024	As at March 31, 2023
	SPML Bhiwandi Water Supply Management Ltd.	250,000	250,000	1	-	-
	Less: Share in losses of the Associate Company				-	-
					-	**-**
	Binwa Power Company Private Limited	2,948,340	2,948,340	1	-	-
	Add: Share in Profit of the Associate Company				-	-
					-	**-**
	SPML Energy Limited	99,550,000	99,550,000	1	-	466.94
	Add: Share in Profit of the Associate Company				277.16	263.45
					277.16	**730.39**
	SPMLIL Amrutha Constructions Pvt Ltd	36,000	36,000	1	3.81	3.81
	Add: Share in Profit of the Associate Company				(2.32)	-
					1.48	**3.81**
	Bhilwara Jaipur Toll Road Private	3,520,302	3,520,302	10	2,854.90	3,408.96
	Less : Share in losses of the Associate Company				(721.27)	(721.27)
	(of the above 16,08,756 (Previous year 17,95,348) equity shares are pledged with ICICI Bank and PNB against loans obtained by the said investee Company)				2,133.63	2,687.69
					2,412.27	**3,421.89**
(E)	**In Joint Ventures (at Deemed Cost)**					
	Gurha Thermal Power Co Ltd	25,000	25,000	10	-	-
	MVV Water Utility Pvt Ltd	364,693	364,693	10	87.18	87.18
	Add: Share in Profit of the Joint Venture				(0.51)	(0.51)
					86.66	**86.66**
	Malviya Nagar Water Services Pvt .Ltd	2,205,000	2,205,000	10	220.50	220.50
	Less: Share in Loss of the Joint Venture				(220.50)	(220.50)
					-	**92.47**
	Aurangabad City Water Utility Company Ltd.	19,405	19,405	1	2.00	2.00
	Less: Share in Loss of the Joint Venture				(2.00)	(2.00)
					-	**-**
	Hydro Comp Enterprises (India) Private Limited	2,296,265	2,296,265	1	22.96	22.96
	Less: Share in Loss of the Joint Venture				(22.96)	(22.96)
					-	**-**
					86.66	**179.13**
(F)	**In Debt Instruments (FVTPL)**					
	Sanmati Infra Developers Private Limited	450,000	450,000	10	-	-
					-	**-**
(G)	**In Others (at FVTPL)**					
	National Saving Certificate				0.52	0.52
	Mutual Fund	50,000	50,000	10	41.90	30.24
					42.42	**30.76**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

₹ In Lakhs

Particulars	No. of Shares/ Units/ Debentures As at March 31, 2024	No. of Shares/ Units/ Debentures As at March 31, 2023	Face Value per Share/ Unit/ Debenture ₹	As at March 31, 2024	As at March 31, 2023
Total				**3,800.00**	**5,865.09**

Note: All the above investments are stated at values net of impairment loss

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate value of investments		
Quoted (net of Impairment loss)	-	-
Unquoted (net of Imapirment loss)	3,800.00	5,865.09
Market value of quoted investment	-	-
Aggregate amount of impairment in vaue of investments	2,816.92	2,816.92

* The Investments in these companies include the impact of IND AS adjustments on account of fair valuation of Corporate Guarantees extended by the Parent Company (SPML Infra Limited) against the financial assistance availed by them.

Particulars	As at March 31, 2024	As at March 31, 2023
Bhilwara Jaipur Toll Road Private Limited	-	554.06
Total	**-**	**554.06**

Notes:

7.1 An application for initiation of Corporate Insolvency Resolution Process ('CIRP'), under Section 7 of the Insolvency and Bankruptcy Code, 2016 has been admitted against Luni Power Company Pvt. Ltd. ('Luni'), a subsidiary of the Parent Company, on December 23, 2019 by the Hon'ble NCLT, Chandigarh Bench has already been resolved and the same has been transferred to the Resolution Applicant vide NCLT Order dated 19.04.2022 in respect of IA No. 134/2021.. Since the entire investment value had already been impaired in the books of accounts, no financial impact is there in the current financial year 2023-24.

7.2 On Pledge of Investments as held by the Parent Company in Associate Companies:

Investments of the Parent Company. i.e. 29,48,340 Equity Shares in Binwa Power Company Private Limited (Associate); 2,92,500 Equity Shares in Delhi Waste Management Limited (Related Party); 2,24,700 Equity Shares in SPML Bhiwandi Water Supply Infra Limited (Associates); 2,49,700 Equity Shares in SPML Bhiwandi Water Supply Management Limited (Associates); 58,78,000 Equity Shares in Madurai Municipal Waste Processing Company Pvt. Ltd (Associates) are pledged as on the 31-03-2024 in favour of the SBICAP Trustee Company Ltd. on behalf of the Lender for securing the due repayment of the Debts as per requirement of terms of sanction mentioned in the MRA executed on 17-05-2024.

7.3 Write off of Debentures issued against conversion of loans given by the Parent Company:

During the year 2023-24 the Parent Company has fully written off Investment in Non Convertible Debentures to the tune of ₹3,388.73 lakhs. These Debentures were issued during the year by certain companies by conversion of entire amount of loans given to them by the Parent Company in earlier years. The write-off has resulted in a reduction of the Parent Company's net assets and a corresponding decrease in its net income for the year. The Parent Company has shown this write off under "Other Expenses "

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 8: TRADE RECEIVABLES (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Receivables	35,540.20	38,535.14	39,431.29	43,819.05
Trade Receivables- Related parties	390.11	550.28	2,110.12	3,234.97
Trade Receivables - which have significant increase in credit risk	-	-	-	-
Trade Receivables - Credit Impaired	1,242.75	5,800.71	-	-
Less: Allowance for Expected Credit Loss	(10,718.02)	(18,703.99)	(1,105.31)	(1,105.31)
Total	**26,455.04**	**26,182.14**	**40,436.10**	**45,948.71**

Break- up for Security details:

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Receivables				
Secured, Considered good	-	-	-	-
Unsecured, Considered good	35,930.31	39,085.42	41,541.41	47,054.02
Unsecured, Considered doubtful	1,242.75	5,800.71	-	-
	37,173.06	**44,886.13**	**41,541.41**	**47,054.02**
Allowance for Expected Credit Loss				
on unsecured, considered good	(9,475.27)	(12,903.28)	(1,105.31)	(1,105.31)
on unsecured, considered doubtful	(1,242.75)	(5,800.71)		
	(10,718.02)	**(18,703.99)**	**(1,105.31)**	**(1,105.31)**
Total	**26,455.04**	**26,182.14**	**40,436.10**	**45,948.71**

8.1 During the financial year 2023-24 ,the Parent Company has written off ₹14,007.43 lakhs of Trade Receivables against which Allowance for Expected Credit Loss of an equivalent amount existed as on 01-04-23 and has further written off ₹6,679.40 lakhs as Bad Debts The Parent Company has also made an allowance for expected credit loss of ₹6,021.47 lakhs during the financial year 2023-24.

8.2 Ageing of trade receivables and credit risk arising there from is as below:

As at March 31, 2024

₹ In Lakhs

Particulars	Not Due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	-	41.81	0.64	-	-	1,583.33	1,625.78
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	1,242.75	1,242.75

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

₹ In Lakhs

Particulars	Not Due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Disputed Trade Receivables – considered good	-	169.77	913.75	2,452.87	268.72	30,499.41	34,304.53
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	211.58	914.39	2,452.87	268.72	33,325.50	37,173.06
Less: Allowance for Expected Credit Losses considered Credit Impaired	-	-	-	-	-	-	10,718.02
Non-current Trade Receivable	**-**	**211.58**	**914.39**	**2,452.87**	**268.72**	**33,325.50**	**26,455.04**
Undisputed Trade Receivables – considered good	-	13,789.41	3,309.82	2,569.82	367.23	20,399.82	40,436.10
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Unbilled Revenue	-	-	-	-	-	-	-
Current Trade Receivable	**-**	**13,789.41**	**3,309.82**	**2,569.82**	**367.23**	**20,399.82**	**40,436.10**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

As at March 31, 2023

₹ In Lakhs

Particulars	Not Due	Outstanding for following periods from the due date of payment					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	-	-	-	-	7.84	8,656.11	8,663.95
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	4,557.96	-
Disputed Trade Receivables – considered good	-	1,559.05	328.27	38.09	15,101.27	14,637.55	31,664.22
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	**1,559.05**	**328.27**	**38.09**	**15,109.10**	**4,557.96**	**44,886.13**
Less: Allowance for Expected Credit Losses	-	-	-	-	-	-	18,703.99
Non-current Trade Receivable	**-**	**1,559.05**	**328.27**	**38.09**	**15,109.10**	**27,851.63**	**26,182.14**
Undisputed Trade Receivables – considered good	-	14,569.68	638.26	1,413.11	4,734.21	23,656.77	45,012.03
Undisputed Trade Receivables – which have significant increase in credit risk	1.58	823.39	-	-	1.28	-	826.25
Undisputed Trade Receivables – credit impaired	91.33	0.97	-	18.14	-	-	110.43
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Current Trade Receivable	**92.90**	**15,394.04**	**638.26**	**1,431.25**	**4,735.49**	**23,656.77**	**45,948.71**

NOTE 9: LOANS (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans to related parties (Refer Note 38)	-	-	865.47	1,154.70
Loans to others	824.19	5,311.60	262.97	262.97
Total	**824.19**	**5,311.60**	**1,128.44**	**1,417.67**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

Break-up:

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Loans considered good - Secured	-	-	-	-
Loans considered good - Unsecured	-	-	1,128.44	1,417.67
Loans which have significant increase in credit risk	3,413.57	7,900.98	-	-
Loans credit Impaired	-	-	-	-
Total Loans	**3,413.57**	**7,900.98**	1,128.44	**1,417.67**
Less:- Allowance for Expected Credit Loss	2,589.38	2,589.38	-	-
Total	**824.19**	**5,311.60**	1,128.44	**1,417.67**

9.1 Loans and receivables are non- derivative financial assets which generate a fixed or variable interest income of the Group. The Carrying value may be affected by changes in the credit risk of the counterparties.

9.2 The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTE 10: OTHER FINANCIAL ASSETS (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good			-	-
Deposits with original maturity of more than 12 months (Refer note 14)*	78.52	1,321.61	-	-
Security Deposits/Earnest Money Deposits	1,528.79	1,359.20	392.23	458.38
Interest Accrued on Fixed deposit/ Loan	630.27	713.39	39.83	16.94
Receivable against Sale of Investments/ Fixed Assets	-	-	204.47	1,313.27
Retention from Customers	-	-	12,626.83	22,555.96
TOTAL	**2,237.58**	**3,394.20**	**13,263.36**	**24,344.55**

*The Fixed deposits are kept as margin money for the Bank Guarantees & as Security Money for projects undertaken

11: TAX ASSETS AND TAX LIABILITIES

11.1: TAX ASSETS

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Advance income-tax (net of provision for taxation)	3,706.82	5,906.54	24.02	6.80
Total	**3,706.82**	**5,906.54**	**24.02**	**6.80**

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11.2: TAX LIABILITIES

₹ In Lakhs

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Provision for income-tax (net of advance tax)	-	0.24
Total	**-**	**0.24**

NOTE 12: OTHER ASSETS (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Capital advances	-	90.35	-	-
Advances recoverable in cash or kind	-	-	8,050.59	4,394.94
Mat Credit Entitlement	-	-	9.90	9.90
Prepaid expenses	-	-	99.85	102.32
Balances with statutory / government authorities	-	-	6,497.58	8,165.96
Unbilled Revenue			3,753.78	73,855.35
Interest accrued on arbitration awards	34,244.61	31,171.83	-	-
Other non current assets	-	2,587.48	19.30	19.33
TOTAL	**34,244.61**	**33,849.66**	**18,431.00**	**86,547.80**

NOTE 13: INVENTORIES

(VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

₹ In Lakhs

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Project Materials	3,636.74	9,135.77
Stores and spares	101.59	107.76
Total	**3,738.33**	**9,243.53**

NOTE 14: CASH AND BANK BALANCES (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents				
Balances with banks :				
On current accounts	-	-	22,760.92	1,822.96
Deposits with original maturity of less than 3 months	-	-	24.18	159.22
Cash on hand	-	-	22.64	24.32
(A)	**-**	**-**	**22,807.74**	**2,006.50**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Other bank balances				
Balances with banks :	-	-	-	-
Deposits with original maturity for more than 12 months *	78.52	1,321.61	-	-
Deposits with original maturity for more than 3 months but less than 12 months *	-	-	566.90	270.27
(B)	**78.52**	**1,321.61**	**566.90**	**270.27**
Amount disclosed under non-current assets (Refer Note 10)	(78.52)	(1,321.61)	-	-
Total (A+B)	**-**	**-**	**23,374.64**	**2,276.77**

*The Fixed deposits are kept as margin money for the Bank Guarantees & as Security Money for projects undertaken.

NOTE 15: SHARE CAPITAL

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
Authorised capital				
As at April 01, 2023	200,000,000	4,000.00	7,500,000	7,500.00
Increase during the year	-	-	-	-
As at March 31, 2024	200,000,000	4,000.00	7,500,000	7,500.00
Issued, subscribed and paid-up capital				
As at April 01, 2023	45,422,996	908.46	1,777,465	1,777.47
Add:Forfeited shares(amount originally paid up)	-	86.44	-	-
Less: Conversion of CCPS into Equity shares	-	-	1,777,465	1,777.47
Add:Increase during the year through conversion of CCPS	3,554,930	71.10	-	-
As at March 31, 2024	**48,977,926**	**1,066.00**	**-**	**-**

a. **Reconciliation of the equity shares outstanding at the beginning and at the end of the year**

i. Equity Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
At the beginning of the year	45,422,996	908.46	39,425,276	788.51
Addition during the year through conversion of CCPS	3,554,930	71.10	5,997,720	119.95
Outstanding at the end of the year	**48,977,926**	**979.56**	**45,422,996**	**908.46**

(ii) 0% Compulsorily Convertible Preference Shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
At the beginning of the year	1,777,465	1,777.47	3,404,930	3,404.93
Addition during the year	-	-	-	-
Less: Conversion during the year	1,777,465	1,777.47	1,627,465	1,627.46
Outstanding at the end of the year	**-**	**-**	**1,777,465**	**1,777.47**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

b. During the year ended March 31, 2024, the Parent Company has allotted, by way of preferential allotment, 35,54,930 equity shares of ₹2/- each fully paid-up, at an issue price of ₹50/- each (including a premium of ₹48/- per equity share) aggregating to ₹1,777.47 Lakhs, to Promoter and Promoter Group, on conversion of 17,77,465 0% Compulsorily Convertible Preference Shares ('CCPS'). Accordingly, as on March 31, 2024 all CCPs converted into equity shares and there is no outstanding balance.

c. Terms/ rights attached to equity shares:

The Parent Company has only one class of equity shares having par value of ₹2/- per share. Each holder of equity shares is entitled one vote per share. The Parent Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Parent Company, the holders of the Equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. (i) Details of Shareholders holding more than 5% equity shares is as below:

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Client Rosehill Limited	5,493,876	11.22	5,493,876	12.09
Zoom Industrial Services Limited	7,474,600	15.26	5,741,750	12.64
SPML India Limited	3,855,040	7.87	3,855,040	8.49
Niral Enterprises Pvt. Ltd.	2,596,600	5.30	-	-

d. (ii) Details of shareholders holding more than 5% share of 0% Compulsorily Convertible Preference Shares is as below:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Zoom Industrial Services Limited	-	-	866,425	48.74
Niral Enterprises Pvt. Ltd.	-	-	911,040	51.26

e. Details of promoters' shareholding percentage in the Company is as below:

