



# 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

## LIMITED REVIEW REPORT TO THE BOARD OF DIRECTORS, SPML INFRA LIMITED

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **SPML Infra Limited** ("the Company"), for the quarter and nine months ended 31<sup>st</sup> December, 2024 ("the Statement"), being submitted by the Company pursuant to the requirements 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.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The Statement includes the results of the 'Joint Operations' as given in the **Annexure** to this report.

### Basis for Conclusion

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed or that it contains any material misstatement.

### Other Matters

6. (i) We did not review the financial statements/financial information / financial results of 8(eight) joint operations included in the Statement, whose financial statements / financial information / financial results reflect total revenues of Rs. 13,455.40 lakhs and Rs. 34,742.39 lakhs, total net loss of Rs. 10.58 lakhs and Rs. 6.38 lakhs and total comprehensive expense of Rs. 10.58 lakhs and Rs. 6.38 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively, as considered in the accompanying Statement. These financial statements / financial information / financial results have been reviewed 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 review reports of such other auditors and on the procedures performed by us as stated in para 3 to this report.

Bangalore : bangalore@maheshwariassociates.com  
Chennai : chennai@maheshwariassociates.com

Mumbai : mumbai@maheshwariassociates.com  
Pune : pune@maheshwariassociates.com





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Chartered Accountants

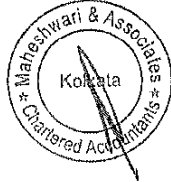
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E. kolkata@maheshwariassociates.com  
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- (ii) We did not review the financial statements / financial information / financial results of 4(four) joint operations included in the accompanying Statement, whose financial statements / financial information / financial results reflect total revenue of Rs. 179.57 lakhs and Rs. 957.43 lakhs, total net loss of Rs.0.05 lakhs and Rs. 4.30 lakhs and total comprehensive loss of Rs.0.05 lakhs and Rs. 4.30 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively, as considered in the accompanying Statement. These financial statements / financial information/financial results are un-reviewed/unaudited and have been furnished to us by the Company's management and our conclusion 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 management certified financial statements/financial information/financial results. According to the information and explanations given to us by the Company's management, these financial statements/financial information /financial results are not material to the Statement.
- (iii) Owing to non-availability of interim financial statements/financial information/financial results of 5(five) 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 interim financial statements/ financial information/financial results are not material to the Statement.

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

For Maheshwari & Associates  
Chartered Accountants  
FRN: 311008E

CA. Bijay Murmuria  
Partner  
Membership No. : 055788



UDIN : 25055788 BMLAXN 8802

Place: Kolkata

Date: 13<sup>th</sup> February, 2025



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Chartered Accountants

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### Annexure to the Limited Review Report on the Standalone Financial Results

#### List of 'Joint Operations' whose financial results are included in the Statement

1. SPML HCIL JV
2. SPML- CISC JV
3. JWIL- SPML (JV)
4. JMC SPML JV
5. SPML-Shree Hari JV
6. SPML-JWIL JV
7. BCPL SPML JV
8. PNC-SPML JV-Moradabad
9. KEC SPML JV
10. SPML in JV with KEC
11. JWIL OMIL SPML JV
12. SPML-NCC-MEIL Joint Venture

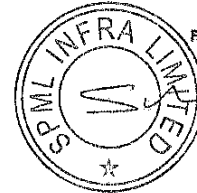


**SPML INFRA LIMITED**  
Registered Office: 22, Camar Street, Block-A, 3rd Floor, Kolkata-700016  
Tel: +91-0124-3944555; Fax: +91-0124-3983201  
Website: www.spml.co.in; Email: info@spml.co.in  
CIN: L40106DL1981PLC012228

Statement of Standalone Unaudited Financial Results for the Three months and Nine months ended December 31, 2024

