



MAHESHWARI & ASSOCIATES

Chartered Accountants

8B Middleton Street, 6A Geetanjali
Kolkata 700071, India
T. +91 33 2229 8936 / 6758
E. kolkata@maheshwariassociates.com
www.maheshwariassociates.com

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF SPML INFRA LIMITED

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying Standalone Financial Results ("the Statement") of **SPML Infra Limited** ("the Company"), for the year ended 31st March, 2024, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including relevant circulars issued by the SEBI from time to time ("Listing Regulations").

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 the other auditors as referred to in the *Other Matters* section of our report below, the Statement:

- (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with relevant rules issued thereunder and other accounting principles generally accepted in India, of the standalone net profit and other comprehensive income and other financial information of the Company for the quarter and year ended on 31st March, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing 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 Statement* 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 together with the ethical requirements that are relevant to our audit of the 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.



Contd...2..



MAHESHWARI & ASSOCIATES

Chartered Accountants

8B Middleton Street, 6A Geetanjali
Kolkata 700071, India
T. +91 33 2229 8936 / 6758
E. kolkata@maheshwariassociates.com
www.maheshwariassociates.com

: 2 :

Emphasis of Matter

We draw attention to the following notes to the Statement:

- (i) Note No. 3 to the Statement regarding the Company entering into a Master Restructuring Agreement ('MRA') with NARCL towards restructuring of it's debt and matters incidental thereto, including the accounting aspects thereof.
- (ii) Note No. 4 to the Statement regarding details of Exceptional Items.
- (iii) Note No. 5 to the Statement regarding details of certain items included in "Other Expenses".
- (iv) Note No. 6 to the Statement 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.
- (v) Note No. 10 to the Statement, 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.
- (vi) Note No. 11 to the Statement, 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.

Our report on the Statement is not modified in respect of these matters.

Responsibilities of Management and Those Charged with Governance for the Statement

This Statement has been prepared on the basis of the related annual Standalone Financial Statements of the Company and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Contd..3..





: 3 :

Auditor's Responsibilities for the Audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under section 143(10) of the Act, 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 this Statement.

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

- Identify and assess the risks of material misstatement of the Statement, 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 Company has in place adequate internal financial controls with reference to financial statements 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 Statement 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 Statement, including the disclosures, and whether the Statement represents 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.



Contd..4..



MAHESHWARI & ASSOCIATES

Chartered Accountants

8B Middleton Street, 6A Geetanjali

Kolkata 700071, India

T. +91 33 2229 8936 / 6758

E. kolkata@maheshwariassociates.com

www.maheshwariassociates.com

: 4 :

Other Matters

- a. We did not audit the financial statements / financial information of 4 (four) joint operations included in the accompanying Statement, whose financial statements / financial information reflect total assets of Rs. 9,925.67 lakhs as at 31st March, 2024, total revenues of Rs. 32,492.84 lakhs and total net profit after tax of Rs. 47.14 lakhs for the year ended on that date, as considered in the accompanying Statement. 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 Statement, 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 Statement* hereinabove.
- b. We did not audit the financial statements / financial information of 5 (five) joint operations included in the accompanying Statement, whose financial statements / financial information reflect total assets of Rs. 1,639.85 lakhs as at 31st March, 2024, total revenues of Rs. 5,723.52 lakhs and total net loss after tax of Rs. 2.13 lakhs for the year ended on that date, as considered in the accompanying Statement. These financial statements / financial information are unaudited and have been furnished to us by the Company's management and our opinion on the Statement, 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. In our opinion and according to the information and explanations given to us by the Company's management, these financial statements / financial information are not material to the Statement.
- c. Owing to non-availability of financial statements/financial information/financial results of 3 (three) joint operations, the same were not included in the Statement. 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 Statement.
- d. The Statement includes the standalone financial results for the quarter ended 31st March, 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to limited review by us.

Our opinion is not modified in respect of these matters.