Particulars	As at March 31, 2024		% Change during the year	As at March 31, 2023	
	No. of Shares	% Holding		No. of Shares	% Holding
Subhash Chand Sethi	1,523,280	3.11	(0.24)	1,523,280	3.35
Sushil Kumar Sethi	1,334,660	2.72	(0.22)	1,334,660	2.94
Punam Chand Sethi (HUF)	494,625	1.01	(0.08)	494,625	1.09
Punam Chand Sethi	372,735	0.76	(0.06)	372,735	0.82
Suman Sethi	183,735	0.37	(0.03)	183,735	0.40
Shilpa Sethi	-	-	(0.40)	181,515	0.40
Zoom Industrial Services Ltd.	7,474,600	15.26	2.62	5,741,750	12.64
20th Century Engineering Limited	1,000,000	2.04	(0.16)	1,000,000	2.20
SPM Engineers Limited	-	-	(1.10)	500,000	1.10
Arihant Leasing And Holding Limited	436,020	0.89	(0.07)	436,020	0.96
SPML India Limited	3,855,040	7.87	(0.62)	3,855,040	8.49
Niral Enterprises Pvt. Ltd	2,596,600	5.30	3.59	774,520	1.71

* During the year ended March 31, 2024 Mrs. Shilpa Sethi and M/s SPM Engineers Ltd were reclassified from Promoter shareholder to Public shareholder as per approval letter received from NSE & BSE dated April 28, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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f. In pursuance of the implementation of the erstwhile “SPML S4A Scheme”, the Promoters of the Parent Company had diluted their shareholding in the Parent Company to the extent of “Principle of Proportionate loss sharing by Lenders (S4A Lenders)” in favour of the Lender Banks to entitle them to hold 21.44% stake in the Parent Company and suffered a substantial loss as explained in the Directors Report for the Financial Year ended on 31st March, 2018.

g. In terms of the Master Restructuring Agreement (“MRA”) executed on 17-05-2024 in respect of the sanctioned Resolution Plan, there is a requirement of maintenance of adequate Pledge of a total 13.50% of total paid up equity share capital of the Borrower in favour of the Lender which has been complied by the Parent Company through pledge of shares held by Promoters & their relatives . NARCL has been allotted afresh 12.64% of the total paid up equity share capital of the Parent Company as on 23-05-2024 in compliance of the requirement of maintaining minimum 12.50% of the total paid up share capital as per the terms of MRA.

h. Shares alloted as fully paid-up pursuant to conversion of Loans into shares without payment received in cash during the period of 5 years immediately preceeding March 31, 2024:

₹ In Lakhs

Particulars	Number of Shares
Aggregate No. of Equity Shares of Rs.2/- par value per share issued (including conversion from CCPS)	12,327,650
Aggregate No.of 0% Compulsorily Convertible Preference Shares of ₹100/- par value per share (All CCPS have been converted to equity shares as on March 31, 2024)	3,404,930

i. No bonus shares or shares bought back over the last five years immediately preceeding the reporting date.

NOTE 16: OTHER EQUITY

₹ In Lakhs

Particulars		As at March 31, 2024	As at March 31, 2023
A.	Capital reserve	1,282.27	1,345.08
B.	Capital reserve on consolidation	1,641.30	1,641.30
C.	Securities premium account	21,779.05	20,072.68
D.	General reserve	5,929.05	5,929.05
E.	Share application money pending allotment (refer note 16.1)	10,392.32	-
F.	Money received against share warrants (refer note 16.1)	3,487.50	-
G.	ESOP Reserve	131.71	-
H.	Other Comprehensive Income	(271.79)	(254.27)
I.	Retained Earnings (movements given below)	590.48	2,740.73
Total		**44,961.89**	**31,474.56**

16.1 Other Equity as at 31st March, 2024 includes ₹13,879.82 lakhs towards the following: (i) a portion of unsustainable debt of NARCL amounting to ₹8,892.32 lakhs, against which 75,00,272 equity shares of face value of ₹2 /- each have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of ₹118.56 /- including premium of ₹116.56 /- per share, by conversion of the said unsustainable debt (ii) loans of ₹1,500.00 lakhs received by the Company from certain Promoter/Promoter Group entities and certain unsecured creditors under Non-Promoter category, against which 12,65,182 equity shares of face value of ₹2 /- each have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of ₹118.56 /- including premium of ₹116.56 /- per share, by conversion of the said loans existing as on 31-3-2024, and (iii) loans of ₹3,487.50 lakhs received by the Company from certain unsecured creditors under Non-Promoter category, against which 29,41,548 Warrants have been allotted on 23rd May, 2024 by the Company on a preferential basis at a price of ₹118.56 /- per Warrant, by conversion of the said loans existing as on 31-3-2024. Each Warrant shall be converted into one equity share of the Company at ₹118.56 /- including premium of ₹116.56 /- per share, within 18 months from the date of allotment as per the SEBI (ICDR) Regulations, 2018.

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Movement in Retained Earnings

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	2,740.72	2,348.15
Add: Profit for the year	(696.99)	39.08
Add: De-Console Profit/(Loss)	(1,453.25)	353.48
Closing Balance	**590.48**	**2,740.72**

NOTE 17: BORROWINGS

₹ In Lakhs

Particulars	Non-current	
	As at March 31, 2024	As at March 31, 2023
Secured		
Term loans		
Sustainable Debt assigned to NARCL (refer notes 17.1, 17.2 and 17.3)	24,712.08	1,143.10
From Banks	18.67	
Zero Coupon Non-Convertible Debentures (NCDs) issued to NARCL (refer notes 17.1, 17.2 & 17.4)	3,972.27	-
0.01% Optionally Convertible Debentures		
Issued to Banks	-	52,391.04
Unsecured		
Term loans		
from Related Parties (refer notes 17.6)	1,560.15	5,710.00
from Bodies Corporates (refer notes 17.6)	335.71	4,348.89
Total	**30,598.88**	**63,593.03**

17.1 Restructuring of loan availed by the Parent Company

The erstwhile lenders of the Parent Company have assigned the entire outstanding principal debt in the form of Term Loan, Cash Credit facilities and 0.01% Optionally Convertible Debentures (OCDs) amounting to ₹1,65,700.00 lakhs in favor of National Asset Reconstruction Company Ltd. (NARCL) vide Deed of Assignment dated 29th August, 2023,by virtue of which NARCL has become the sole Lender of the Parent Company. NARCL has appointed IDRCL, as its exclusive service agent, and has executed a power of attorney, in favour of the IDRCL, to allow the IDRCL to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the Borrower, on behalf of NARCL.

IDRCL has issued a Sanction Letter dated 14-03-2024 based on the sustainability of the loan and executed the Master Restructuring Agreement ("MRA") for the same on 17-05-2024. The effective date for the restructuring has been designated as 29th August, 2023 i.e. the date of the Assignment by the erstwhile lenders. As per the terms of the MRA, the total outstanding debt as on 31-01-2024, comprising of principal outstanding debt of Rs.1,65,700.00 lakhs and unpaid interest of ₹94,751.65 lakhs, totalling to ₹2,60,451.65 lakhs, has been bifurcated as sustainable debt of ₹96,700.00 lakhs and unsustainable debt of ₹1,63,751.65 lakhs, the unsustainable debt being further bifurcated into ₹69,000.00 lakhs towards principal and ₹94,751.65 lakhs towards unpaid interest . The unpaid interest of ₹94,751.65 lakhs which remains unprovided in these accounts is eligible to be written off, on fulfilment of prescribed conditionalities of the MRA in this regard.

As per the said MRA, NARCL has proposed the repayment tenure of sustainable debt inclusive of interest by either making a payment of ₹96,700.00 lakhs within a period of 10 years from the effective date ("first option") or ₹70,000.00 lakhs within a period of 8 years from the effective date ("second option") as early payment option.. The Parent Company has opted for the second option and has accordingly given effect to the restructuring in the books of accounts. Majority of the repayments towards ₹70,000.00 lakhs has been considered from the existing arbitration awards and ongoing arbitration claims by the

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parent company.

The Parent Company has already repaid ₹22,397.30 lakhs till 02-04-2024 to NARCL mainly from the proceeds of Vivad se Vishwas - II Scheme ("VSV"). A sizeable portion of the sustainable debt has already been repaid and balance repayments have been identified via, sale of immovable properties, realization from awards and claims, improvement in the liquidity of the company from infusion of funds of ₹4,500.00 lakhs as required in the MRA, availability of balance funds with the parent company from proceeds of VSV after repayment to the lenders and additional infusion of ₹5,000.00 lakhs via subscription to share warrants by the promoters of the parent company. The parent company expects improvement in the business operations where there exist growth opportunities. Considering the said facts, the management is confident that the Parent Company will be able to repay ₹70,000.00 lakhs within 8 years from the effective date. This will result in extinguishment of unsustainable debt to the tune of ₹60,107.68 lakhs, without requiring any payment. The parent company has retained NCD worth of ₹3,972.27 lakhs for redemption into equity shares, if required, to maintain NARCL's holding of 12.50% of the paid up equity share capital at any point of time, till the payment of the sustainable debt as required in MRA and balance of ₹56,135.41 lakhs is considered as gain under Exceptional Item.

The Parent Company has recorded a gain of ₹26,700.00 lakhs which arises on account of difference between repayment of ₹96,700.00 lakhs under first option and ₹70,000.00 lakhs under second option as "deferred income" as at 31 March 2024 and will recognize the same in the Statement of Profit and Loss over the period of repayment. The sustainable debt of ₹70,000 lakhs has been recognized in the books of accounts at fair value of ₹51,105.43 lakhs leading to a fair valuation gain of ₹18,894.57 lakhs.

The total gain on sustainable and unsustainable debt amounting to ₹75,029.98 lakhs has been recorded as an exceptional item in the Statement of Profit and Loss.

17.2 Security in respect of Term Loans and Zero Coupon Non-Convertible Debentures (NCD)

The Sustainable Debts and Unsustainable debts as referred to in note 17.1 above (unless fully extinguished after payment of sustainable debts) are secured by the existing securities charged in favour of the Security Trustee acting on behalf of the erstwhile SBI Consortium and additional securities created in favour of NARCL, which includes (i) First ranking charge by way of hypothecation of all the current and non-current assets of the Parent Company (both present and future) (ii) Exclusive mortgage of two Immovable Properties situated at Sarita Vihar, New Delhi owned by relatives of the Promoters (iii) Pledge of shares of the Company held by Promoters/Relatives of the Promoters/Associates (v) Pledge of shares held by the Parent Company in its associates or subsidiaries (vi) Additional Pledge of Shares over 3.65% unencumbered fully paid up equity shares of the Parent Company in order to make the total pledge (existing and additional) to the extent of 13.50% of the total paid-up equity capital of the Parent Company (vii) First ranking hypothecation charge on inter alia all receivables, both present and future, including all Awards and Claims, in favour of the Lender (viii) Undertaking by Promoters. In addition, these loans are also secured by Personal Guarantee of certain Directors/ Relatives of Directors to the extent of the value of their mortgaged properties as well as Corporate Guarantee of one Related Company.

17.3 Repayment terms of Term Loans (Sustainable Debt)

As mentioned in the previous note 17.1, NARCL has proposed the repayment tenure of sustainable debt inclusive of interest by either making a payment of ₹96,700.00 lakhs within a period of 10 years from the effective date ("first option") or ₹70,000.00 lakhs within a period of 8 years from the effective date ("second option").. The Parent Company has opted for the second option and has accordingly given effect to the restructuring in the books of accounts. Majority of the repayments towards ₹70,000 lakhs has been considered from the existing arbitration awards and ongoing arbitration claims by the Parent Company.

As per the terms of the MRA, in case the Parent Company is unable to repay the agreed repayment amount from realisation of Arbitration awards in hand within the scheduled date, the Parent Company has to repay the said amount with delay Interest @12% p.a. payable monthly on reducing balance of the shortfall amount from the scheduled date till the actual date of repayment of said amount.

Though the repayment of agreed dues within a period of 8 year under second option or within 10 years under first option is identified form sale of immovable properties, realization from awards and claims, improvement in the liquidity of the Parent Company from infusion of funds and other sources, however in case it is unable to repay the same within total maximum period of 10 years from the effective date of assignment, the entire Total Outstanding of ₹2,60,451.65 lakhs as on Cut-off Date i.e. 31.01.2024 along with interest at the rate documented in the Financing Documents accrued till the date of such default, and

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all other amounts payable to the Lender, as per the terms of the Restructuring Documents, net of any payments made by the Borrower and aggregate issue price of the equity shares allotted/ to be allotted to the Lender, pursuant to conversion of debt or NCDs, as the case may be, and any other value realised by the Lender during the Tenure, shall become due and payable to the Lender.

The fair value of sustainable debt of ₹51,105.43 lakhs as mentioned in Note 17.1 above has been reduced to ₹47,912.08 lakhs as on 31-03-2024 after part loan repayment post restructuring. Out of the above amount of ₹47,912.08 lakhs, the Parent Company has transferred ₹23,200.00 lakhs to current maturity of long term debt in note 20 being the amount of sustainable debt to be repaid on or before 31-03-2025 and balance ₹24712.08 lakhs has been shown as non-current portion of Sustainable Debts

17.4 Repayment terms of Zero Coupon Non-Convertible Debentures (Unsustainable Debt)

As per the terms of the MRA, the total unsustainable debt is ₹1,63,751.65 lakhs against which zero coupon secured NCDs for ₹60,107.68 lakhs and fully paid up equity shares of the Parent Company for ₹8,892.32 lakhs, total amounting to ₹69,000.00 lakhs have been have been allotted by the Parent Company in the Board Meeting held on 23-05-2024 and the balance unsustainable debts to be written off, on fulfilment of prescribed conditions of the MRA in this regard.

As per the terms of said MRA, the Parent Company has to maintain the required percentage of shareholding of the Lenders which is 12.50% of total expanded paid up equity share capital of the parent company less amount in relation to the forfeited shares, if any, at a price determined as per the applicable law by way of conversion of principal outstanding debt portion of NCD and accordingly, an amount of ₹8,892.32 lakhs has been reduced from the principal amount of unsustainable debt of ₹69,000.00 lakhs towards the allotment of 75,00,272 nos. of equity shares which have been allotted by the Parent Company in the Board Meeting held on 23-05-2024 at a price of ₹118.56 /-per equity share and balance amount of ₹60,107.68 lakhs has been converted into 60,10,768 secured redeemable Non-Convertible Zero Coupon Debentures ("NCD") at face value of ₹1000 /- per NCD issued to NARCL. The aforesaid NCD are repayable in 10 years. Further, the NCDs of ₹60,107.68 lakhs or as reduced by subsequent allotment of fully paid equity shares of the Parent Company to maintain 12.5% holding of NARCL on the expanded paid up equity capital as per terms of MRA, shall be secured by the Security, and shall be redeemed and extinguished only upon complete repayment of the entire Sustainable Debt, along with all other monies payable in terms of the Restructuring Documents. The Lender shall utilise/appropriate ₹1,25,00.00 lakhs (in case the Borrower has opted for first Option) or ₹1,00,00.00 lakhs (in case the Borrower has opted for Second Option), identified to be sourced from Claims under repayment of Sustainable Debts, along with any other monies received by the Lender, in terms of the Restructuring Documents, to redeem and extinguish the entire set of NCDs, held by the Lender. Upon the redemption of the NCDs, as provided herein, the liability of the Borrower in respect of the NCDs shall be extinguished without the requirement of making any further payments. Out of above, NCDs of ₹56,135.41 lakhs have been extinguished and considered as gain under Exceptional Item. Accordingly, the Parent Company has retained NCDs worth of ₹3,972.27 lakhs for redemption into equity shares, if required, to maintain NARCL's holding of 12.50% of the paid up equity share capital at any point of time, till the payment of the sustainable debt as required in MRA. This NCDs of ₹3,972.27 lakhs or as reduced on account of conversion of same into equity shares as stipulated in the MRA would be fully extinguished as explained here-in-above.