Particulars	Rs. In lakhs					
	Three months ended			Nine months ended		Year ended
	31-Dec-24 Unaudited	30-Sep-24 Unaudited	31-Dec-23 Unaudited	31-Dec-24 Unaudited	31-Dec-23 Unaudited	31-Mar-24 Audited
<b>1. Revenue</b>						
a. Revenue from Operations	18,627.21	18,857.42	25,151.80	58,160.98	85,519.59	1,31,838.39
b. Other Income (Refer note -5)	1,441.02	1,218.36	756.07	4,113.01	1,190.19	1,292.86
<b>Total Income</b>	<b>20,068.23</b>	<b>20,075.78</b>	<b>25,907.87</b>	<b>62,273.99</b>	<b>86,709.78</b>	<b>1,33,131.25</b>
<b>2. Expenses</b>						
a. Materials consumed and other construction expenses	16,090.21	15,817.42	29,830.70	49,980.36	80,959.49	1,01,480.95
b. Employee Benefits Expense	594.95	591.98	611.27	1,836.95	1,849.99	2,407.17
c. Finance Costs (Refer note- 6)	1,021.29	898.76	258.38	2,948.28	654.81	5,679.26
d. Depreciation and Amortisation Expenses	11.44	27.25	50.98	68.80	164.80	208.45
e. Other Expenses	1,084.18	1,068.48	986.20	2,888.40	2,765.01	21,476.55
<b>Total Expenses</b>	<b>18,802.06</b>	<b>18,403.89</b>	<b>25,737.53</b>	<b>57,722.79</b>	<b>86,394.10</b>	<b>1,31,252.36</b>
<b>3. Profit/(loss) before Exceptional Items &amp; Tax (1-2)</b>	<b>1,266.17</b>	<b>1,671.89</b>	<b>170.34</b>	<b>4,551.20</b>	<b>315.68</b>	<b>1,878.87</b>
<b>4. Exceptional Items (Net)</b>	-	-	-	-	-	193.38
<b>5. Profit/(loss) before tax</b>	<b>1,266.17</b>	<b>1,671.89</b>	<b>170.34</b>	<b>4,551.20</b>	<b>315.68</b>	<b>2,072.25</b>
<b>6. Tax Expense</b>						
a. Current Tax	225.41	271.66	72.41	804.72	97.49	-
b. Deferred Tax	-	-	-	-	-	120.63
	<b>225.41</b>	<b>271.66</b>	<b>72.41</b>	<b>804.72</b>	<b>97.49</b>	<b>120.63</b>
<b>7. Profit/(Loss) after Tax (5-6)</b>	<b>1,040.76</b>	<b>1,400.23</b>	<b>97.93</b>	<b>3,746.48</b>	<b>218.19</b>	<b>1,951.62</b>
<b>8. Other Comprehensive Income/(Expense)</b>						
Items that will not be reclassified to Profit or Loss						
- Gain/(Loss) on fair value of defined benefit plans	4.33	(36.85)	14.32	(4.50)	10.02	(29.97)
- Income Tax relating to above	(1.34)	11.50	(4.17)	1.41	(3.13)	9.35
<b>Total Other Comprehensive Income/(Expense)</b>	<b>2.99</b>	<b>(25.35)</b>	<b>9.85</b>	<b>(3.09)</b>	<b>6.89</b>	<b>(20.62)</b>
<b>9. Total Comprehensive Income/(Expense) for the period (7+8)</b>	<b>1,043.75</b>	<b>1,374.88</b>	<b>107.78</b>	<b>3,743.39</b>	<b>225.08</b>	<b>1,931.00</b>
<b>10. Paid-up Equity Share Capital (par value of Rs. 2/- each)</b>	<b>1,507.45</b>	<b>1,273.38</b>	<b>1,066.00</b>	<b>1,507.45</b>	<b>1,066.00</b>	<b>1,066.00</b>
<b>11. Other Equity (excluding revaluation reserves)</b>	-	-	-	-	-	49,823.03
<b>12. Earnings per Equity share (not annualised) (par value of share Rs. 2/- each)</b>						
(i) Basic	1.26	2.66	0.20	6.21	0.45	3.98
(ii) Diluted	1.09	2.20	0.20	5.13	0.45	3.87

Date: February 13, 2025  
Place: Kolkata



For SPML Infra Limited

Sushil Kumar Sethi  
Director  
DIN: 00062927

**Notes to the Statement of Standalone Financial Results**

1. The above unaudited standalone results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meeting held on 13<sup>th</sup> February, 2025.
2. The erstwhile lenders of the Company had assigned the entire outstanding principal debt of Rs. 1,65,700.00 lakhs in favor of NARCL vide Deed of Assignment dated 29<sup>th</sup> August, 2023, by virtue of which NARCL has become the sole Lender of the Company. NARCL had appointed India Debt Resolution Co. Ltd. ("IDRCL") as an exclusive service agent for providing debt management and various resolution services and subsequently IDRCL executed the Master Restructuring Agreement ("MRA") on 17<sup>th</sup> May, 2024.