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

CA. Bijay Murmuria
Partner
Membership No. : 055788



UDIN: 24055788BKFELK9034

Place: Kolkata
Date: 30th May, 2024

SPML INFRA LIMITED

Registered Office: F-27/2, Okhla Industrial Area, Phase- II, New Delhi- 110020

Website: www.spml.co.in; Email: info@spml.co.in

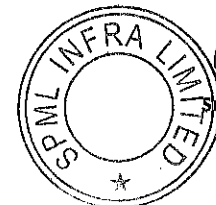
CIN: L40106DL1981PLCO12228

Statement of Standalone Financial Results for the Quarter and Year ended March 31, 2024

(Rs. In Lakhs)

Particulars	Quarter ended			Year ended	
	31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
	Unaudited (Note No. 12)	Unaudited	Unaudited (Note No. 12)	Audited	Audited
1. Income					
a. Revenue from Operations	46,318.80	25,151.80	46,265.75	1,31,838.40	87,779.58
b. Other Income	102.67	756.07	475.01	1,292.86	1,931.21
Total Income	46,421.47	25,907.87	46,740.76	1,33,131.26	89,710.79
2. Expenses					
a. Materials Consumed and Other Construction Expenses	20,521.46	23,830.70	40,006.36	1,01,480.94	76,478.37
b. Employee Benefits Expense	557.18	611.27	666.77	2,407.19	2,648.06
c. Finance Costs	5,024.45	258.38	3,634.33	5,679.26	4,982.83
d. Depreciation and Amortisation Expenses	43.65	50.98	79.53	208.45	297.51
e. Other Expenses (Refer Note No. 5)	18,711.54	986.20	1,199.83	21,476.55	5,038.03
Total Expenses	44,858.28	25,737.53	45,586.82	1,31,252.39	89,444.80
3. Profit before Exceptional Item & Tax	1,563.19	170.34	1,153.94	1,878.87	265.99
4. Exceptional Items (Net) [Refer Note No. 4]	193.38	-	-	193.38	-
5. Profit before tax	1,756.57	170.34	1,153.94	2,072.25	265.99
6. Tax Expense					
a. Current Tax	(97.49)	72.41	2.65	-	54.94
b. Deferred Tax (Refer Note No. 8)	120.63	-	-	120.63	-
	23.14	72.41	2.65	120.63	54.94
7. Profit after Tax (5 - 6)	1,733.43	97.93	1,151.29	1,951.62	211.05
8. Other Comprehensive Income/(Expense)					
Items that will not be reclassified to Profit and Loss					
- Gain/(Loss) on fair value of defined benefit plans	(39.99)	14.32	(7.47)	(29.97)	10.31
- Income Tax relating to items that will not be reclassified to Profit and Loss	12.48	(4.47)	2.33	9.35	(3.22)
Total Other Comprehensive Income/(Expense)	(27.51)	9.85	(5.14)	(20.62)	7.09
9. Total Comprehensive Income (7 + 8)	1,705.92	107.78	1,146.15	1,931.00	218.14
10. Paid-up Equity Share Capital (par value of share Rs. 2/- each)	1,066.00	1,066.00	994.90	1,066.00	994.90
11. Paid-up Compulsorily Convertible Preference Share Capital (par value of Rs. 100/- each)	-	-	1,777.47	-	1,777.47
12. Other Equity (excluding Revaluation Reserves)	-	-	-	49,823.03	32,174.13
13. Earnings per Equity share (not annualised)(par value of share Rs. 2/- each)					
(i) Basic	3.54	0.20	2.39	3.98	0.44
(ii) Diluted	3.15	0.20	2.39	3.87	0.44

