

**S. M.GUPTA & CO.**  
COMPANY SECRETARIES  
P-15 BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

**Certificate of Reconciliation of Share Capital Audit**  
**[See Regulation 76 of SEBI (Depositories and Participants)**  
**Regulations, 2018]**

We have audited the relevant records and documents of **M/s SPML INFRA LIMITED (Formerly known as M/s SUBHASH PROJECTS AND MARKETING LIMITED)(CIN: L40106DL1981PLC012228)** for the quarter ended 31<sup>st</sup> March, 2023 for the purpose of issuing Certificate of reconciliation of share capital with both the Depositories and the total issued and listed capital as required pursuant to Notification No. SEBI/LAD-NRO/GN/2018/40 dated 3rd October, 2018 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us including by way of electronic mode, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total number of the shares held in the NSDL, CDSL and in the physical form is given in the Annexure hereto and the same tallies with the paid-up capital of the Company.
- (2) The Register of Members is updated.
- (3) Valid dematerialization requests have been generally confirmed within the stipulated period.
- (4) There has been no change in the paid-up share capital of the company during the above quarter.

Place: Kolkata  
Date: 13.04.2023

For S. M. Gupta & Co.  
Company Secretaries  
Firm Registration No.: S1993WB816800



S. M. Gupta  
Proprietor  
Membership Number: FCS-896  
C. P. No: 2053  
Peer Review: 2464/2022  
**UDIN: F00896E000082087**

**Annexure – I**

1.	<i>For Quarter ended</i>		31 <sup>st</sup> March, 2023				
2.	<i>ISIN</i>		For Equity:INE937A01023 For CCPS: INE937A03011				
3.	<i>Face Value</i>		Fully paid-up Equity Shares of Rs. 2/- each Fully paid-up Preference Shares of Rs. 100/- each				
4.	<i>Name of the Company</i>		<b>SPML INFRA LIMITED</b> <b>CIN: L40106DL1981PLC012228</b> <b>(Formerly known as "Subhash Projects And Marketing Limited")</b>				
5.	<i>Registered Office Address</i>		F-27/2, Okhla Industrial Area, Phase II, New Delhi – 110 020				
6.	<i>Correspondence Address</i>		22, Camac Street, Block-A, 3 <sup>rd</sup> Floor, Kolkata-700016				
7.	<i>Telephone &amp; Fax Nos.</i>		Ph: +91-033-40091200				
8.	<i>Email Address</i>		cs@spml.co.in				
9.	<i>Names of the Stock Exchanges where the Company's securities are listed</i>		1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE) 3) The Calcutta Stock Exchange Ltd. (CSE)				
			<i>Number of shares</i>				
10.	<i>Issued Capital</i>		4,54,22,996	17,77,465	Equity Shares	Preference Shares	
11.	<i>Listed Capital (Exchange-wise) (as per Company's records)</i>		4,54,22,996	Equity Shares	% of Total capital		
12.	<i>Held in Dematerialised form in CDSL</i>		93,79,614	20.6495%			
13.	<i>Held in Dematerialised form in NSDL</i>		3,58,90,641	79.0143%			
14.	<i>Physical</i>		1,52,741	0.3363 %			
15.	<i>Total No. of Shares (12+13+14)</i>		4,54,22,996	(As per RTA Certificate)			
16.	<i>Reasons for difference, if any</i>		N. A.				
17.	<i>Certifying the details of changes in share capital during the quarter under consideration as per Table below:</i> <b>NO CHANGE IN SHARE CAPITAL</b>						
	<i>Particulars*</i>	<i>No. of shares</i>	<i>Applied/ Not applied for Listing</i>	<i>Listed on Stock exchanges (Specify Names)</i>	<i>Whether intimated to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-prin. app pending for SE (Specify Names)</i>
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	<i>* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)</i>						
18.	<i>Register of Members updated (Yes/No) If not, updated upto which date</i>				Yes		
19.	<i>Reference of previous quarter with regards to excess dematerialized shares, if any</i>				Nil		



20.	<i>Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?</i>	N. A.
21.	<i>Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: (As per RTA certificate)</i>	
	<i>Total No. of Demat requests</i>	<i>No. of requests</i>
	<i>Confirmed after 21 days</i>	Nil
	<i>Pending for more than 21 days</i>	Nil
		<i>No. of shares</i>
		Nil
		<i>Reasons for delay</i>
		N.A.
		N.A.
22.	<i>Name, Telephone &amp; Fax no. of the Compliance Officer of the Company</i>	Mrs. Swati Agarwal, Company Secretary & Compliance Officer Membership No.: ACS 29786 Phone No.: (33) 40091200
23.	<i>Name, Address, Telephone &amp; Fax no., Regn. no. of the Auditor</i>	Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Ph: 91-033-2236 1385;
24.	<i>Appointment of common agency for share registry work (if yes, name and address)</i>	M/s. Maheshwari Datamatics Private Limited, 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700 001
25.	<i>Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)</i>	<p>1. The shares of the Company have been delisted from Delhi, Kanpur, Bangalore and Gauhati Stock Exchanges. Confirmation for delisting is still awaited from the Calcutta Stock Exchange.</p> <p>2. The proposal of the Company for shifting of the Registered Office of the Company from the "Union Territory of Delhi" to the State of "West Bengal" and accordingly alteration in Clause II of the Memorandum of Association of the Company, to the effect that the registered office of the Company will be shifted from F-27/2, Okhla Industrial Area Phase-II, New Delhi -110020 situated under the jurisdiction of the Registrar of Companies, "Delhi" to 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016, situated under the jurisdiction of Registrar of Companies, Kolkata in the state of "West Bengal" subject to further approval of the Central Government and/or any other authority as may be prescribed from time to time, is under process.</p> <p>3. The Paid-up Capital of the Company amounting Rs 26,85,92,492/- does not include Rs. 86,44,000/- as Forfeited Shares amount.</p> <p>4. The Authorised capital of the Company as on date stand as follows: Equity Capital – Rs. 40 Crores (F.V. Rs. 2 each) Preference Capital – Rs. 75 Crores (F.V. Rs. 100 each)</p>



5. 27,75,000 Equity Shares allotted on 07.03.2022 will be under lock-in up to 15.11.2023.

6. Out of 34,04,930 Compulsory Convertible Preference Shares(CCPS) allotted on 07.03.2022, 17,77,465 CCPS were under lock-in up to 06.03.2023.

Above shares are unlisted.

7. The Company further at its Board Meeting held on 06.04.2022 converted 16,27,465 CCPS out of above 34,04,930 CCPS into 32,54,930 Equity Shares of face value of Rs. 2 each.

These new equity shares will be under lock-in up to 15.12.2023.

8. The Company at its Board Meeting held on 28.07.2022 allotted 27,42,790 Equity Shares of face value of Rs. 2 each at a price of Rs. 57/- per Equity share including premium of Rs. 55/- per Equity share on preferential basis to unsecured financial creditors by way of conversion of unsecured loan to equity.

These shares were under lock-in up to 30.03.2023.

9. Therefore, after the said conversion, the paid-up Capital now stands as follows:-

- (a) 4,54,22,996 Equity Shares of Rs. 2 each = Rs. 9,08,45,992
- (b) 17,77,465 Preference Shares of Rs. 100 each = Rs.17,77,46,500
- (c) Total Paid-Up Capital as on date = **Rs. 26,85,92,492/-**