As per the terms of MRA, NARCL proposed the repayment tenure of sustainable debt by either making a total payment of Rs. 96,700 lakhs within a period of 10 years from the effective date i.e. 29<sup>th</sup> August, 2023 ("first option") or total payment of Rs. 70,000 lakhs within a period of 8 years from the effective date ("second option"). The Company opted for the second option and had accordingly given effect of the same in the books of accounts during the quarter ended 31<sup>st</sup> March, 2024.

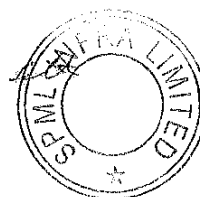
3. During the quarter ended 30<sup>th</sup> September, 2024, the Company had made a preferential issue of Equity Shares and Warrants as follows:- (i) 6,293,528 Equity Shares of face value of Rs. 2/- each at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share), aggregating to Rs. 13,531 lakhs to Promoters / Promoter group and Non-promoter for Cash Consideration; (ii) 2,468,289 Equity Shares of 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 to Rs. 5,307 lakhs on a preferential basis, to Promoters / Promoter group and Non-promoter by conversion of existing loan; and (iii) Issuance of 7,314,844 Warrants aggregating to Rs. 15,727 lakhs on a preferential basis to Promoters / Promoter group and Non-promoter, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 213 /- each. During the quarter ended 31<sup>st</sup> December, 2024, the aforesaid shares and warrants have been allotted after obtaining in-principle approval from the stock exchanges. The said Warrants shall be converted into equity shares of the Company within 18 months of allotment.

Further, during the quarter ended 31<sup>st</sup> December, 2024, 29,41,548 warrants allotted during the quarter ended 30<sup>th</sup> June, 2024 by the Company to Non-Promoter Companies have been converted into equal number of equity shares of the Company of face value of Rs. 2/- each at an issue price of Rs. 118.56/- per equity share (including a premium of Rs. 116.56/- per equity share) aggregating to Rs. 3,487.50 lakhs.

4. During the quarter ended 30<sup>th</sup> June, 2023, the Company had approved the Grant of 19,50,698 Stock Options to eligible employees under its Employee Stock Option Scheme, 2021. Expense of Rs. 19.65 lakhs and Rs. 59.09 lakhs in this respect for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively has been recognised under "Employee Benefits Expense".



*[Handwritten signature]*



5. Other Income includes i) Rs. 916.64 lakhs and Rs. 2,749.94 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to deferred revenue due to IND AS adjustment of proportionate unwinding of gain on account of adoption of early repayment option of Rs. 70,000 lakhs as mentioned in Note 2 above (ii) Rs. 7.43 lakhs and Rs. 423.02 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to write back of credit balances of certain creditors deemed by the management to be no longer payable, after reconciliation.
6. Finance Costs includes Rs. 882.05 lakhs and Rs. 2,646.14 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to IND AS adjustment towards proportionate unwinding arising out of difference between transaction price and fair value of sustainable debt recognized in the books of accounts by the Company as on 31st March, 2024.
7. The Company has certain trade and other receivables of Rs. 49,075.13 lakhs as at 31<sup>st</sup> December, 2024 backed by arbitration awards pronounced in its favour over the years. Further, the Company has recognised interest income of Rs. 845.64 lakhs and Rs. 2,480.45 lakhs during the quarter and nine months ended 31<sup>st</sup> December, 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 and a legal opinion, the management is confident that the final outcome of the legal proceedings would be in its favour.
8. The Company is operating in a single segment viz. EPC in accordance with IND AS -108 'Operating Segments' 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.
9. Previous period's figures have been regrouped /rearranged wherever considered necessary, to make them comparable with those of the current period.

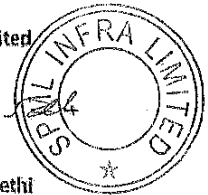
Place : Kolkata  
Date : 13<sup>th</sup> February, 2025



For SPML Infra Limited

A handwritten signature in black ink, appearing to read "Sushil Kumar Sethi".

Sushil Kumar Sethi  
Director  
DIN : 00062927





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### LIMITED REVIEW REPORT TO THE BOARD OF DIRECTORS, SPML INFRA LIMITED

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **SPML Infra Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), its associates and joint ventures, for the quarter and nine months ended 31<sup>st</sup> December, 2024 ("the Statement"), being submitted by the Parent pursuant to the requirements 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.
2. The Statement, which is the responsibility of the Parent's Management (the 'Management') and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The Statement includes the results of the entities as given in the **Annexure** to this report.