For SPML Infra Limited

Date: May 30, 2024
Place: Kolkata

Subhash Chand Sethi
Subhash Chand Sethi
Chairman
DIN: 00464390

SPML INFRA LIMITED

Registered Office: F-27/2, Okhla Industrial Area, Phase-II, New Delhi- 110020

Tel: +91-0124-9944935; Fax: +91-0124-9983201

Website: www.spml.co.in; Email: info@spml.co.in

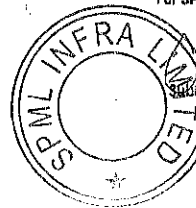
CIN: L40106DL1981PLCO12225

Statement of Standalone Assets and Liabilities as at March 31, 2024

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
ASSETS		
Non-current assets		
(a) Property, Plant and Equipment	317.99	8,949.22
(b) Right of Use Assets	-	2.78
(c) Intangible Assets	41.60	50.86
(d) Financial Assets		
(i) Investments	7,377.85	9,897.24
(ii) Trade Receivables	26,455.04	26,182.14
(iii) Loans	6,784.85	11,221.04
(iv) Other Financial Assets	2,215.32	3,360.86
(e) Deferred Tax Assets	11,741.92	11,853.20
(f) Other Non-Current Assets	37,982.92	37,109.86
	92,917.49	1,08,627.20
Current assets		
(a) Inventories	3,738.33	9,243.53
(b) Financial Assets		
(i) Trade Receivables	31,864.70	37,220.88
(ii) Cash and Cash Equivalents	22,673.32	1,817.97
(iii) Other Bank Balances	566.90	270.27
(iv) Other Financial Assets	17,835.87	23,453.05
(c) Other Current Assets	11,785.02	82,587.80
	88,464.14	1,54,593.50
Asset classified as held for sale	2,989.33	
TOTAL ASSETS	1,84,370.96	2,63,220.70
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share capital	1,056.00	994.90
(b) Compulsorily Convertible Preference Share		1,777.47
(c) Other Equity (Refer Note No. 6)	49,623.03	32,174.13
TOTAL EQUITY	50,689.03	34,946.50
LIABILITIES		
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	32,050.88	59,303.87
(ii) Trade Payables		
- 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	26,031.37	9,638.13
(b) Provisions	241.86	261.57
	75,209.62	78,607.10
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	23,740.49	1,11,070.29
(ii) Lease Liability		2.44
(iii) Trade Payables		
- 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	7,064.00	3,925.63
(b) Other Current Liabilities	1,422.63	2,114.44
(c) Provisions	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

For SPML Infra Limited

Date: May 30, 2024
Place: KolkataSudhanshu Chand Sethi
Chairman
DIN: 00464390

SPML INFRA LIMITED

Registered Office: F-27/2, Okhla Industrial Area, Phase-II, New Delhi- 110020

Tel: +91-0124-3944535; Fax: +91-0124-3983201

Website: www.spml.co.in; Email: info@spml.co.in

CIN: L40106DL1981PLC012228

Statement of Standalone Cash Flow Statement for the Year ended March 31, 2024

Particulars	(Rs. in Lakhs)	
	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	4,599.82	4,890.08
Commission Income	(58.90)	(242.67)
Trade Receivables written off	6,879.40	101.03
Loans written off	941.97	-
Impairment of Investment in equity shares & NCDs of subsidiaries and associates	4,465.29	255.70
PPE 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	788.59
Profit on sale of PPE	(1.38)	(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 PPE classified as held for sale	5,341.08	-
Gain on extinguishment of Sustainable and Unsustainable Debt	(75,029.92)	-
Interest Income	(224.78)	(386.85)
Operating Profit before Working Capital changes	24,891.49	6,061.13
Adjustment for:		
Increase/ (decrease) in Trade Payables	1,913.75	5,167.68
Increase/ (decrease) in Provisions	(35.46)	(56.37)
Increase/ (decrease) in Other Current Liabilities	19,879.17	3,609.96
Decrease/ (increase) in Trade Receivables	2,532.40	(9,951.80)
Decrease/ (increase) in Inventories	4,461.19	(1,262.91)
Decrease/ (increase) in Loans and Advances	285.12	757.16
Decrease/ (increase) 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 from Operating Activities	48,989.37	7,346.83
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	329.80
Interest received	224.78	986.85
Net Cash generated/(used) in Investing Activities	(451.03)	(2,969.65)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Net movement in Long Term Borrowings	62,299.12	(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 CLASSIFIED AS HELD FOR SALE	2,989.33	-
Net Increase/(Decrease) in Cash & Cash Equivalents	20,895.35	(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

Notes

- 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.
- Figures for the previous periods have been regrouped / reclassified to confirm to the classification of the current periods.



Date: May 30, 2024
Place: Kolkata



For SPML Infra Limited

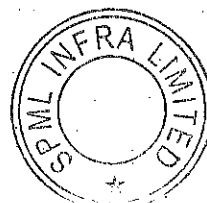
Subhash Chand Sethi
Chairman
DIN: 00464390

Notes to the Statement of Standalone Financial Results

1. The above results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on 30th May, 2024. The statutory auditors of the company have audited the said results for the year ended 31st March, 2024.
2. 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 29-05-2023. The Company has various Arbitration Awards in hand, out of which Arbitration Awards having value of INR 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 INR 29,400.00 lakhs (approx.) including accrued interest till 30-09-2023. The Company has already received a sum of INR 24,494.92 lakhs till 29-05-2024 and the balance amount would be received in due course of time. An income of INR 20,874.63 lakhs has been included under "Revenue from Operations" for the year ended 31st March, 2024 towards receipts from VSV scheme.
3. The erstwhile lenders of the Company have assigned the entire outstanding principal debt of INR 1,65,700.00 lakhs in favor of 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 India Debt Resolution Co. Ltd. ("IDRCL") as an exclusive service agent for providing debt management and various resolution services.