17.5 The Optionally Convertible Debentures (OCDs) issued pursuant to last S4A restructuring scheme and assigned by erstwhile lenders have been extinguished by the existing lender.

17.6 Loans from Related Parties and Bodies Corporate carry interest @8.60%- 18% and are repayable within a maximum period of 10 years.

NOTE 18: TRADE PAYABLES (AT AMORTISED COST)

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Payables:				
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,885.51	9,403.53	34,606.27	42,328.13
Total outstanding dues of micro enterprises and small enterprises (Refer Note 35)	-	-	1,643.12	1,103.84
Total	**16,885.51**	**9,403.53**	**36,249.39**	**43,431.97**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

Ageing schedule of trade payable is as below:

As at March 31, 2024

₹ In Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Dues– MSME	-	-	-	-	-	-
Undisputed Dues– Others	5,510.37	4,839.90	1,073.82	816.32	4,352.95	16,593.36
Disputed Dues – MSME	-	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	292.15	292.15
Non-current Trade Payables	**5,510.37**	**4,839.90**	**1,073.82**	**816.32**	**4,645.10**	**16,885.51**
Undisputed Dues– MSME	351.02	587.86	477.07	102.56	115.01	1,633.52
Undisputed Dues– Others	72.42	15,464.67	854.48	338.85	16,649.82	33,380.24
Disputed Dues – MSME	-	-	1.97	1.64	6.00	9.61
Disputed Dues – Others	-	**102.20**	**-**	**301.87**	**821.95**	**1,226.02**
Current Trade Payables	**423.44**	**16,154.73**	**1,333.52**	**744.92**	**17,592.78**	**36,249.39**

As at March 31, 2023

₹ In Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Dues– MSME	-	-	-	-	-	-
Undisputed Dues– Others	-	1,921.87	2,146.40	825.73	4,232.56	9,126.56
Disputed Dues – MSME	-	-	-	-	-	-
Disputed Dues – Others	-	-	-	63.50	213.48	276.98
Non-current Trade Payables	**-**	**1,921.87**	**2,146.40**	**889.23**	**4,446.04**	**9,403.53**
Undisputed Dues– MSME	222.56	626.64	131.85	31.98	90.81	1,103.85
Undisputed Dues– Others	3,094.29	16,302.67	4,129.29	1,195.32	16,932.66	41,654.22
Disputed Dues – MSME	-	-	-	-	-	-
Disputed Dues – Others	-	**0.20**	**-**	**182.49**	**491.22**	**673.91**
Current Trade Payables	**3,316.85**	**16,929.51**	**4,261.14**	**1,409.78**	**17,514.70**	**43,431.97**

NOTE 19: PROVISION

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits				
Gratuity (refer note 35)	244.80	271.95	92.95	77.38
Compensated absences	-	-	48.25	49.59
Total	**244.80**	**271.95**	**141.20**	**126.97**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 20: BORROWINGS

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Loans repayable on demand:		
Cash Credit and demand loan facilities from bank	-	90,938.73
Working Capital Demand Loan from Banks	-	16,130.83
Current maturities of long-term borrowings (refer note 20.1)	23,288.77	2,875.48
Unsecured		
From Bodies Corporates	988.05	1,784.90
Total	**24,276.82**	**111,729.94**

20.1. Curent maturities of long-term borrowings include Rs 23,200.00 lakhs relating to sustainable debt assigned to NARCL.

20.2. Loans from Body Corporate carry interest @12% p.a to 18% p.a.

NOTE 21: OTHER FINANCIAL LIABILITIES

₹ In Lakhs

Particulars	Non-current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Advance from Customers	4,732.42	9,453.06	1,017.49	1,861.61
Deferred income - Sustainable debt	21,298.95	-	4,972.93	-
Financial Guarantee Obligation	-	143.85	-	-
Interest accrued on mobilzation advance	-	-	38.02	1,080.74
Interest accrued and due on borrowings	-	-	-	503.03
Interest accrued and not due on borrowings	-	-	0.02	0.09
TOTAL	**26,031.37**	**9,596.91**	**6,028.46**	**3,445.47**

NOTE 22: OTHER CURRENT LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues payable	747.22	1,029.02
Other Current Liabilities	1,602.16	1,689.30
Total	**2,349.38**	**2,718.32**

NOTE 23: DEFERRED TAX ASSETS / (LIABILITIES)

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liabilities		
Fair Valuation of Land	1.19	1.19
Arising out of temporary difference in Property, Plant and Equipment	57.28	57.28
Impact of Fair valuation of Investments	384.81	384.81
Provision as per Expected Credit Loss Model	1,002.08	884.71
Arising due to Other temporary differences	326.27	326.27
Gross Deferred Tax Liabilities	**1,771.63**	**1,654.26**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Deferred Tax Assets		
Arising out of temporary difference in Property, Plant and Equipment	3,937.53	3,937.53
Impact of Fair valuation of Investments	1,203.79	1,203.79
Adjustment for Modified Retrospective Impact of Ind AS 115 as on 01.04.2018	5,368.35	5,368.35
Provision as per Expected Credit Loss Model	1,207.59	1,207.59
Arising due to Other temporary differences	398.57	398.57
Gross Deferred Tax Assets	**12,115.83**	**12,115.83**
Net Deferred Tax Assets	**10,344.20**	**10,461.57**

Income tax expense in the Statement of profit and loss

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current income tax charge	-	179.81
Adjustments in respect of current income tax of previous year	12.54	81.64
Deferred tax	125.32	(2.68)
Total	**137.86**	**258.77**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	(22.76)	292.58
At India's statutory income tax rate of 31.20% (31 March 2023: 34.608%)	(7.10)	101.26
Effect of Profit chargeable at different rate and disallowances under IT Act	(240.78)	(169.33)
Effect of tax on Elimination due to consolidation	51.52	51.52
Effect of Other income not chargeable to Income tax	196.36	196.36
Effect of Adjustments in respect of current income tax of previous year	12.54	81.64
Effect of Deferred Tax	125.32	(2.68)
Income tax expense reported in the statement of profit and loss	**137.87**	**258.77**

NOTE 24: REVENUE FROM OPERATIONS

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating Revenue		
- Construction/EPC Contracts	121,436.37	83,603.04
- Operation and Maintenance	1,605.92	1,858.64
Other operating revenue		
- Interest Income as per arbitration awards (Refer Note 44)	8,854.39	2,852.63
Total	**131,896.68**	**88,314.31**

24.1 The Group recognises revenue from contracts with customers (long-term construction contracts), which are mainly with Government parties, for construction / project activities over a period of time. During the year under report, substantial part of the Group's business has been carried out in India. Hence no dis-agregation of revenue has been presented.

24.2 An income of ₹15,093.20 lakhs is included in "Construction/EPC Contracts" under the sub-head "Operating Revenue" of "Revenue from Operations" for the year ended 31st March, 2024 towards receipts of final arbitration awards granted in favour of the Parent Company through Settlement Scheme being Vivad se Vishwas II, a voluntary settlement scheme ('VSV scheme') issued vide Office Memo dated 29-05-2023 to resolve long outstanding contractual disputes in respect of claims with the Government or its agencies for damages and compensation for various losses suffered by the Parent Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

24.2 Contract balances

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Contract assets	16,380.61	96,411.31
Contract liabilities	5,749.91	11,314.67

The credit period towards trade receivables generally ranges between 30 to 60 days. Further the customer retains certain amounts as per the contractual terms which usually fall due on the completion of contract. These retentions are made to protect the customer from the Group failing to adequately complete all or some of its obligations under the contract.

Contract assets are initially recognised for revenue earned from transfer of goods and services but not billed to customer because the work completed has not met requirements of various milestones as set out in the contract with customers Upon fulfilling the milestones and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. Contract liabilities include advances received from customers towards mobilisation of resources, purchase of materials and machineries.

Increase in the trade receivables, contract assets and contract liabilities as at March 31, 2024 from April 01, 2023 is on account of changes in operations of the Group. Impairment loss recognised on Trade Receivables have been disclosed in note 8. No Impairment loss has been recognised on contract assets since the management is of the opinion that the contract assets are fully recoverable.

Changes in contract assets are as follows:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	**96,411.31**	**98,543.93**
Add: Revenue recognised during the year	10,096.08	1,007.86
Less:- Contract assets written off during the year	69,934.62	-
Less: Amount received against Contracts during the year	-	(3,140.47)
Balance at the end of the year	**16,380.61**	**96,411.31**

Changes in contract liabilities are as follows:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	**11,314.67**	**11,461.29**
Add: Amount Received against contract work commenced during the year	-	6,371.45
Less:- Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	(5,564.75)	(6,518.07)
Balance at the end of the year	**5,749.92**	**11,314.67**

NOTE 25: OTHER INCOME

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on		
Loans given	119.54	14.08
Bank deposits Other Income	40.97	73.49
Income tax refund	46.57	131.60
Others	20.13	170.04

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Other Non Operating Income		
Insurance Claims received	5.55	-
Liability no longer required written back	2,801.63	806.48
Profit on sale of Investments (net) recognised at FVTPL	210.46	-
Profit on sale of Propert, Plant and Equipment (net)	1.33	-
Fair value changes on Mutual Fund recognised at FVTPL	11.67	-
Unwinding of deferred income from debt restructuring	428.12	-
Miscellaneous Income	618.77	1,558.07
Total	**4,304.74**	**2,753.77**

NOTE 26: MATERIALS CONSUMED AND OTHER CONSTRUCTION EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Construction materials and stores and spare consumed		
Inventory at the beginning of the year	9,160.49	8,940.02
Add: Purchases	4,539.03	6,361.91
	13,699.52	15,301.93
Less: Inventory at the end of the year	3,655.29	9,160.49
	10,044.23	**6,141.44**
Construction Expenses		
Subcontractor charges	88,249.98	66,978.56
Drawing and designing charges	-	5.16
Equipment hire and running charges	120.38	183.59
Others	3,543.52	3,694.55
	91,913.88	**70,861.86**
Total	**101,958.11**	**77,003.30**

NOTE 27: EMPLOYEE BENEFITS EXPENSE

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Wages and Bonus	2,162.88	2,528.42
Contribution to Provident and Others Funds	38.51	52.85
Gratuity expense (refer note 35)	61.34	61.38
Staff Welfare Expenses	39.83	40.38
Share based expenses towards employees	131.71	-
Total	**2,434.27**	**2,683.03**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 28: DEPRECIATION & AMORTISATION EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on Tangible assets	208.92	299.14
Depreciation on ROU Asset	19.26	12.39
Amortisation of Intangible Assets	8.60	7.63
TOTAL	**236.78**	**319.16**

NOTE 29: FINANCE COSTS

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest	5,383.95	5,022.59
Amortisation of discounting on fair valuation of sustainable debt	303.74	-
Finance Cost on Lease	4.02	3.00
Other borrowing costs	0.04	0.09
Total	**5,691.75**	**5,025.68**

NOTE 30: OTHER EXPENSES

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent (refer note 34)	248.03	276.26
Rates and taxes	41.55	49.61
Repairs and maintenance:		
Building	20.39	17.60
Plant and machinery	83.42	94.43
Others	20.87	33.70
Insurance	235.94	172.69
Advertisement expenses	0.11	1.30
Professional charges and consultancy fees	1,717.64	1,494.44
Vehicle running charges	109.74	167.45
Travelling and conveyance	264.82	189.52
Communication expenses	26.28	37.13
Power and fuel	33.47	54.97
Charity and donations	0.37	22.47
Auditor's remuneration	44.26	45.79
Business promotion	30.00	-
Loss on sale of Property, Plant and Equipment	500.54	-
Bad debts / sundry balances written off	6,881.51	102.11
Loan given written off	887.29	-
Equity Investments in certain Subsidiaries, Associates and Joint Ventures written off	1,076.56	255.70
Investments in Debentures written off(refer note 7.3)	3,388.73	-
Expected Credit Loss on Trade Receivables	9,940.01	2,466.85
Miscellaneous expenses	627.44	265.52
Total	**26,178.95**	**5,747.54**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 31: EXCEPTIONAL ITEMS

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gain on recognition of Sustainable Debt on Debt Restructuring	18,894.57	-
Gain on recognition of Unsustainable Debt on Debt Restructuring	56,135.41	-
Reversal of Expected Credit Loss provision on certain Trade Receivables	14,007.43	-
Writeback of credit balances of certain Creditors	955.11	-
Writeback of liabilities towards Loans	636.35	-
Total Exceptional Gain	90,628.88	-
Unbilled Revenue balance written off	69,934.62	-
Writeoff of Expected Credit Loss provision on certain Trade Receivables as mentioned above	14,007.43	-
Impairment loss on Property Plant and Equipment classified as "Held for Sale"	5,341.08	-
Inventory written off	1,044.01	-
Property Plant and Equipment written off	108.35	-
Total Exceptional Loss	90,435.50	-
Net Exceptional Gain	**193.38**	**-**

NOTE 32: BASIS FOR CALCULATION OF BASIC AND DILUTED EARNINGS PER SHARE IS AS UNDER:

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity holders of the Parent for basic earnings	(696.99)	39.08
Weighted average number of equity shares for basic EPS	48,977,926	48,091,216
Weighted average number of equity shares for Diluted EPS	50,466,014	48,091,216
Nominal value of equity per share (Rs.)	2	2
Earnings per Share		
- Basic (Rs.)	(1.42)	0.08
- Diluted (Rs.)	(1.38)	0.08

NOTE 33: COMMITMENTS AND CONTINGENCIES

a. Commitments

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Estimated amount of contracts remaining to be executed on Capital Account (net of capital advance of Rs. NIL as at 31st March, 2024) (₹9.26 Lakhs as at 31 March 2023)	-	9.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

b. Contingent liabilities

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Claims against the Group not acknowledged as debt		
(a) Legal suits filed against the Parent Company by third parties towards claims disputed by the Parent Company relating to supply of goods and services	85.44	85.70
(b) Legal suits filed against the Parent Company by ex-employees towards claims disputed by the Parent Company relating to non payment of their dues	0.26	0.26
	85.70	**85.96**
(ii) Disputed demands		
(a) Excise/ Service Tax	23.13	23.13
(b) Sales Tax / VAT**	3,932.29	3,903.47
(iii) Performance bank guarantees, given on behalf of a Joint Ventures		
- MVV Water Utilities Private Limited	-	166.00
(iv) Corporate Financial Guarantees given to banks for financial assistance extended to subsidiaries and other body corporates	-	2,040.93

**Of the Disputed Demands on Sales tax/VAT/GST the Company has applied for stay in respect of the amount aggregating to ₹2,220.70 lakhs.