#### Basis for Conclusion

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed or that it contains any material misstatement.





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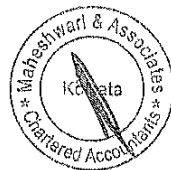
### Other Matters

- 6 (i) We did not review the financial statements/financial information / financial results of 2(two) subsidiaries for the quarter and nine months ended 31<sup>st</sup> December, 2024 included in the Statement, whose financial statements / financial information / financial results reflect total revenues of Rs. Nil and Rs. Nil, total net loss after tax of Rs. 50.41 lakhs and Rs. 140.84 lakhs and total comprehensive expense of Rs. 50.41 lakhs and Rs. 140.84 lakhs for the quarter and nine months ended on 31<sup>st</sup> December, 2024 respectively, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 3.36 lakhs and Rs. 8.63 lakhs and total comprehensive income of Rs. 3.36 lakhs and Rs. 8.63 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively in respect of 5(five) associates and 1(one) joint venture whose financial statements / financial information/financial results have not been reviewed by us. These financial statements / financial information/financial results are un-reviewed/unaudited and have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on such unreviewed/unaudited, management certified financial statements/financial information/financial results. According to the information and explanations given to us by the Parent's management, these unaudited and management certified financial statements/financial information /financial results are not material to the Statement.
- 6(ii) Owing to non-availability of interim financial statements/financial information/financial results of 4 (four) joint ventures and 1(one) associate companies for the quarter and nine months ended 31<sup>st</sup> December, 2024, the same were not included in the Statement. According to the information and explanations given to us by the Parent's management, such interim financial statements/financial information/financial results are not material to the Statement.

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

For Maheshwari & Associates  
Chartered Accountants  
FRN: 311008E

CA. Bijay Murmuria  
Partner  
Membership No. : 055788



UDIN : 25056788 BMLAX M 9767

Place: Kolkata  
Date: 13<sup>th</sup> February, 2025





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## Annexure to the Limited Review Report on the Consolidated Financial Results

### List of entities whose financial results are included in the Statement

#### Subsidiaries

1. SPML Utilities Limited
2. Bhagalpur Electricity Distribution Company Private Limited

#### Associates

1. SPML Energy Limited
2. Binwa Power Company Private Limited
3. Spml Bhiwandi Water Supply Management Limited
4. Spml Bhiwandi Water Supply Infra Limited
5. Madurai Municipal Waste Processing Company Private Limited

#### Joint Ventures

1. Hydro Comp Enterprises India Private Limited.



**SPML INFRA LIMITED**  
Registered Office: 22, Carnac Street, Block-A, 3rd Floor, Kolkata- 700016  
Tel: +91-0124-3944555; Fax: +91-0124-3983201  
Website: www.spml.co.in; Email: info@spml.co.in  
CIN: L40106DL1981PLCO12228

Statement of Consolidated Unaudited Financial Results for the Three months and Nine months ended December 31, 2024