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 INR 1,65,700.00 lakhs and unpaid interest of INR 94,751.65 lakhs, totalling to INR 2,60,451.65 lakhs, has been bifurcated as sustainable debt of INR 96,700 lakhs and unsustainable debt of INR 1,63,751.65 lakhs, the unsustainable debt being further bifurcated into INR 69,000 lacs towards principal and INR 94,751.65 lacs towards unpaid interest . The unpaid interest of INR 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, the company has to issue fully paid up equity shares to NARCL, aggregating to not less than 12.5 % of total paid up equity share capital of the company, at a price determined as per the applicable law by way of conversion of principal outstanding debt portion of unsustainable debt and accordingly, an amount of INR 8,892.32 lakhs has been reduced from the principal amount of unsustainable debt of INR 69,000.00 lacs towards the allotment of 75,00,272 no. of equity shares which have been allotted by the Company in the Board Meeting held on 23-05-2024 at a price of INR 118.56 per equity share and balance amount of INR 60,107.68 lakhs has been converted into Non Convertible Zero Coupon Debentures ("NCD") at face value of INR 1000 per NCD and issued to NARCL. The aforesaid NCD shall be extinguished in its entirety upon payment of entire sustainable debt as per the terms of the MRA, without any further payment. As per the MRA, it is also required that adequate additional shares are to be issued to NARCL at a price determined as per extant applicable laws, as and when required, to ensure that the shareholding of NARCL is not diluted below 12.5% of the paid up equity share capital of the company at any point of time.



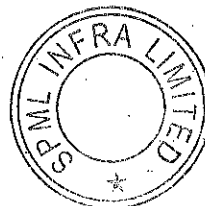
As per the said MRA, NARCL has proposed the repayment tenure of sustainable debt by either making a payment of INR 96,700.00 lakhs within a period of 10 years from the effective date ("first option") or INR 70,000.00 lakhs within a period of 8 years from the effective date ("second option"). The company need not pay any interest on the aforesaid amount during the aforesaid tenure. 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 INR 70,000 lacs has been considered from the existing arbitration awards and ongoing arbitration claims by the company.

The Company is mainly engaged in the water infrastructure sector. The said sector has growing business opportunities due to various project schemes being announced by the government on regular basis and allocation of significant funds to be deployed in the said schemes namely, Jal Jeevan Mission (Rural), Jal Jeevan Mission (Urban), Amrut 2.0, Namami Gange Programme, Pradhan Mantri Krishi Sinchayee Yojana, National River Linking Project etc.

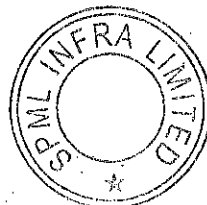
The Company has already repaid INR 22,397.30 lakhs till 02-04-2024 to NARCL mainly from the proceeds of VSV Scheme. A sizeable portion of the sustainable debt has already been repaid and balance repayments have been identified via, sale of immovable properties, realization from awards and claims, improvement in the liquidity of the company from infusion of funds of INR 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 INR 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 INR 70,000.00 lakhs within 8 years from the effective date. This will result in extinguishment of unsustainable debt to the tune of INR 60,107.68 lakhs, without requiring any payment. The company has retained NCD worth of INR 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 and balance of INR 56135.41 lakhs is considered as gain under Exceptional Item.

The Company has recorded a gain of INR 26,700.00 lakhs which arises on account of difference between repayment of INR 96,700.00 lakhs under first option and INR 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 INR 70,000 lakhs has been recognized in the books of accounts at fair value of INR 51,105.43 lakhs leading to a fair valuation gain of INR 18,894.57 lakhs.

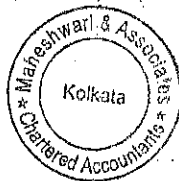
The total gain on sustainable and unsustainable debt amounting to INR 75,029.98 lakhs has been recorded as an exceptional item in the Statement of Profit and Loss.