NOTE 34: LEASES

Company as a Lessee

Disclosure in accordance to Ind AS 116 is as below:

Lease Assets and Lease Liabilities

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Assets		
Right of Use Assets	23.32	42.58
Liabilities		
Lease Liabilities		
- Current	18.42	18.78
- Non-current	8.08	25.58

Expenses Debited to Statement of Profit & Loss Account

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation and Amortisation	19.26	12.39
Finance Cost	4.02	3.00
Short Term Lease Payments	248.03	272.69

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

Carrying amounts of Right of Use Assets recognised and the movement during the year:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	**42.58**	**5.56**
Addition/(Deduction) during the year	-	49.42
Depreciation Expense	(19.26)	(12.39)
Closing Balance	**23.32**	**42.58**

Carrying amounts of lease liabilities and the movements during the year:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	**44.35**	**5.20**
Addition/(Deduction) during the year	-	49.42
Interest expense during the year	4.02	3.00
Payments	21.87	13.27
Closing Balances	**26.50**	**44.35**
- Current	18.42	18.78
- Non Current	8.08	25.58

The effective interest rate for lease liabilities is 12.65%, with maturity between April 2021 & September 2024

₹ In Lakhs

Maturity analysis of lease liabilities are as follows:	As at March 31, 2024	As at March 31, 2023
1 Year	18.42	**18.78**
2 to 5 Years	8.08	25.58

NOTE 35: EMPLOYEE BENEFIT OBLIGATION

(a) Defined Benefit Plan

The following tables summaries the components of net benefit expenses recognized in the Consolidated Statement of Profit & Loss and OCI amounts recognized in the balance sheet:

₹ In Lakhs

Particulars	Gratuity Unfunded	
	As at March 31, 2024	As at March 31, 2023
Changes in the present value of defined benefit obligation		
Present value of defined benefit obligation as at year beginning	338.53	407.27
Current Service Cost	36.35	32.46
Interest Cost	24.99	28.92
Benefits Paid	(95.21)	(120.57)
Remeasurements (gains)/losses		
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	6.50	(3.32)
Actuarial (gains)/losses arising from changes in experience adjustments	18.96	(6.23)
Present value of defined benefit obligation as at year end	**330.13**	**338.53**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Plan Assets at the beignning of the year	-	-
Expected return on Plan assets	-	-
Contribution by Employer	-	-
Actual benefits paid	-	-
Actuarial Gains/ (losses)	-	-
Plan Assets at the end of the year	**-**	**-**

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Amounts Recognised in the Balance Sheet		
Present value of defined benefit obligation at the year end	330.13	338.53
Fair Value of the Plan Assets at the year end		
Liability/(Asset) Recognised in the Balance Sheet	**330.13**	**338.53**

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expense recognised in the Statement of Profit and Loss:		
Current Service Cost	36.35	32.46
Net Interest Cost/(Income)	24.99	28.92
Net Cost Recognised in the Statement of Profit and Loss	**61.34**	**61.38**
Expense recognised in the Other Comprehensive Income:		
Remeasurements (gains)/losses	25.47	(9.55)
Net Cost Recognised in Other Comprehensive Income	**25.47**	**(9.55)**

(i) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below

Significant Actuarial Assumptions	As at March 31, 2024	As at March 31, 2023
Discount rate	7.10%	7.40%
Mortality Rate	100%	100%
Withdrawal Rate	Varying between 8% per annum and 1% per annum depending on duration and age of employees	Varying between 8% per annum and 1% per annum depending on duration and age of employees
Salary Growth Rate (%)	5-10%	5-10%
Experience Adjustments on Plan Liabilities	Not Available	Not Available

(ii) A quantitative sensitivity analysis for significant assumption is as shown below

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
Assumptions	**Discount rate**		**Discount rate**	
Sensitivity Level	**1% increase**	**1% decrease**	**1% increase**	**1% decrease**
Impact on defined benefit obligation	315.97	355.03	318.74	360.83

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
Assumptions	Withdrawal rate		Withdrawal rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	336.00	331.95	340.70	335.93

₹ In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
Assumptions	Future Salary		Future Salary	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	352.06	317.95	358.99	319.95

(iii) Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory frame work which may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Group to the risk off all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Group is not able to meet the short-term gratuity pay outs. This may arise due to non-availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/fall in interest rate.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

(iv) Maturity profile of the defined benefit obligation

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Weighted Average duration of the defined benefit obligation	60 years	60 years
Expected benefit payments for the year ending (Rs in Lakhs)		
Not Later than 1 year	0.00	0.00
Later than 1 year and not later than 5 years	0.02	0.00
More than 5 years	1.93	0.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(b) Contribution to defined Contribution Plans recognised as expense are as under

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Contribution to Provident and other funds	38.51	52.85

NOTE 36: SHARED BASED PAYMENT

The ESOP 2021 has been approved by the shareholders of the Parent Company on March 25, 2021 for grant aggregating 1,950,698 Employees stock options of the company. The Scheme shall be called 'Employee Stock Option Plan 2021' (ESOP 2021). The following are the salient details of the ESOP 2021.

a) The ESOP 2021 is designed to provide equity-based compensation to the employees and directors of the Parent Company. It aims to align the interests of the employees with those of the Parent Company by allowing them to share in the wealth they help to create.

b) Only employees (including directors) of the Parent Company are eligible to receive stock options under the ESOP 2021. The specific eligibility criteria and selection of employees for the grant of options are determined by the Nomination and Remuneration Committee.

c) Options granted under the ESOP 2021 have a vesting period ranging from a minimum of one year to a maximum of five years from the date of grant.

d) Options are non-transferable.

₹ In Lakhs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Expense arising from equity-settled share-based payment transactions	131.71	-
Total expense arising from share-based payment transactions	131.71	-

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

` In Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	WAEP (Rs.)	Number	WAEP (Rs.)
a) Options outstanding at the beginning of the year	-	31.20	-	-
b) Options granted during the year	1,950,698	31.20	-	-
c) Options forfeited during the year	372,139	31.20	-	-
d) Options exercised during the year	-	31.20	-	-
e) Options expired during the year	-	31.20	-	-
f) Options outstanding at the end of the year (a+b-c-e)	1,578,559	31.20	-	-
g) Excercisable at the end of the year	-	31.20	-	-

The exercise price for share options outstanding as at 31 March 2024 was ₹31.20/-

The weighted average remaining contractual life for the share options outstanding as at 31 March 2024 was 7.23 years

The weighted average fair value of options granted during the year was Rs 22.05/-

The following tables list the inputs to the models used for the plans for the years ended 31 March 2024 and 31 March 2023, respectively.

₹ In Lakhs

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Weighted average share price (Rs.)	31.20	-
Exercise price (Rs.)	31.20	-
Expected Dividend (%)	0%	-
Expected volatility (%)	61.83%	-
Risk–free interest rate (%)	6.97%	-
Option Life (years)	6-10 years	-
Option Pricing Model	Black Scholes Valuation Model	-

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTE 37: BASED ON THE INFORMATION/DOCUMENTS AVAILABLE WITH THE GROUP, INFORMATION AS PER THE REQUIREMENT OF SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ARE AS UNDER:

₹ In Lakhs

Details of dues to Micro and Small Enterprises as per MSMED Act, 2006	As at March 31, 2024	As at March 31, 2023
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		
- Principal	1,292.10	881.29
- Interest	351.02	222.56
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		
- Principal	-	-
- Interest	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Amount of interest accrued for the year and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 38: DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO IND AS 24

(a) List of Related Parties

I.	**Associates Companies**	Bhilwara Jaipur Toll Road Private Limited
		SPML Bhiwandi Water Supply Infra Limited
		SPML Bhiwandi Water Supply Management Limited
		Binwa Power Corporation Private Ltd
		SPMLIL-Amrutha Constructions Pvt Ltd
		SPML Energy Limited
II.	**Joint Ventures**	Malviya Nagar Water Services Pvt .Ltd
		Hydro-Comp Enterprises (India) Private Limited
		Aurangabad City Water Utility Co. Limited
		MVV Water Utility Private Limited
		Gurha Thermal Power Co Ltd

III.	**Key Management Personnel (KMP)**	
	Names of related parties	**Nature of relationship**
	Mr. Subhash Chand Sethi	Chairman
	Mr. Sushil Kumar Sethi	Vice Chairman & Non-Executive Director
	Mr. Prem Singh Rana	Non Executive Independent Director
	Mr. Tirudaimarudhur Srivastan Sivashankar	Non Executive Independent Director
	Ms. Pavitra Joshi Singh	Non Executive Independent Director
	Ms. Arundhuti Dhar	Non Executive Independent Director
	Mr. Abhinandan Sethi	Chief Operating Officer
	Mr. Manoj Kumar Digga	Chief Financial Officer
	Ms. Swati Agarwal	Company Secretary
IV.	**Relatives of Key Management Personnel**	
	Names of related parties	**Nature of relationship**
	Mr. Anil Kumar Sethi	Brother of Chaiman & Managing Director
	Mr. Harshavardhan Sethi	Son of Chairman
	Mrs. Maina Devi Sethi	Mother of Chairman and Managing Director
	Mrs. Noopur Jain	Daughter of Managing Director
	Mrs. Suman Sethi	Wife of Chairman
	Mr. Abhinandan Sethi	Son of Chairman
	Mrs. Sandhya Rani Sethi	Wife of Managing Director
	Mr. Rishabh Sethi	Son of Managing Director
	Mrs. Shilpa Sethi	Daughter in law of Chairman
	Dr. Ankit Jain	Son-in-law of Managing Director
	Mrs. Priyanshi Sethi	Daughter in law of Chairman
	Mrs. Aanchal Sethi	Daughter in law of Managing Director

V.	**Entities over which Key Management Personnel & their relatives have significant influence**	Arihant Leasing & Holding Company Limited
		Add Energy Management Co. Private Limited
		Awa Power Company Private Limited
		Delhi Waste Management Ltd
		IQU Power Company Private Ltd
		Neogal Power Company Private Ltd
		Subhash Kabini Power Corporation Limited
		International Construction Limited
		Latur Water Supply Managment Company Limited
		Niral Enterprises Private Limited
		Om Metal-SPML Infra Project Private Limited
		SPM Holding Pte. Limited
		Sanmati Corporate Investments Private Limited
		Vidya Edutech Private Limited
		SPM Engineers Limited
		SPML India Limited
		Sethi Infratech Private Limted
		Subhash Systems Private Limited
		SPML Industries Limited
		Zoom Industrial Services Limited
		20th Century Engineering Limited
		Peacock Pearl Business Solution Private Limited
		Om Metals Infraprojects Limited
		Urban Infrastructure Trustees Limited
		Rishabh Homes Private Limited
		Acropolis Properties Private Limited
		JWIL Infra Limited
		Aleron Tradelinks (India) Pvt Ltd

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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(b) Aggregated Related party disclosures as at and for the year ended March 31, 2024

₹ In Lakhs

Company Name	Year	Transactions during the year												Balance Outstanding at the Year end at March, 31		
		Sale of Goods & Services	Purchase of Goods & Services	Interest Paid	Donation Paid	Interest Received	Loan/ Advance Taken	Loan/ Advance Given/Re-paid/Share Application Money	Sale/ transfer of Invest-ments	Shares Issued	Purchase of Invest-ments	Rent Paid/ Ac-crued	Managerial Remuneration/ Salary/Sitting Fees	Debit Balance	Credit Balance	Guarantee Given
Associates Companies																
SPML Bhiwandi Water Supply Infra Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	93.78	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(1,043.76)	(93.78)	-
SPML Bhiwandi Water Supply Management Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(72.07)	-	-
Binwa Power Corporation Private Ltd	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(99.90)	-	-
SPMLIL - AMRUTHA Contructions Private Limited	2023-24	192.49	-	-	-	-	-	-	-	-	-	-	-	19.12	-	-
	2022-23	(599.71)	-	-	-	-	-	-	-	-	-	-	-	(0.97)	-	-
SPML Energy Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(293.96)	-	-
Bhilwara Jaipur Toll Road Private Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,673.96)
Joint Ventures														-	-	-
Malviya Nagar Water Services Private Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	450.16	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(450.16)	-	-
Gurha Thermal Power Company Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(1,401.22)	-	-
MVV Water Utility Private Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	513.56	-	-
	2022-23	-	-	-	-	-	(1.82)	(0.94)	-	-	-	-	-	(513.56)	-	(166.00)
Aurangabad City Water Utility Company Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	11.41	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(227.40)	-	-
Hydro Comp Enterprises (India) Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(1.04)	-	-

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₹ In Lakhs

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Company Name	Year	Transactions during the year										Balance Outstanding at the Year end at March, 31				
		Sale of Goods & Services	Purchase of Goods & Services	Interest Paid	Donation Paid	Interest Received	Loan/ Advance Taken	Loan/Advance Given/ Repaid/Share Application Money	Sale/transfer of Investments	Shares Issued	Purchase of Investments	Rent Paid/ Accrued	Managerial Remuneration/ Salary/ Sitting Fees	Debit Balance	Credit Balance	Guarantee Given
Key Management Personnel (KMP)																
Mr. Subhash Chand Sethi	2023-24	-	-	-	-	-	60.59	-	-	-	-	-	93.54	-	89.64	-
	2022-23	-	-	-	-	-	(150.00)	-	-	-	-	-	(93.54)	-	(150.23)	-
Mr. Sushil Kumar Sethi	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	29.52	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	(29.52)	-
Mr. Abhinandan Sethi	2023-24	-	-	-	-	-	-	-	-	-	-	-	103.99	-	13.99	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(105.94)	-	(14.12)	-
Mr. Prem Singh Rana	2023-24	-	-	-	-	-	-	-	-	-	-	-	3.60	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(3.30)	-	-	-
Mr. Charan Singh	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(2.30)	-	-	-
Mr. Tirudaimarudhur Srivastan Sivashankar	2023-24	-	-	-	-	-	-	-	-	-	-	-	3.50	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(3.30)	-	-	-
Ms. Arundhati Dhar	2023-24	-	-	-	-	-	-	-	-	-	-	-	3.40	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(0.40)	-	-	-
Ms. Pavitra Joshi Singh	2023-24	-	-	-	-	-	-	-	-	-	-	-	2.30	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(1.40)	-	-	-
Mr. Manoj Digga*	2023-24	-	-	-	-	-	-	-	-	-	-	-	92.30	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(92.28)	-	-	-
Mrs. Swati Agarwal*	2023-24	-	-	-	-	-	-	-	-	-	-	-	10.03	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	(11.27)	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

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₹ In Lakhs

Company Name	Year	Transactions during the year										Balance Outstanding at the Year end at March, 31				
		Sale of Goods & Services	Purchase of Goods & Services	Inter-est Paid	Donation Paid	Interest Received	Loan/ Advance Taken	Loan/ Advance Given/Re-paid/Share Application Money	Sale/ transfer of Invest-ments	Shares Issued	Pur-chase of Invest-ments	Rent Paid/ Accrued	Manage-rial Remu-neration/ Salary/ Sitting Fees	Debit Bal-ance	Credit Balance	Guarantee Given
Entities over which Key Management Personnel & their relatives have significant influence																
Add Energy Management Co. Private Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	133.96	-	-
	2022-23	-	(524.95)	-	-	-	(260.61)	-	-	-	-	-	-	(133.96)	(85.61)	-
Add Industrial Park (TN) Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	(360.00)	-	-	-	-	-	-	-	-
Subhash Kabini Power Corporation Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	106.92	-
	2022-23	-	-	-	-	(8.70)	(220.06)	(4.10)	-	-	-	-	-	-	(106.92)	-
Add Realty Ltd.	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	(517.70)	-	(1,019.55)	-	-	-	-	-	-	-
Arihant Leasing & Holding Company Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	55.92	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	(55.92)	-
Bharat Hydro Power Corporation Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	189.26	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(189.26)	-	-
Delhi Waste Management Ltd	2023-24	-	-	-	-	-	-	5.09	-	-	2,250.00	189.90	-	-	900.98	-
	2022-23	-	-	(5.09)	-	-	(312.49)	(189.90)	-	-	-	-	-	-	(3,345.97)	-
International Construction Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Niral Enterprises Private Limited	2023-24	-	-	-	-	-	-	-	-	911.04	-	-	-	-	73.03	-
	2022-23	-	-	-	-	-	-	-	-	(387.26)	-	-	-	-	(73.03)	-
SPML India Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	0.27	-
	2022-23	-	-	-	-	-	-	-	-	(432.33)	-	-	-	-	(0.27)	-
SPML Industries Limited	2023-24	-	-	-	-	-	568.50	-	-	-	1,806.00	-	-	-	-	-
	2022-23	-	-	-	-	-	(99.00)	-	-	-	-	-	-	-	(1,237.50)	-
Zoom Industrial Services Limited	2023-24	-	-	-	-	-	-	-	-	866.43	931.50	-	-	-	743.64	-
	2022-23	-	-	-	-	-	(75.47)	(0.50)	-	(807.88)	-	-	-	-	(743.64)	-