Particulars	Three months ended					Year ended 31-Mar-24 Audited	
	31-Dec-24		31-Dec-23		31-Dec-23		
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited		Unaudited
Rs. in lakhs							
<b>1. Income</b>							
a. Revenue from Operations	18,627.21	18,857.42	25,223.61	58,260.98	89,776.14	1,31,896.68	
b. Other Income (Refer note- 6)	1,441.03	1,218.36	869.49	4,167.11	1,640.77	4,384.74	
<b>Total Income</b>	<b>20,068.24</b>	<b>20,075.78</b>	<b>26,093.10</b>	<b>62,428.09</b>	<b>91,416.91</b>	<b>1,36,281.42</b>	
<b>2. Expenses</b>							
a. Materials Consumed and Other Construction Expenses	16,090.20	15,817.45	23,842.49	49,980.43	81,445.00	1,01,958.11	
b. Employee Benefits Expense	594.68	592.74	627.27	1,839.60	1,873.03	2,434.27	
c. Finance Cost (Refer note- 7)	1,021.27	899.77	274.59	2,949.42	677.28	5,691.75	
d. Depreciation and Amortisation Expenses	11.43	27.26	54.00	71.63	182.07	236.78	
e. Other Expenses	1,134.46	1,164.11	1,108.68	3,098.79	2,888.27	26,178.95	
<b>Total Expenses</b>	<b>18,852.04</b>	<b>18,500.33</b>	<b>25,907.03</b>	<b>57,939.87</b>	<b>87,965.65</b>	<b>1,36,499.85</b>	
<b>3. Profit/(Loss) before share of Profit/(Loss) of Associates &amp; Joint Ventures &amp; Tax (1-2)</b>	<b>1,216.20</b>	<b>1,575.45</b>	<b>186.07</b>	<b>4,388.22</b>	<b>351.26</b>	<b>(298.44)</b>	
<b>4. Exceptional items (Net)</b>	-	-	-	-	-	199.38	
<b>5. Share of Profit/(Loss) of Associates and Joint Ventures</b>	3.36	2.40	3.70	8.63	8.63	82.30	
<b>6. Total Profit/(Loss) before tax (3+4+5)</b>	<b>1,219.56</b>	<b>1,577.85</b>	<b>189.77</b>	<b>4,396.85</b>	<b>359.89</b>	<b>(22.76)</b>	
<b>7. Tax Expense</b>							
a. Current Tax	225.41	271.66	78.68	804.72	103.71	11.54	
b. Deferred Tax	-	-	(2.74)	(0.29)	60.54	125.32	
	225.41	271.66	75.94	804.43	164.25	137.86	
<b>8 Profit/(Loss) after Tax</b>	<b>994.15</b>	<b>1,306.19</b>	<b>113.83</b>	<b>3,592.42</b>	<b>195.64</b>	<b>(160.62)</b>	
<b>9. Other Comprehensive Income/(Expense)</b>							
Items that will not be reclassified to Profit or Loss							
- Gain/(Loss) on fair value of defined benefit plans	4.32	(36.85)	14.31	(4.51)	10.02	(25.47)	
- Income Tax relating to above	(1.35)	11.50	(4.47)	1.41	(3.13)	7.95	
<b>Total Other Comprehensive Income/(Expense)</b>	<b>2.97</b>	<b>(25.35)</b>	<b>9.84</b>	<b>(3.10)</b>	<b>6.89</b>	<b>(17.52)</b>	
<b>10. Total Comprehensive Income/(Expense) for the period (8+9)</b>	<b>997.12</b>	<b>1,280.84</b>	<b>123.72</b>	<b>3,589.32</b>	<b>202.53</b>	<b>(178.14)</b>	
<b>Net Profit attributable to:</b>							
Owners of the company	994.15	1,306.16	111.08	3,592.91	190.48	(696.59)	
Non - controlling Interest	-	0.03	2.80	(0.49)	5.16	536.37	
<b>Other Comprehensive Income/(Expense) attributable to:</b>							
Owners of the company	2.97	(25.35)	9.84	(3.20)	6.89	(17.92)	
Non-Controlling Interest	-	-	-	-	-	-	
<b>Total Comprehensive Income/(Expense) attributable to:</b>							
Owners of the company	997.12	1,280.81	120.92	3,589.81	197.37	(714.51)	
Non-Controlling Interest	-	0.03	2.80	(0.49)	5.16	536.37	
<b>11. Paid-up Equity Share Capital (par value of Rs. 2/- each)</b>	<b>1,507.45</b>	<b>1,273.38</b>	<b>1,066.00</b>	<b>1,507.45</b>	<b>1,066.00</b>	<b>1,066.00</b>	
<b>12. Other Equity (excluding Revaluation Reserves)</b>	-	-	-	-	-	44,961.89	
<b>13. Earnings per Equity Share (not annualized) (par value Rs.2/- each)</b>							
(i) Basic	1.20	2.48	0.23	5.85	0.39	1.42	
(ii) Diluted	1.04	2.05	0.23	4.92	0.39	1.38	

Date: February 13, 2025  
Place: Kolkata



For SPML Infra Limited  
  
Sushil Kumar Sathi  
Director  
DIN: 00062927

Notes to the Statement of Consolidated Financial Results

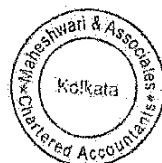
1. SPML Infra Ltd. (the 'Parent Company') and its subsidiaries are together referred to as 'the Group' in the following notes.
2. The above unaudited consolidated results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Parent Company at their respective meeting held on 13<sup>th</sup> February, 2024.
3. The erstwhile lenders of the Parent Company had assigned the entire outstanding principal debt of Rs. 1,65,700 lakhs in favor of NARCL vide Deed of Assignment dated 29<sup>th</sup> August, 2023, by virtue of which NARCL has become the sole Lender of the Parent Company. NARCL had appointed India Debt Resolution Co. Ltd. ("IDRCL") as an exclusive service agent for providing debt management and various resolution services and subsequently IDRCL executed the Master Restructuring Agreement ("MRA") on 17<sup>th</sup> May, 2024.