4. Exceptional Items for the quarter and year ended March 31, 2024 comprises of (i) gain on recognition of sustainable and unsustainable debt for INR 18,894.57 lakhs and INR 56,135.41 lakhs respectively, aggregating to INR. 75,029.98 lakhs (ii) write back of credit balances of certain creditors amounting to INR 955.11 lakhs (iii) write back of liability towards a loan of INR 636.35 lakhs, deemed by the Company to be no longer payable (iv) write-off of contract assets in the form of unbilled revenue amounting to 69,934.62 lakhs (v), impairment loss on PPE assets classified as 'held for sale' amounting to INR 5,341.09 lakhs (vi), write-off of inventory and fixed assets amounting to INR 1,152.36 lakhs and (vii) reversal of ECL provision of INR 14,007.43 lakhs on certain Trade Receivables and simultaneous write-off of an equivalent amount of the said Trade Receivables. The net impact of the exceptional items as aforesaid is a credit to the Statement of Profit and Loss amounting to INR 193.38 lakhs
5. Other Expenses for the quarter and year ended March 31, 2024 includes (i) write-off of investments of INR 4,465.29 lakhs (ii) write-off of loans of INR 941.97 lakhs (iii) write-off of trade receivables of INR 6,679.40 lakhs and (iv) ECL on trade receivables of INR 6,021.47.
6. 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 31-03-2024, 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 31-03-2024. Each Warrant shall be converted into one equity share of the Company at INR 118.56 including premium of INR 116.56 per share, within 18 months from the date of allotment as per the SEBI (ICDR) Regulations, 2018.
7. During the quarter and year ended 31st March, 2022, the Company had allotted by way of a preferential allotment, 34,04,930 0% Compulsorily Convertible Preference Shares ('CCPS') having a face value of INR 100/- each, at par, aggregating to INR. 3,404.93 lakhs, to Promoter and Promoter Group, on conversion of their existing unsecured loans to the Company. Each CCPS was convertible into 2 equity shares of face value of INR 2/- each at the conversion price of 50/- including premium of INR 48/- per share, in one or more tranches and accordingly, during the year ended 31st March, 2023, 16,27,465 CCPS were converted into 32,54,930 equity shares. The remaining 17,77,465 CCPS were converted into 35,54,930 equity shares during the quarter ended 30th June, 2023 and INR 71.10 lakhs and INR 1706.37 lakhs were credited to equity share capital a/c and securities premium a/c respectively.

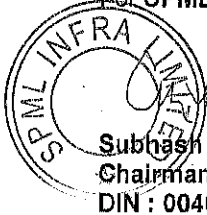


8. Deferred Tax includes MAT Credit Entitlement of INR 4,496.95 lakhs recognised during the quarter and year ended 31st March, 2024, in respect of certain earlier years when the Company paid income tax under MAT but the corresponding MAT Credit was not recognized in those years, based on prudence
9. During the quarter ended 30th June, 2023, the Company approved the Grant of 19,50,698 Stock Options to eligible employees under its Employee Stock Option Scheme, 2021. Expense of INR 13.32 lakhs and INR 131.71 lakhs in this respect, for the quarter and year ended 31st March, 2024 respectively, has been recognized under "Employee Benefits Expense".
10. 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 Note 3 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 INR125.58 lakhs and INR 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 its 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.
11. The Company has certain trade and other receivables of INR 46,594.67 lakhs as at 31st March, 2024 backed by arbitration awards pronounced in its favour over the years. Further, the Company has recognised interest income of INR 788.68 lakhs and INR 3,072.78 lakhs during the quarter and year ended 31st March, 2024 respectively 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.

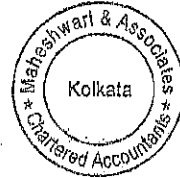


12. Figures for the quarters ended 31st March, 2024 and 31st March, 2023 are the balancing figures between the audited figures for the year ended on that date and the published, unaudited year-to-date figures upto the end of 3rd quarter of the respective financial year.
13. Previous period's figures have been regrouped /rearranged wherever considered necessary, to make them comparable with those of the current period.

For SPML Infra Limited



Subhash Chand Sethi
Subhash Chand Sethi
Chairman
DIN : 00464390



Date : Kolkata
Date : 30th May, 2024