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Company Name	Year	Transactions during the year												Balance Outstanding at the Year end at March, 31		
		Sale of Goods & Services	Purchase of Goods & Services	Inter-est Paid	Donation Paid	Interest Received	Loan/ Advance Taken	Loan/ Advance Given/Re-paid/Share Application Money	Sale/ transfer of Invest-ments	Shares Issued	Pur-chase of Invest-ments	Rent Paid/ Accrued	Manage-rial Remu-neration/ Salary/ Sitting Fees	Debit Bal-ance	Credit Balance	Guarantee Given
20th Century Engineering Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
JWIL Infra Limited	2023-24	-	61,544.10	-	-	-	-	-	-	-	-	-	-	34.23	9,136.59	-
	2022-23	-	(11,489.67)	-	-	-	-	-	-	-	-	-	-	(34.23)	(1,092.90)	-
Aleron Tradelinks (India) Pvt Ltd	2023-24	-	-	-	-	-	400.00	-	-	-	-	-	-	751.13	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(1,151.13)	-	-
Om Metals Infraprojects Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	132.40	45.00	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(132.40)	(45.00)	-
Urban Infrastructure Trustees Limited	2023-24	-	-	-	-	-	-	3,363.00	-	-	-	-	-	-	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,363.00)	-
Acropolis Properties Private Limited	2023-24	-	-	-	-	-	-	-	-	-	-	-	-	1.08	-	-
	2022-23	-	-	-	-	-	-	-	-	-	-	-	-	(1.08)	-	-

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C. Details of remuneration to Key Managerial Personnel is given below

₹ In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
- Short-term employee benefits	311.36	312.40
- Post employment benefits	1.30	1.30
Total	**312.66**	**313.70**

Terms and conditions of transactions with related parties.

Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

* During the financial year 2023-24 , The Parent Company has granted 216,586 nos. of employees stock options to Mr. Manoj Digga CFO of the Parent Company and 11,590 nos. of employees stock options to Mrs. Swati Agarwal, Company Secretary of the Parent Company. Each option shall be converted into 1 equity shares of the Parent Company upon exercise. Each options granted, would vest minimum for one year and maximum for five years from the date of Grant.

NOTE 39.1: CATEGORIZATION OF FINANCIAL INSTRUMENTS

₹ In Lakhs

Particulars			Carrying value/ Fair value	
			As at March 31, 2024	As at March 31, 2023
(i)	Financial Assets			
	a)	a) Measured at FVOCI		
		- Investments in Equity Instruments	1,258.64	2,233.31
	b)	b) Measured at FVTPL		
		- Investments in Equity and Debt Instruments	42.42	30.76
	c)	c) Measured at Amortised Cost*		
		- Investments in Joint Ventures and Associates	2,498.92	3,601.01
		- Loans	1,952.63	6,729.27
		- Trade Receivables	66,891.14	72,130.86
		- Other Financial Assets	15,500.94	27,738.75
		- Cash and Cash Equivalents	22,807.74	2,006.50
		- Other Bank Balances	566.90	270.27
(ii)	Financial Liabilities			
	a)	Measured at Amortised Cost*		
		- Borrowings (Secured and Unsecured)	54,875.70	175,322.97
		- Trade Payables	53,134.90	52,835.50
		- Other Financial Liabilities	32,059.83	13,042.38

*Carrying Value of assets / liabilities carried at amortized cost are reasonable approximation of its fair values.

The Group has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 39.2 FAIR VALUE HIERARCHY

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

a) Financial assets and liabilities measured at fair value at March 31, 2024

₹ In Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				
Investments in Equity and Debt Instruments	-	-	42.42	**42.42**
Investment at FVOCI				
Investment in Equity Instruments	-	-	1,258.64	**1,258.64**

Financial assets and liabilities measured at fair value at March 31, 2023

₹ In Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				
Investments in Equity and Debt Instruments	-	-	30.76	**30.76**
Investment at FVOCI				
Investment in Equity Instruments	-	-	2,233.31	**2,233.31**

(b) Financial instruments at ammortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled

(c) During the year there has been no transfer from one level to another.

NOTE 40: FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds FVTOCI investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

A. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group.

The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost.

The group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes security deposits, Loans given and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

a) Credit Risk Management

1. Credit Risk Rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A. Low Credit Risk

B. Moderate Credit risk

C. High credit risk

The Group provides for Expected Credit Loss based on the following:

Asset Group	Description	Provision for Expected Credit Loss*
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Moderate Credit Risk	Trade receivables, loans and other financial assets	12 month expected credit loss/life time expected credit loss
High Credit Risk	Trade receivables, loans and other financial assets	Life time expected credit loss

*Based on business environment in which the Group operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

₹ In Lakhs

Credit Rating	Particulars	As at March 31, 2024	As at March 31, 2023
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans and other financial assets	30,048.74	13,324.64
High Credit Risk	Loans and Trade Receivables	81,470.60	101,416.09

b) Credit Risk Exposure

Provision for Expected Credit Loss

The Group provides for expected credit loss based on 12 month and lifetime expected credit loss basis for following financial assets:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

March 31, 2024

₹ In Lakhs

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	3,799.99	-	3,799.99
Trade Receivables	78,714.47	(11,823.33)	66,891.14
Loans	1,952.63	-	1,952.63
Cash and cash Equivalents	22,807.74	-	22,807.74
Other Bank Balances	566.90	-	566.90
Other Financial Assets	15,500.94	-	15,500.94

March 31, 2023

₹ In Lakhs

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	5,865.08	-	5,865.08
Trade Receivables	91,940.16	(19,809.30)	72,130.86
Loans	6,729.27	-	6,729.27
Cash and cash Equivalents	2,006.50	-	2,006.50
Other Bank Balances	270.27	-	270.27
Other Financial Assets	27,738.75	-	27,738.75

The Group's Allowance for Expected Credit Loss on Trade Receivables is created using Provision Matrix Approach.

₹ In Lakhs

Reconciliation of Loss Allowance	Trade Receivables
As on March 31, 2022	**19,817.14**
Allowance for Expected Credit Loss	(7.84)
As on March 31, 2023	**19,809.30**
Allowance for Expected Credit Loss	6,021.47
Written back on Expected Credit Loss	(14,007.43)
As on March 31, 2024	**11,823.33**

B. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

Maturities of Financial Liabilities

The table below analyse the Group's Financial Liabilities into relevant maturity groupings based on their contractual maturities

March 31, 2024

₹ In Lakhs

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	24,276.82	28,703.02	1,895.86	**54,875.70**
Trade Payable	36,249.39	16,885.51	-	**53,134.90**
Other Financial Liabilities	6,028.46	26,031.37	-	**32,059.83**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

March 31, 2023

₹ In Lakhs

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	111,729.94	1,143.10	62,449.93	**175,322.97**
Trade Payable	43,431.97	9,403.53	-	**52,835.50**
Other Financial Liabilities	3,445.47	9,596.91	-	**13,042.38**

C. Market Risk

a. Interest Rate Risk

The Group has taken debt to finance its working capital , which exposes it to interest rate risk. Borrowings issued at variable rates expose the Group to interest rate risk.

Interest Rate Risk Exposure

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Variable Rate Borrowing	-	111,088.14
Fixed Rate Borrowing	54,875.70	64,234.83

Interest rate sensitivity

Profit or loss and equity is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Sensitivity*		
Interest Rates increase by 100 basis points	**	**
Interest Rates decrease by 100 basis points	**	**

*Holding all other variables constant

** Refer Note - 17.5 and 17.6

b. Price Risk

The Group's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

Sensitivity Analysis

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Price Sensitivity*		
Price increase by 5%- FVOCI	-	-
Price decrease by 5%- FVOCI	-	-

**Holding all other variables constant*

NOTE 41 : CAPITAL MANAGEMENT:

For the purpose of the Group's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

The Group's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value . The Group's overall strategy remains unchanged from previous year.The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity ,internal fund generation and borrowed funds.. The Group's policy is to use short term and long term borrowings to meet anticipated funding requirements. The Group monitors capital on the basis of the net debt to equity ratio. The Group is not subject to any externally imposed capital requirements. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents). Equity comprises share capital and free reserves. The following table summarizes the capital of the Group:

₹ In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	54,875.70	175,826.00
Trade payables	53,134.90	52,835.50
Less: Cash and Cash equivalents	22,807.74	2,006.50
Net debt	**85,202.86**	**226,655.00**
Total capital	46,027.89	34,246.93
Capital and net debt	**131,230.75**	**260,901.93**
Gearing ratio	65%	87%

NOTE 42: GROUP INFORMATION:

₹ In Lakhs

Name	Country of incorporation and operation	As at March 31, 2024 % of Holding	As at March 31, 2023 % of Holding
SUBSIDIARIES			
Allahabad Waste Processing Company Limited	India	99.03	99.03
Bhagalpur Electricity Distribution Co. Pvt Ltd	India	99.99	99.99
Madurai Municipal Waste Processing Company Private Limited	India	99.99	99.99
Doon Valley Waste Management Private Ltd.	India	-	87.49
SPML Infrastructure Limited	India	99.99	99.99
Mathura Nagar Waste Processing Limited	India	98.91	98.91
SPML Utilities Limited	India	100.00	100.00
Sanmati Infra Developers (p) Ltd.	India	74.99	74.99
Pondicherry Special Economic Zone Company Limited	India	74.95	74.95
ASSOCIATES			
SPMLIL-Amrutha Constructions Private Limited	India	36.00	36.00
Binwa Power Company Private Limited	India	49.27	49.27
Bhilwara Jaipur Toll Road Private Limited	India	48.72	51.00
SPML Energy Limited	India	27.31	27.31
SPML Bhiwandi Water Supply Infra Limited	India	44.94	44.94
SPML Bhiwandi Water Supply Management Limited	India	49.94	49.94
JOINT VENTURES			
Aurangabad City Water Utility Co. Ltd	India	40.01	40.01
Gurha Thermal Power	India	50.00	50.00
Hydro Comp Enterprises India Private Limited	India	50.00	50.00
Malviya Nagar Water Services Private Limited	India	26.00	26.00
MVV Water Utility Private Limited	India	48.08	48.08

NOTE 43: The Ministry of Finance has introduced a Settlement Scheme being Vivad se Vishwas II, a voluntary settlement scheme to resolve long outstanding contractual disputes with the Government or its agencies ('VSV scheme') vide Office Memo dated 29-5-2023. The Parent Company has various Arbitration Awards in hand, out of which Arbitration Awards having value of ₹46,400.00 lakhs including accrued interest till 30-09-2023 were found eligible by the parent company under VSV scheme. As per the terms of the VSV scheme, the settlement value of these awards was ₹29,400.00 lakhs (approx.) including accrued interest till 30-09-2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

The Parent Company has already received a sum of ₹24,494.92 lakhs till 29-05-2024 and the balance amount would be received in due course of time. An income of ₹20,874.63 lakhs has been included under "Revenue from Operations" for the year ended 31st March, 2024 towards receipts from VSV scheme.

NOTE 44: The Parent Company has certain Trade and Other Receivables of ₹46,594.67 lakhs as at March 31, 2024 (₹43,521.90 lakhs as on March 31, 2023) backed by arbitration awards pronounced in its favour over the years. Further, the Parent Company has recognised interest income of ₹3,072.78 lakhs during year ended March 31, 2024 (₹2,852.63 lakhs during the year ended March 31, 2023) on such arbitration awards. Against these awards, the customers have preferred appeals in the jurisdictional courts and the legal proceedings are going on. Pending the outcome of the said legal proceedings, the above amounts are being treated as fully realisable as based on the facts of the respective case, the management is confident that the final outcome of the legal proceedings would be in its favour.

NOTE 45: NOTE 45 : Trade Receivables aggregating to ₹26,836.89 lakhs (Rs.17,518.19 lakhs as on March 31, 2023) are under arbitration proceedings. The management is confident that based on the facts of the respective cases; there is no uncertainty as regards their realisation.

NOTE 46: Disclosure in relation to Corporate Social Responsibility (CSR) of the Parent Company:

i) Amount required to be spent by the Group during the year:	NIL
ii) Amount of expenditure incurred:	Not Applicable
iii) Shortfall at the end of the year:	Not Applicable
iv) Total of previous years shortfall:	NIL
v) Reason for shortfall:	Not Applicable
vi) Nature of CSR activities:	None
vii) Details of related party transactions e.g. contribution to a trust controlled by the Group in relation to CSR Expenditure as per relevant Accounting Standard:	NIL
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately:	There is no provision during the current financial year.

NOTE 47: The Parent Company has given unsecured loans to certain subsidiaries, joint ventures and associates for developing various projects. However, due to the financial difficulties faced by the Parent Company over the past few years, as detailed in note 17.1 hereinabove, it has not been able to continue providing required financial support which they have asked for subsequently for developing the projects. Consequently and coupled with various other reasons specific to each such subsidiary, joint venture and associate and the general economic conditions, their financials have been adversely impacted over a period of time. Based on the assessment of financials etc. of these companies and as per the provisions of Ind AS, the Company has been providing for expected credit losses in respect of the loans given to them along with accrued interest. In view of the aforesaid circumstances and considering the probability that the Parent Company will collect the interest to which it is entitled to, the Parent Company has, with effect from 1st April, 2021, postponed recognition of income from interest on such unsecured loans given to certain subsidiaries, joint ventures and associates which are impaired fully/partially by way of expected credit losses as per the provisions of Ind AS. The amount of such interest not recognized for the year ended 31st March, 2024 is ₹733.71 lakhs . The interest income would be considered as revenue, as per the provisions of Ind AS, in the period in which there is certainty of it's collection/it is ultimately collected. Notwithstanding the aforesaid, the Parent Company always retains the right to recover the entire outstanding loan along with interest accrued thereon.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

as at and for the year ended March 31, 2024

NOTE 48: RATIO ANALYSIS

The ratios as per the latest amendment to Schedule III are as below:

₹ In Lakhs

Ratios	Year ended March 31, 2024	Year ended March 31, 2023	Variance %	Reason for Variance(If change is more than 25%)
(1) Current ratio (times) (Current assets/Current liabilities)	1.45	1.05	38.25%	The variance arising mainly on account of increase in cash & bank balances arising out of recovery of receivables
(2) Debt equity ratio (times) (Total Debt/Shareholder's Equity)	1.19	5.12	(76.71%)	The variance arising mainly on account of enhanced financial stability and reduction of debt.
(3) Debt service coverage ratio (times) (Earnings available for Debt Service/ Debt Service) Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. Debt service = Interest & Lease Payments + Principal Repayments	1.60	0.03	5013.60%	The variance arising mainly on account of enhanced financial stability and reduction in debt.
(4) Return on Equity (%) (Net profit after tax (PAT)/Average Equity) "Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income.	(0.40%)	0.10%	491.97%	The variance arising mainly loss arising during the year
(5) Inventory turnover ratio (times) (Sales/Average inventory) [Sales:Revenue from operations]	20.32	9.67	110.15%	The variance arising mainly on account of significant increase in income arising out of arbitration awards and revenue from operations.
(6) Trade receivable turnover Ratio (times) (Sales /Average trade receivables) [Sales:Revenue from operations]	1.90	0.62	205.27%	The variance arising mainly on account of substantial improvement in the efficiency of accounts receivabe collection, improved cash flow management and reduced average days sales outstanding, enabling to optimize its working capital and improve overall financial performance.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Ratios	Year ended March 31, 2024	Year ended March 31, 2023	Variance %	Reason for Variance(If change is more than 25%)
(7) Trade payables turnover ratio (times) (Net Credit Purchases/Average Trade Payables) Net credit purchases consist of gross credit purchases minus purchase return	1.92	1.62	18.77%	
(8) Net capital turnover ratio (times) (Sales/Average working capital) (Working capital: Current assets - Current liabilities) [Sales:Revenue from operations]	4.21	10.62	(60.37%)	The variance arising mainly on account of decrease in the working capital.
(9) Net profit ratio (%) (Net profit after tax/Sales) [Sales:Revenue from operations]	(0.12%)	0.04%	418.10%	The variance arising mainly loss arising during the year
(10) Return on Capital Employed (%) (EBIT/Capital employed) [Capital Employed: Tangible Net Worth + Total Debt + Deferred Tax Liability Tangible Net Worth: Total Assets-Intangible Assets -Total Liability [EBIT: Profit before taxes +/(-) Exceptional items +Finance Cost]	3.64%	2.51%	45.11%	The variance arising mainly on account of remarkeble turnaround in profitability, attributed to the effective measures to reduce costs, Improvement in operational efficiency and increase in revenue
(11) Return on investment	-	-	-	The Group has not earned any return on in investments held for long term strategic purpose.