As per the terms of MRA, NARCL proposed the repayment tenure of sustainable debt by either making a total payment of Rs. 96,700 lakhs within a period of 10 years from the effective date i.e. 29<sup>th</sup> August, 2023 ("first option") or total payment of Rs. 70,000 lakhs within a period of 8 years from the effective date ("second option"). The Parent Company has opted for the second option and had accordingly given effect of the same in the books of accounts during the quarter ended 31<sup>st</sup> March, 2024.

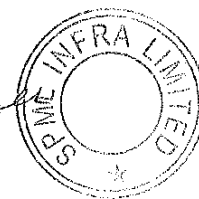
4. During the quarter ended 30<sup>th</sup> September, 2024, the Parent Company had made a preferential issue of Equity Shares and Warrants as follows:- (i) 6,293,528 Equity Shares of face value of Rs. 2/- each at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share), aggregating to Rs. 13,531 lakhs to Promoters / Promoter group and Non-promoter for Cash Consideration; (ii) 2,468,289 Equity Shares of 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 to Rs. 5,307 lakhs on a preferential basis, to Promoters / Promoter group and Non-promoter by conversion of existing loan; and (iii) Issuance of 7,314,844 Warrants aggregating to Rs. 15,727 lakhs on a preferential basis to Promoters / Promoter group and Non-promoter, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 213/- each. During the quarter ended 31<sup>st</sup> December, 2024, the aforesaid shares and warrants have been allotted after obtaining in-principle approval from the stock exchanges. The said Warrants shall be converted into equity shares of the Parent Company within 18 months of allotment.

Further, during the quarter ended 31<sup>st</sup> December, 2024, 29,41,548 warrants allotted during the quarter ended 30<sup>th</sup> June, 2024 by the Parent Company to Non-Promoter Companies had been converted into equal number of equity shares of the Parent Company of face value of Rs. 2/- each at an issue price of Rs. 118.56/- per equity share (including a premium of Rs. 116.56/- per equity share) aggregating to Rs. 3,487.50 lakhs.

5. During the quarter ended 30<sup>th</sup> June, 2023, the Parent Company had approved the Grant of 19,50,698 Stock Options to eligible employees under its Employee Stock Option Scheme, 2021. Expense of Rs 19.65 lakhs and Rs.59.09 lakhs in this respect for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively has been recognised under "Employee Benefits Expense".



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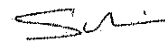


6. Other Income includes following items recognized in the books of account by the Parent Company:-
- i) Rs. 916.64 lakhs and Rs. 2,749.94 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to deferred revenue due to IND AS adjustment of proportionate unwinding of gain on account of adoption of early repayment option of Rs. 70,000 lakhs as mentioned in Note 3 above.
  - ii) Rs. 7.43 lakhs and Rs. 423.02 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to write back of credit balances of certain creditors, deemed by the management to be no longer payable, after reconciliation.
7. Finance Costs includes Rs. 882.05 lakhs and Rs. 2,646.14 lakhs for the quarter and nine months ended 31<sup>st</sup> December, 2024 respectively relating to IND AS adjustment towards proportionate unwinding arising out of difference between transaction price and fair value of sustainable debt recognized in the books of accounts by the Parent Company as on 31st March, 2024.
8. The Parent Company has certain trade and other receivables of 49,075.13 lakhs as at 31<sup>st</sup> December, 2024 backed by arbitration awards pronounced in its favour over the years. Further, the Parent Company has recognised interest income of Rs. 845.64 lakhs and Rs.2,480.45 lakhs during the quarter and nine months ended 31<sup>st</sup> December, 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 and a legal opinion, the management of the Parent Company is confident that the final outcome of the legal proceedings would be in its favour.
9. 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.
10. Previous period's figures have been regrouped /rearranged wherever considered necessary, to make them comparable with those of the current period.

Place : Kolkata  
Date : 13<sup>th</sup> February, 2025



For SPML Infra Limited

  
Sushil Kumar Sethi  
Director  
DIN : 00062927