NOTE 49: SEGMENT REPORTING

The Group is operating in a multiple segments viz. Construction, Hydro Power Generation and Waste Management in accordance with IND AS -108 "Operating Segments" notified pursuant to Companies (Indian Accounting Standards) Rules, 2015 , (as amended). However, there are no reportable segment other than Construction as none of them meet the quantitative threshold criteria as prescribed in the said IND AS. The Group is primarily operating in India which is considered as single geographical segment.

NOTE 50: Previous periods's figures have been regrouped/rearranged wherever considered necessary to confirm to the figures presented in the current year.

NOTE 51: The Group does not have any benami property, where any proceedings have been initiated or pending against the Group company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under.

NOTE 52: The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

NOTE 53: There has not been any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTE 54: The Group has not traded or invested in crypto currency or virtual currency during the reporting period.

NOTE 55: The Group during the current year has not made any Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

NOTE 56: the group does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the reporting period in the tax assessments under the income tax act, 1961 (such as, search or survey or any other relevant provisions of the income tax act, 1961). Further, there is no previously unrecorded income and related assets that have been recorded in the books of account during the reporting period. Financial statements to schedule iii to the companies act 2013

NOTE 57: ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT 2013

Name	Net Assets, i.e, Total Assets minus Total Liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs
Parent								
SPML Infra Ltd.	109.80%	50,889.03	(1215.08%)	1,951.62	117.66%	(20.62)	(1083.97%)	1,931.00
Subsidiaries								
Allahabad Waste Processing Company Limited	(2.46%)	(1,142.30)	1622.16%	(2,605.45)	-	-	1462.58%	(2,605.45)
Bhagalpur Electricity Distribution Co. Pvt Ltd	(6.66%)	(3,086.04)	-	-	-	-	-	-
Madurai Municipal Waste Processing Company Private Limited	(1.32%)	(611.83)	385.38%	(618.99)	-	-	347.47%	(618.99)
Mathura Nagar Waste Processing Limited	(0.13%)	(60.30)	263.74%	(423.62)	-	-	237.80%	(423.62)
Sanmati Infra Developers (p) Ltd.	(0.24%)	(111.49)	(1042.00%)	1,673.63	-	-	(939.49%)	1,673.63
Pondicherry Special Economic Zone Company Limited	3.21%	1,489.30	(14.57%)	23.41	-	-	(13.14%)	23.41
SPML Infrastructure Limited	(1.80%)	(834.21)	1507.81%	(2,421.80)	19.21%	(3.37)	1361.37%	(2,425.16)
SPML Utilities Limited	1.45%	673.07	0.67%	(1.08)	-	-	0.61%	(1.08)
Joint Ventures								
Aurangabad City Water Utility Co. Ltd	-	-	-	-	-	-	-	-
Gurha Thermal Power Pvt Ltd	-	-	-	-	-	-	-	-
Hydro Comp Enterprises India Private Limited	-	-	-	-	-	-	-	-
Malviya Nagar Water Services Private Limited	-	-	(44.15%)	70.92	-	-	(39.81%)	70.92
MVV Water Utility Private Limited	-	-	-	-	-	-	-	-
Associates								
Binwa Power Company Private Limited	-	-	-	-	-	-	-	-
Bhilwara Jaipur Toll Road Private Limited	-	-	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
as at and for the year ended March 31, 2024

Name	Net Assets, i.e, Total Assets minus Total Liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs	As % of consolidated profit or loss	₹ In Lakhs
SPML Energy Limited	-	-	(8.53%)	13.70	-	-	(7.69%)	13.70
SPMLIL-Amrutha Constructions Pvt Ltd	-	-	1.45%	(2.33)	-	-	1.31%	(2.33)
SPML Bhiwandi Water Supply Infra Limited	-	-	-	-	-	-	-	-
SPML Bhiwandi Water Supply Management Limited	-	-	-	-	-	-	-	-
Intra-group eliminations	(2.54%)	(1,177.33)	(1022.93%)	1,643.00	(36.86%)	6.46	(925.93%)	1,649.46
Non-controlling Interests	0.69%	320.95	(333.94%)	536.37	-	-	(301.09%)	536.37
TOTAL	**100%**	**46,348.84**	**100%**	**(160.62)**	**1.00**	**(17.52)**	**100%**	**(178.14)**

Signatories to Note 1 to 57

As per our report of even date

For Maheshwari & Associates
Chartered Accountants
Firm's Registration No. 311008E

For and on behalf of Board of Directors of SPML Infra Limited

CA Bijay Murmuria
Partner
Membership No - 055788

Subhash Chand Sethi
Chairman
DIN: 00464390

Sushil Kr. Sethi
Director
DIN: 00062927

Place: Kolkata
Date: May 30, 2024

Manoj Kumar Digga
Chief Financial Officer

Swati Agarwal
Company Secretary

SPML
Engineering Life

SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

Registered Office: F 27/2, Okhla Industrial Area, Phase II, New Delhi – 110020

Tel.: 011-26387091 ● E-mail: cs@spml.co.in●Website: www.spml.co.in

NOTICE

Notice is hereby given that the 43rd (Forty Third) Annual General Meeting of the Members of SPML Infra Limited will be held through Video Conferencing or other Audio Visual Means ("VC/OAVM") on Friday, the 20th day of September, 2024 at 01:00 PM to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and the consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditor's thereon.

2. To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the Remuneration of Cost Auditor for the Financial Year 2024-25**

   To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 100,000/- (Rupees One Lakhs only) plus applicable taxes and re-imbursement of out of pocket expenses be paid to M/s. A. Bhattacharya & Associates, Cost Accountants bearing (ICWAI Membership No. 6585), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2024-25, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. **To approve the Memorandum of Understanding/Loan Agreement entered** between the Company and the Promoter and Promoter Group

   To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   RESOLVED THAT the Memorandum of Understanding (MOU)/Loan Agreement entered between the Promoter and Promoter group and the Company as approved by the Board of Directors of the Company at their meeting held on 27th August, 2024 for settlement of dues of promoters/ promoter group by conversion of Unsecured Loan into Equity, a copy of which MOU/agreement duly initialed by the Chairman is available for inspection, be and is hereby approved.

   RESOLVED FURTHER THAT subject to applicable provisions of the act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

5. **To approve the issuance of Equity Shares to Promoter Group and Non-promoter by way of fresh infusion of funds on a preferential basis**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, allot and issue, in one or more tranches, upto a maximum of 6,618,645 fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share) aggregating upto Rs. 1,423,008,675/- (Rupees One Hundred Forty Two Crore Thirty Lakh Eight Thousand Six Hundred Seventy Five Only) for cash consideration to the following promoter group and non-promoter (hereinafter referred to as the “Proposed Allottees”) :

Sr. No	Name of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted
1.	Zoom Industrial Services Ltd	Promoter Group	2,826,145
2.	Tusk Investments Ltd	Non-Promoter	755,000
3.	Vivaya Enterprises Pvt Ltd	Non-Promoter	23,250
4.	Jalan Family Office	Non-Promoter	116,000
5.	Completion Trade & Commerce Pvt Ltd	Non-Promoter	116,280
6.	Maithan International	Non-Promoter	1,20,000
7.	Ritesh Agarwal	Non-Promoter	37,500
8.	Shakti Finvest Pvt Ltd	Non-Promoter	6,51,163
9.	Interglobe Overseas Ltd.	Non-Promoter	2,00,000
10.	Pramod Jain	Non-Promoter	1,20,000
11.	Dolly Jain and Daughters	Non-Promoter	80,000
12.	Devyani Jaiswal	Non-Promoter	1,00,000
13.	Vinay Agarwal	Non-Promoter	45,000
14.	Eynthia Tie Up Pvt Ltd	Non-Promoter	47,000
15.	Narayani Global Holding Ltd	Non-Promoter	2,00,000
16.	Nexta Enterprises LLP	Non-Promoter	3,00,000
17.	Ask Financial Advisors Pvt Ltd	Non-Promoter	50,000
18.	Shiv Sehgal	Non-Promoter	93,025
19.	Rajiv Chirimar HUF	Non-Promoter	20,000
20.	Rajiv Chirimar	Non-Promoter	80,000
21.	Bhaskar Thakkar HUF	Non-Promoter	46,500
22.	Utopian Box ventures LLP	Non-Promoter	46,512
23.	Anoushka Sahay	Non-Promoter	1,00,000
24.	Rezero Software Services LLP	Non-Promoter	2,33,000
25.	Anthony Pargal	Non-Promoter	93,000
26.	Rishav Digga	Non-Promoter	81,395
27.	Arati Chakraborty	Non-Promoter	12,500
28.	Rekha Jhunjhunwala	Non-Promoter	1,875
29.	Ranjan Sachdeva	Non-Promoter	15,750
30.	Ritika Jain	Non-Promoter	1,750
31.	Seema Sharma	Non-Promoter	3,000
32.	Rajni Sharma	Non-Promoter	3,000
	Total		**6,618,645**
		Total	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is 21st August, 2024, being the date 30 days prior to the date of the General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit."

6. **To approve the issuance of Equity Shares to Promoter / Promoter Group and Non-promoter on a preferential basis by way of conversion of loan**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, allot and issue, in one or more tranches, upto a maximum of 2,468,371 fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share) aggregating upto Rs. 530,699,762/- (Rupees Fifty Three Crore Six Lakh Ninety Nine Thousand Seven Hundred Sixty Two Only) by way of conversion of loan to the following promoter/promoter group and non-promoter (hereinafter referred to as the "Proposed Allottees") :

Sr. No	Name of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Maximum amount of loan converted into Equity
1.	Subhash Chand Sethi	Promoter	180465	Rs. 38,799,975
2.	Sushil Kumar Sethi	Promoter	10698	Rs. 2,300,070
3.	Zoom Industrial Services Ltd	Promoter Group	355349	Rs. 76,400,035
4.	Niral Enterprises Pvt Ltd	Promoter Group	33953	Rs. 72,99,895
5.	National Asset Reconstruction Company Ltd	Non-Promoter	1887906	Rs. 40,58,99,787
	Total		**2468371**	**Rs. 530,699,762**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is 21st August, 2024, being the date 30 days prior to the date of the General Meeting ("Relevant Date").

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit."

7. **To approve the issuance of Warrants to Promoter Group and Non-Promoter on a preferential basis**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to offer, issue and allot, from time to time in one or more tranches, upto a maximum of 7,334,844 Warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 215/- ("Share Warrant issue price") aggregating upto Rs. 1,576,991,470/- (Rupees One Hundred Fifty Seven Crore Sixty Nine Lakh Ninety One Thousand Four Hundred Seventy Only) which may be exercised in one or more tranches within 18 months from the date of allotment of such warrant to the following promoter group and non-promoter (hereinafter referred to as the "Proposed Allottees"):

Sr. No	Name of the Proposed Allottees	Category	Maximum No. of Warrants to be allotted
1.	SPML India Ltd	Promoter Group	4,65,116
2.	Niral Enterprises Pvt Ltd	Promoter Group	49,64,717
3.	Tusk Investments Ltd	Non-Promoter	7,55,000
4.	Vivaya Enterprises Pvt Ltd	Non-Promoter	23,250
5.	Jalan Family Office	Non-Promoter	1,16,000
6.	Completion Trade & Commerce Pvt Ltd	Non-Promoter	1,16,280
7.	Maithan International	Non-Promoter	1,20,000
8.	Ritesh Agarwal	Non-Promoter	37,500
9.	Shakti Finvest Pvt Ltd	Non-Promoter	2,79,070
10.	Interglobe Overseas Ltd.	Non-Promoter	50,000
11.	Pramod Jain	Non-Promoter	30,000
12.	Dolly Jain and Daughters	Non-Promoter	20,000
13.	Rishav Digga	Non-Promoter	2,44,186

Sr. No	Name of the Proposed Allottees	Category	Maximum No. of Warrants to be allotted
14.	Arati Chakraborty	Non-Promoter	37,500
15.	Rekha Jhunjhunwala	Non-Promoter	5,625
16.	Ranjan Sachdeva	Non-Promoter	47,350
17.	Ritika Jain	Non-Promoter	5,250
18.	Seema Sharma	Non-Promoter	9,000
19.	Rajni Sharma	Non-Promoter	9,000
	Total		**7,334,844**

RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:

1. **Form:** The warrant shall be allotted in dematerialised form and shall be rupee denominated, unsecured, unlisted, unrated, compulsorily convertible and subject to the provisions of the Companies Act, 2013, (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.

2. **Consideration payable:** an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent. of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.

3. **Conversion Ratio / Other Conversion Terms:** Each warrants shall be convertible into 1 (One) equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each in such a manner that the shareholding of promoter and promoter group shall not exceed 5% of the expanded paid-up capital after the conversion in any financial year.

   The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price of Rs. 215/- including premium of Rs. 213/- per share in one or more tranches.

4. **Interest:** The warrants shall carry 'nil' interest.

5. **Voting:** The warrants shall not carry any voting rights.

6. **Forfeiture:** The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

7. **Lock-in:** the Warrants allotted in terms of this resolution shall be subject to lock-in as specified in the provisions of the SEBI ICDR Regulation, 2018.

8. **Amendment of terms:** The Board/Committee may, subject to the applicable laws and consent of the Warrant Holders, vary the terms of allotment and / or conversion of the Warrants, from time to time, as it may think fit in the best interest of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to conversion of warrant allotted on a preferential basis, is 21st August, 2024, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."

By Order of the Board
For **SPML Infra Limited**

Sd/-
Swati Agarwal
Company Secretary

Date: 27th August, 2024
Place: Kolkata

NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure - A to this Notice
2. Ministry of Corporate Affairs (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2022 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23rd, 2021, General Circular No. 10/2021 dated December 14, 2022, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05. 2023 has allowed companies to conduct their Annual General Meetings (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical presence of the members at the common venue. In compliance with amended provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the AGM of the Company is being held through VC/OVAM on Friday, the 20th day of September, 2024 at 01.00 PM. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.
3. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, F-27/2, Okhla Industrial Area, Phase-II, New Delhi- 110020, which shall be deemed to be venue of the meeting.
4. In accordance with the said requirement of the above MCA Circular and the SEBI Circular the Notice along with the Annual Report consisting of financial statements including Board's Report, Auditors' Report and other documents forming part thereto for the financial year ended 31st March, 2024 will be sent only through e-mail to those Shareholders whose mail ids are registered with the Company or the Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd; or the Depository participants through electronic means only. The Annual Report and the Notice of the Annual General Meeting of the Company shall be available on the Company's website www.spml.co.in and on the website of the Stock Exchanges where the equity shares of the Company are listed. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the AGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the AGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to cs@spml.co.in with a copy marked to evoting@nsdl.co.in.
7. Since the AGM will be held through VC/OAVM, Route map is not provided with the notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC /OAVM.
10. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of AGM only in electronic mode. Members desirous of inspecting the same may send their requests at cs@spml.co.in from their registered e-mail addresses mentioning their names and folio numbers/ DEMAT account numbers.
11. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 14th September, 2024 to Friday, 20th September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
12. **Transfer of unclaimed/unpaid dividend & corresponding shares to the Investor Education and Protection Fund (IEPF):** Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education

and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, (thereafter no dividend is declared by the Company) to the Investor Education and Protection Fund (IEPF) established by the Central Government, the detail of which has been uploaded on the Company's website www.spml.co.in.

13. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated DEMAT Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has, transferred all the Equity Shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, after following the prescribed procedure, the detail shares so transferred to the IEPF Authority are available on the website of the Company at www.spml.co.in.

14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.

15. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), email address, bank details for payment of dividend, etc. A form for capturing the additional details is annexed to the Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).

16. Members holding shares in physical form are requested to intimate the change of address if any, to Registrar and Share Transfer Agent of the Company, viz. M/s Maheshwari Datamatics Pvt. Ltd., having their office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 and/or to the Company Secretary at the Head Office of the Company at 22, Camac Street, Block-A, 3rd Floor, Kolkata- 700016 quoting their folio numbers. Members holding shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).

    With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on November 11, 2018 to permit transfer of listed securities only in the Dematerialized form with a depository with effect from 1st April, 2019. In view of the above and the inherent benefits of holding shares in electronic form, shareholders holding shares in physical form are advised to dematerialize their shares.

17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.

19. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant, immediately of:-

    a. The change in the residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-Voting login credentials and selecting the EVEN for the AGM

21. E-voting: In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (as amended) and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, June 23, 2021, December 14, 2021 May 05, 2022, December, 2022 and September, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

22. Voting rights of the Members (for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 13th September, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date 13th September, 2024 shall only be entitled to avail the facility of remote e-voting.

23. The login -id and password for participation and voting at the meeting has been separately provided along with this notice. Any Member as on the cut-off date who has not received the login id and password may obtain the same by sending a request at mdpldc@yahoo.com.

24. The Board of Director has appointed Mr. Tumul Maheshwari, Company Secretary in whole-time practice, New Delhi

as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.

25. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.spml.co.in and on the website of NSDL immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchanges.
27. Only those Members, who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM.
28. **THE INSTRUCTION FOR MEMBER FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

    The remote e-voting period begins on Tuesday, the 17th day of September, 2024 at 09:00 A.M. and ends on Thursday, the 19th day of September, 2024 at 05:00 P.M. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 13th September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2024.

    How do I vote electronically using NSDL e-Voting system?

    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their DEMAT accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in DEMAT mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.\
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically..

4. Your User ID details are given below :

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open..

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 25th September, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in DEMAT mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 25th September, 2023 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@spml.co.in
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@spml.co.in. If you are an Individual shareholders holding securities in DEMAT mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their DEMAT account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUG VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password

for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, DEMAT account number/folio number, email id, mobile number at info@spml.co.in latest by 5.00 p.m. (IST) on Monday, 09th day of September, 2024.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

9. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and/ or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990/ 1800 22 44 30.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Pursuant to provisions of Section 102 of the Companies Act, 2013, the material facts concerning the Special Business at Item Nos. 4, of the accompanying Notice are enumerated herein below:

Item No: 3

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to get its Cost Records audited by a Qualified Cost Accountant, who should be a Member of the Institute of Cost Accountants of India. Accordingly, on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 12th August, 2024 has appointed M/s. A. Bhattacharya and Associates, Cost Accountants bearing (ICWAI Membership No. 6585) as the Cost Auditor of the Company for the Financial Year 2024-25 at a remuneration of Rs. 100,000/- (Rupees One Lakh only) plus GST as Applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit.

As per provision of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors as recommended by the Audit Committee and approved by the Board is to be ratified by the shareholders. Therefore, this resolution is put for the consideration of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 3 of the notice.

Your Directors recommend the Ordinary Resolution as set out at item no. 3 for the approval of the Members.

Item No. 4 & 6

The Company has availed financial assistance from promoter/ promoter group and Lender (non promoter) to meet the working capital of the Company. To reduce the debt of the Company and to make healthier debt equity ratio, the request was made to them to convert their said Loan into Equity shares or any other Securities as they may deem fit. This will also improve the net worth of the Company. Accordingly, promoter/ promoter group and Lender as mentioned above agreed to convert their s Loan into Equity Shares of face value of Rs. 2/- each. Accordingly, Board at its meeting held on 27th August, 2024 approved the conversion of the said Loan into Equity shares of the Company subject to the approval of Shareholders.

Therefore, the Board has resolved to offer, allot and issue upto 2,468,371 Equity Shares of face value of Rs. 2/- each to the promoter/ promoter group and non-promoter at an issue price of Rs. 215/- per Equity Share (including a premium of Rs. 213/-) aggregating upto Rs. 530,699,762/- (Rupees Fifty Three Crore Six Lakh Ninety Nine Thousand Seven Hundred Sixty Two Only) by way of conversion of loan.

The information pertaining to the proposed allotment of equity share is stated below:

a. **<u>Objects of the Issue:</u>** To reduce the debt of the company and have a healthier debt equity ratio, it is proposed to convert the said loan into Equity.

b. **<u>Maximum number of specified securities to be issued:</u> I**t is proposed to offer, allot and issue upto 2,468,371 nos. of fully paid-up equity shares of the Company having a face value of Rs. 2 /- (Rupees Two Only) each.

c. **<u>Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:</u>** Except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi, M/s Zoom Industrial Services Ltd and M/s Niral Enterprises Pvt. Ltd, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Allotment.

d. **<u>Pricing of the Issue:</u>** The issue of equity shares will be at Rs. 215/-per Equity Share (including a premium of Rs. 213/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

e. **<u>Basis on which the price has been arrived at along with report of the registered valuer:</u>** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The issue Price is Rs. 215/- is determined as per pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue.

   Further, the company has obtained the Valuation Report from an independent registered valuer namely Mr. Shreyansh M Jain, (Reg. No. IBBI/RV/03/2019/12124) in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website https://www.spml.co.in/company-corporate-announcements.

f. **<u>Relevant Date :</u>** The 'Relevant Date' for the purpose of determining the issue price is 21st August 2024, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

g. **<u>The class or classes of persons to whom the allotment is proposed to be made:</u>** The allotment is proposed to be made to the promoter/ promoter group and non-promoter .

h. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

i. **Proposed time within which allotment shall be completed :** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees :** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Sr. No	Name of the Allottees	Category	Ultimate Beneficial Owner
1.	Subhash Chand Sethi	Promoter	NA
2.	Sushil Kumar Sethi		
3.	M/s Zoom Industrial Services Ltd	Promoter Group	Mr. Subhash Chand Sethi
4.	M/s Niral Enterprises Pvt Ltd		Mr. Sushil Kumar Sethi
5.	M/s National Asset Reconstruction Co. Ltd	Non-Promoter	NA*

* As, the shareholders of NARCL are scheduled and Non-Scheduled Commercial Banks the ultimate beneficial owner is not applicable

k. **Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:**

Sr. No	Name of the Proposed Allottee	Pre-Preferential Shareholding		No. of Shares proposed to be allotted	Post-Preferential Shareholding	
		No. of Shares	%		(No. of Shares)	%**
1	Subhash Chand Sethi	1,523,280	2.57	1,80,465	1,703,745	2.05
2	Sushil Kumar Sethi	1,334,660	2.25	10,698	1,345,348	1.62
3	M/s Zoom Industrial Services Ltd	9,306,162	15.68	3,181,494	12,487,656	17.60
4	M/s Niral Enterprises Pvt Ltd	2,596,600	4.38	33,953	2,630,553	9.16
5	M/s National Asset Reconstruction Co. Ltd	7,500,272	12.64	1,887,906	9,388,178	11.32

*** After considering all the proposed allotments in this notice and existing warrant held by the allottees.*

l. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

m. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price :** The company allotted 1,831,562 Equity shares and 2,108,637 warrants to Zoom Industrial Services Ltd. The company also allotted 7,500,272 Equity shares to National Asset Reconstruction Co. Ltd at a price of Rs. 118.56/- during the year.

n. **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** This allotment is proposed to be made to Proposed allottees, as aforesaid in lieu of conversion of their existing loan. Hence, it is not an allotment being made for consideration other than cash.

o. **Lock in restrictions :** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

p. **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website https://www.spml.co.in/company-corporate-announcements.

q. **Undertaking to put under Lock-in till the recomputed price is paid:** NA

r. **Undertaking:** In accordance with SEBI ICDR Regulations 2018;

i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

ii. The proposed Allotttee have not sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

iii. No person belonging to the promoter group has previously subscribed to any warrants of the Company but failed to exercise them in the last one year;

s. **Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

t. **Disclosure regarding fugitive Economic Offender;** None of the Promoters of Directors of the Company are fugitive economic offenders.

u. **Current and proposed Status of the Proposed Allottee post preferential issue:-** The proposed allotment shall be made to the promoter group and to the lender under non-promoter category and after allotment there will be no change in the status of the proposed allottees.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 4 & 6 for the approval of the members.

The Directors namely Mr. Subhash Chand Sethi, Chairman and Whole Time Director and Mr. Sushil Kumar Sethi, Vice Chairman and Non-Executive Director of the Company and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

tem No. 5 & 6

The Board has resolved to raise fund upto Rs. 300 Crores by way of offer, allot, and issue upto

A. **Upto 6,618,645 Equity Shares** of the face value of Rs. 2/- each at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share) aggregating upto Rs. 1,423,008,675/- (Rupees One Hundred Forty Two Crore Thirty lakh Eight Thousand Six Hundred Seventy Five Only)on a preferential basis, to members of the promoter group and to non-promoter and in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. (“**Preferential Allotment**”)

B. **7,334,844 Warrants** on preferential basis to members of the promoter group and non-promoter at an price of Rs. 215/- per warrants, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 213/ each., aggregating upto Rs. 1,576,991,470/- (One Hundred Fifty Seven Crore Sixty Nine Lakh Ninety One Thousand Four Hundred Seventy Only) in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. (“**Preferential Allotment**”)

The information pertaining to the proposed allotment of equity share and warrants is stated below:

a. **Utilization of the Fund Raising**

- The preferential allotment is approximately Rs.353 cr including conversion of debt of the lenders and the promoters. The fund infusion apart from the aforesaid conversion of debt into equity will be approximately Rs.300 cr from the equity and warrants.
- The company operates in a sector currently experiencing an unprecedented surge in demand.
- India presents a significant opportunity to enhance water supply infrastructure to meet the increasing demand. The government has launched several initiatives, including Jal Jeevan Mission (Urban), Jal Jeevan Mission (Rural), AMRUT 2.0, Namami Gange, and Pradhan Mantri Krishi Sinchai Yojana, etc. All these schemes together have an estimated total outflow of approximately 10 lakh crore. Our company is strategically positioned to capitalize on this business potential.
- As an EPC (Engineering, Procurement, and Construction) company, we need bank guarantees (BGs) before securing orders. The amount required for BGs and EMDs varies depending on the contract issued by the customers which are primarily Government undertakings.
- The funds raised by the company will be utilized towards the margin money to obtain the necessary BGs from banks and financial institutions. We are expecting around Rs.125 cr to be utilized for this purpose.
- Additionally, we require working capital to execute company’s projects allotted by customers. This working capital will cover payments to suppliers, contractors, issuance of letters of credit for the project cost, and other expenses essential for contract execution. We are expecting around Rs.100 cr to be utilized for this purpose.
- The majority of the fund infusion will be allocated to aforesaid two key areas, which are critical for securing and executing projects, especially given the growth prospects in the water sector for the current year and beyond.
- The aforesaid allocation of fund may interchangeable subject to the need and the condition of the financial institutions for providing the BG limit, however, the entire amount of Rs.225 cr. will be utilized for margin money, BG limit, and working capital
- According to SEBI ICDR Regulations, up to 25% of the gross issue proceeds, not more than Rs.75 cr., may be utilized for the general corporate purposes. In case the amount remains unutilized in the general corporate purposes, the same will be added up for the utilization of the working capital as stated above.
- The specific allocation of funds for general corporate purposes will be determined by the Board based on the actual amount available and the company’s on-going business needs.

Duration of the utilization of the Fund Raising

- The aforesaid amount will be utilized in the current financial year and within 24 months from the realization of funds for the aforesaid purpose.

b. **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue upto 6,618,645 Equity Shares and 7,334,844 warrants which will be converted into an equal number of equity shares.

c. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** Except M/s SPML India Ltd and M/s Niral Enterprises Pvt; Ltd, who intends to subscribe to warrants, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares or warrants proposed to be issued under the aforesaid Preferential Allotment.

d. **Pricing of the Issue:** The issue of equity shares will be at Rs. 215/-per Equity Share (including a premium of Rs. 213/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018. Further, the warrants shall be converted into Equity shares at Rs. 215 /- which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

e. **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Issue Price has been determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares and warrants

Further, the company has obtained the Valuation Report from an independent registered valuer namely Mr. Shreyansh M Jain, (Reg. No. IBBI/RV/03/2019/12124) in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website https://www.spml.co.in/company-corporate-announcements.

f. **Relevant Date :** The 'Relevant Date' for the purpose of determining the issue price is 21st August, 2024, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

g. **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to members of the promoter group and to persons / entities in the non-Promoter category of the Company.

h. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

i. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Equity Shares (Proposed Alottees)

Sr. No	Name of the Allottees	Category	Ultimate Beneficial Owner
1	Zoom Industrial Services Liimited	Promoter Group	Subhash Chand Sethi
2	National Asset Reconstruction Company Ltd	Non-Promoter	NA
3	Tusk Investments Ltd	Non-Promoter	Pranay Agarwal
4	Vivaya Enterprises Pvt Ltd	Non-Promoter	Meghna Vakharia
5	Jalan Family Office	Non-Promoter	Abhishek Jalan
6	Completion Trade & Commerce Pvt Ltd	Non-Promoter	Yomil Vakharia
7	Maithan International	Non-Promoter	Aditya Agarwalla
8	Ritesh Shah	Non-Promoter	NA
9	Shakti Finvest Pvt Ltd	Non-Promoter	Vishal Atha
10	Interglobe Overseas Ltd.	Non-Promoter	Pramod Jain
11	Promod Jain	Non-Promoter	NA
12	Dolly Jain and Daughters	Non-Promoter	Dolly Jain
13	Devyani Jaiswal	Non-Promoter	NA

14	Vinay Agarwal	Non-Promoter	NA
15	Eynthia Tie Up Pvt. Ltd	Non-Promoter	Sushil Kumar Agarwal
16	Narayani Global Holding Ltd	Non-Promoter	Ankur Agarwal
17	Nexta Enterprises LLP	Non-Promoter	Geeta C Shah
18	Ask Financial Advisors Pvt Ltd	Non-Promoter	Samir Agarwal
19	Shiv Sehgal	Non-Promoter	NA
20	Rajiv Chirimar HUF	Non-Promoter	Rajiv Chirimar
21	Rajiv Chirimar	Non-Promoter	NA
22	Bhaskar Thakkar HUF	Non-Promoter	Bhaskar Thakkar
23	Utopian Box ventures LLP	Non-Promoter	Abhishek Agarwal
24	Rezero Software services LLP	Non-Promoter	Raghav Kajaria
25	Anthony Pargal	Non-Promoter	NA
26	Rishav Digga	Non-Promoter	NA
27	Arati Chakraborty	Non-Promoter	NA
28	Rekha Jhunjhunwala	Non-Promoter	NA
29	Ranjan Sachdeva	Non-Promoter	NA
30	Ritika Jain	Non-Promoter	NA
31	Seema Sharma	Non-Promoter	NA
32	Rajni Sharma	Non-Promoter	NA

Warrant (Proposed allottees)

Sr. No	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner
1	SPML India Ltd	Promoter Group	Subhash Sethi
2	Niral Enterprises Pvt Ltd	Promoter Group	Sushil Sethi
3	Tusk Investments Ltd	Non-Promoter	Pranay Agarwal
4	Vivaya Enterprises	Non-Promoter	Meghna Vakharia
5	Jalan Family Office	Non-Promoter	Abhishek Jalan
6	Completion Trade & Commerce Pvt Ltd	Non-Promoter	Yomil Vakharia
7	Maithan International	Non-Promoter	Aditya Agarwalla
8	Ritesh Shah	Non-Promoter	NA
9	Shakti Finvest Pvt Ltd	Non-Promoter	Vishal Atha
10	Interglobe Overseas Ltd.	Non-Promoter	Pramod Jain
11	Promod Jain	Non-Promoter	NA
12	Dolly Jain and Daughters	Non-Promoter	Dolly Jain
13	Rishav Digga	Non-Promoter	NA
14	Arati Chakraborty	Non-Promoter	NA
15	Rekha Jhunjhunwala	Non-Promoter	NA
16	Ranjan Sachdeva	Non-Promoter	NA
17	Ritika Jain	Non-Promoter	NA
18	Seema Sharma	Non-Promoter	NA
19	Rajni Sharma	Non-Promoter	NA

k. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees and Current And Post Status of the Allottees:

Sr. No	Name of the Proposed Allottees	Category/Current status	Category/ present status	Pre-issue Shareholding Structure				Maximum No. of Equity Shares to be allotted	Maximum No. of warrants to be allotted	Total	Post-issue Shareholding Structure (Assuming full	
				Equity	% of shares	Warrant	% of shares			(Assuming full conversion of warrants)	No of shares	Post %
1	Zoom Industrial Services Ltd	Promoter Group	Promoter Group	93,06,162	15.68	21,08,637	17.16	28,26,145	-	28,26,145	1,45,96,293	17.60
2	SPML India Ltd	Promoter Group	Promoter Group	40,74,338	6.87	21,08,637	9.30	-	4,65,116	4,65,116	66,48,091	8.02
3	Niral Enterprises Pvt Ltd	Promoter Group	Promoter Group	25,96,600	4.38	-	3.90	-	49,64,717	49,64,717	75,95,270	9.16
4	Tusk Investments Ltd	Non-Promoter	Non-Promoter	21,00,105	3.54	-	3.16	7,55,000	7,55,000	15,10,000	36,10,105	4.35
5	Vivaya Enterprises Pvt Ltd	Non-Promoter	Non-Promoter	-	-	-	-	23,250	23,250	46,500	46,500	0.06
6	Jalan Family Office	Non-Promoter	Non-Promoter	-	-	-	-	1,16,000	1,16,000	2,32,000	2,32,000	0.28
7	Completion Trade & Commerce Pv	Non-Promoter	Non-Promoter	-	-	-	-	1,16,280	1,16,280	2,32,560	2,32,560	0.28
8	Maithan International	Non-Promoter	Non-Promoter	-	-	-	-	1,20,000	1,20,000	2,40,000	2,40,000	0.29
9	Ritesh Agarwal	Non-Promoter	Non-Promoter	-	-	-	-	37,500	37,500	75,000	75,000	0.09
10	Shakti Finvest Pvt Ltd	Non-Promoter	Non-Promoter	-	-	-	-	6,51,163	2,79,070	9,30,233	9,30,233	1.12
11	Interglobe Overseas Ltd.	Non-Promoter	Non-Promoter	-	-	-	-	2,00,000	50,000	2,50,000	2,50,000	0.30
12	Pramod Jain	Non-Promoter	Non-Promoter	-	-	-	-	1,20,000	30,000	1,50,000	1,50,000	0.18
13	Dolly Jain and Daughters	Non-Promoter	Non-Promoter	-	-	-	-	80,000	20,000	1,00,000	1,00,000	0.12
14	Devyani Jaiswal	Non-Promoter	Non-Promoter	-	-	-	-	1,00,000	-	1,00,000	1,00,000	0.12
15	Vinay Agarwal	Non-Promoter	Non-Promoter	-	-	-	-	45,000	-	45,000	45,000	0.05
16	Eynthia Tie Up Pvt Ltd	Non-Promoter	Non-Promoter	-	-	-	-	47,000	-	47,000	47,000	0.06
17	Narayani Global Holding Ltd	Non-Promoter	Non-Promoter	-	-	-	-	2,00,000	-	2,00,000	2,00,000	0.24
18	Nexta Enterprises LLP	Non-Promoter	Non-Promoter	-	-	-	-	3,00,000	-	3,00,000	3,00,000	0.36
19	Ask Financial Advisors Pvt Ltd	Non-Promoter	Non-Promoter	-	-	-	-	50,000	-	50,000	50,000	0.06
20	Shiv Sehgal	Non-Promoter	Non-Promoter	-	-	-	-	93,025	-	93,025	93,025	0.11
21	Rajiv Chirimar HUF	Non-Promoter	Non-Promoter	-	-	-	-	20,000	-	20,000	20,000	0.02
22	Rajiv Chirimar	Non-Promoter	Non-Promoter	-	-	-	-	80,000	-	80,000	80,000	0.10
23	Bhaskar Thakkar HUF	Non-Promoter	Non-Promoter	-	-	-	-	46,500	-	46,500	46,500	0.06
24	Utopian Box ventures LLP	Non-Promoter	Non-Promoter	-	-	-	-	46,512	-	46,512	46,512	0.06
25	Anoushka Sahay	Non-Promoter	Non-Promoter			-	-	1,00,000		1,00,000	1,00,000	0.12
26	Rezero Software Services LLP	Non-Promoter	Non-Promoter	-	-	-	-	2,33,000	-	2,33,000	2,33,000	0.28
27	Anthony Pargal	Non-Promoter	Non-Promoter	-	-	-	-	93,000	-	93,000	93,000	0.11
28	Rishav Digga	Non-Promoter	Non-Promoter	-	-	-	-	81,395	2,44,186	3,25,581	3,25,581	0.39
29	Arati Chakraborty	Non-Promoter	Non-Promoter	-	-	-	-	12,500	37,500	50,000	50,000	0.06
30	Rekha Jhunjhunwala	Non-Promoter	Non-Promoter	-	-	-	-	1,875	5,625	7,500	7,500	0.01
31	Ranjan Sachdeva	Non-Promoter	Non-Promoter	-	-	-	-	15,750	47,350	63,100	63,100	0.08
32	Ritika Jain	Non-Promoter	Non-Promoter	-	-	-	-	1,750	5,250	7,000	7,000	0.01
33	Seema Sharma	Non-Promoter	Non-Promoter	-	-	-	-	3,000	9,000	12,000	12,000	0.01
34	Rajni Sharma	Non-Promoter	Non-Promoter	-	-	-	-	3,000	9,000	12,000	12,000	0.01
	Total							**66,18,645**	**73,34,844**			

l. **<u>Changes in control, if any, in the Company consequent to the issue:</u>** There shall be no change in the management or control of the Company pursuant to the aforesaid issue.

m. **<u>Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price</u>:** Except Zoom Industrial Services Ltd has been allotted 1,831,562 nos. of equity shares and 2,108,637 nos. of warrants and SPML India Ltd who has been allotted 219,298 nos. of equity shares and 2,108,637 nos. of warrants at a price of Rs. 118.56/-, no allotment has been made to any person during the financial year.

n. **<u>Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer :</u>** NA

o. **<u>Lock in restrictions :</u>** The equity shares and warrants allotted and the resultant equity shares to be issued and allotted upon exercise of right attached to the warrants shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

p. **<u>Certificate from Practicing Company Secretary:</u>** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website https://www.spml.co.in/company-corporate-announcements.

q. **<u>Undertaking to re-compute the price:</u>** NA

r. **<u>Undertaking to put under Lock-in till the recomputed price is paid:</u>** NA

s. **<u>Disclosure pertaining to wilful defaulters or a fraudulent Borrower:</u>** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

t. **<u>Disclosure regarding fugitive Economic Offender:</u>** None of the Promoters of Directors of the Company are fugitive economic offenders.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 5 & 6 for the approval of the members.

The Directors namely Mr. Subhash Chand Sethi, Chairman and Whole Time Director and Mr. Sushil Kumar Sethi, Vice Chairman and Non-Executive Director their relatives forming part of the Promoter Group of the Company and Mr. Manoj Digga Executive Director and CFO of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

By Order of the Board
For SPML Infra Limited

Swati Agarwal
Company Secretary

Date: 27th August, 2024
Place: Kolkata

ANNEXURE - A

DETAILS OF THE DIRECTORS SEEKING RE APPOINTMENT AT THIS ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	**Mr. Sushil Kumar Sethi**
DIN	00062920
Date of Birth & Age	22.07.1958 (66 yrs.)
Date of First Appointment on the Board of the Company	27.08.1981
Qualification	Graduate
Brief Resume and Expertise in specific functional area	He has experience of more than four decade in execution of EPC contracts relating to water supply, power and infrastructure development projects.
Terms and Conditions of appointment/Reappointment	Mr. Sushil Kumar Sethi is retiring by rotation and seeking appointment
Relationship with other Directors/ KMP of the company	He is the brother of Mr. Subhash Chand Sethi Chairman & Whole Time Director of the Company
Directorship held in other Listed Companies	1. SPML India Ltd.
Membership/Chairmanship of Committees of Other Board	Nil
Shareholding	1,334,660 equity shares comprising 2.72% of the total Share Capital of the Company
Remuneration last Drawn	Nil
Number of Board meeting attended during the year	6 (Six)

ANNEXURE - 1

Pre and post shareholding

Sr. No	Category	Pre issue Shareholding				Post issue Shareholding after allotment of Equity Share and before conversion of warrants in current preferential issue offer		Post issue Shareholding after allotment of Equity on conversion of warrants	
A	**Promoter Holding**	**No. of Shares**	**%**	**No. of shares (Assuming full conversion of Warrant allotted on 23.05.2024)**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
1	Indian								
	Individual/ HUF	39,09,035	6.59	39,09,035	5.88	41,00,198	5.42	41,00,198	4.94
	Bodies Corporates	1,74,13,120	29.34	2,16,30,394	32.52	2,48,45,841	32.87	3,02,75,674	36.51
	Any Other Specify	-	-			-	-		-
	Sub-Total (A1)	**2,13,22,155**	**35.93**	**2,55,39,429**	**38.40**	**2,89,46,039**	**38.29**	**3,43,75,872**	**41.45**
2	Foreign Promoters	-	-			-	-	-	-
	Sub-Total (A2)	-	-			-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	**2,13,22,155**	**35.93**	**2,55,39,429**	**38.40**	**2,89,46,039**	**38.29**	**3,43,75,872**	**41.45**
B	Non-Promoter Holding								
1	Institutional Investors	-	-	-	-	-	-	-	-
	Foreign Portfolio Investors	3,50,729	0.59	3,50,729	0.53	3,50,729	0.46	3,50,729	0.42
	FI's Banks/ UTI	11,45,406	1.93	11,45,406	1.72	11,45,406	1.52	11,45,406	1.38
	Asset Reconstruction Company	75,00,272	12.64	75,00,272	11.28	93,88,178	12.42	93,88,178	11.32
	Total (B1)	**89,96,407**	**15.16**	**89,96,407**	**13.53**	**1,08,84,313**	**1.52**	**1,08,84,313**	**13.13**
2	Non- Institutional Investors								-
	Bodies Corporates	72,36,794	12.19	1,01,78,343	15.30	1,22,21,036	16.17	1,34,44,636	16.21
	Indian Public	1,43,06,654	24.11	1,43,06,654	21.51	1,50,94,449	19.97	1,55,19,860	18.71
	Clearing Member	1,52,998	0.26	1,52,998	0.23	1,52,998	0.20	1,52,998	0.18
	Others including NRI's	17,00,004	2.86	17,00,004	2.56	26,62,016	3.52	29,18,016	3.52
	Foreign Company	54,93,876	9.26	54,93,876	8.26	54,93,876	7.27	54,93,876	6.62
	IEPF	1,38,219	0.23	1,38,219	0.21	1,38,219	0.18	1,38,219	0.17
	Total (B2)	**2,90,28,545**	**48.91**	**3,19,70,094**	**48.07**	**3,57,62,594**	**47.31**	**3,76,67,605**	**45.42**
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)	**3,80,24,952**	**64.07**	**4,09,66,501**	**61.60**	**4,66,46,907**	**61.71**	**4,85,51,918**	**58.55**
	Total (A+B)	**5,93,47,107**	**100.00**	**6,65,05,930**	**100.00**	**7,55,92,946**	**100.00**	**8,29,27,790**	**100.00**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Subhash Chand Sethi
Chairman & Whole Time Director

Mr. Sushil Kumar Sethi
Vice Chairman & Non-Executive Director

Mr. Prem Singh Rana
Independent Director

Mr. Tirudaimarudhur Srivastan Sivashankar
Independent Director

Mrs Pavitra Joshi Singh
Independent Director

Ms. Arundhuti Dhar
Independent Director

Key Managerial Personnel:

Mr Manoj Kumar Digga
Chief Financial Officer

Mrs Swati Agarwal
Company Secretary

Registered Office:

F-27/2, Okhla Industrial Area,
Phase-II, New Delhi-110020
Tel: +91-11-26387091
CIN: L40106DL1981PLC012228

Head Office:

22, Camac Street, Block-A,
3rd Floor, Kolkata-700016
Tel: +91-33-40091200

Regional Office:

Bangalore B wing (South Block),
5th floor, Cristu Complex,
No-41/7, Lavelle Road,
Bangalore-560001
Tel: +91-80-48524898

Lender

National Assets Reconstruction Company Ltd

Auditors

Maheshwari & Associates
Chartered Accountants (FRN No.311008E)
Geetanjali Apartments,
Flat No. 6A, 8B, Middleton Street,
Kolkata-700071

Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.,
23, R. N. Mukherjee Road,
5th Floor, Kolkata- 700001

NOTES

NOTES

SPML Infra Limited

Registered Office: F-27/2, Okhla Industrial Area,
Phase II, New Delhi - 110020
Tel.: +91-11-26387091

Head Office: 22, Camac Street, Block A
3rd Floor, Kolkata - 700016
Tel.: +91-33-40091200
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