

Email : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website: www.smguptaandco.com

Offi. :2236 1385,2236 7135
Mobile :98300 57568

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

Ref. No.....

Dated.....

Reconciliation of Share Capital Audit Report
[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 31st December, 2023 for the purpose of issuing Reconciliation of Share Capital Audit Report 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 as specified in the annexure hereto.

Place: Kolkata
Date:15.01.2024

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: F00896E003216944

Annexure

1.	<i>For Quarter ended</i>		31 st December, 2023				
2.	<i>ISIN</i>		INE937A01023				
3.	<i>Face Value</i>		Fully paid-up Equity Shares of Rs. 2/- each				
4.	<i>Name of the Company</i>		SPML INFRA LIMITED CIN: L40106DL1981PLC012228 (Formerly known as "Subhash Projects And Marketing Limited")				
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 rd Floor, Kolkata-700016				
7.	<i>Telephone & 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>		4,89,77,926	Equity Shares			
11.	<i>Listed Capital (Exchange-wise) (as per Company's records)</i>		4,89,77,926	Equity Shares			
				<i>% of Total capital</i>			
12.	<i>Held in Dematerialised form in CDSL</i>		78,02,390	15.93%			
13.	<i>Held in Dematerialised form in NSDL</i>		4,10,26,100	83.76%			
14.	<i>Physical</i>		1,49,436	0.31%			
15.	<i>Total No. of Shares (12+13+14)</i>		4,89,77,926	(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: NO CHANGE IN SHARE CAPITAL</i>						
	<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>
	---	---	---	---	---	---	---
	<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						
22.	<i>Name, Telephone & 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 & 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 Share Capital of the Company amounting to Rs. 9,79,55,852/- does not include Rs. 86,44,000/- received 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> <p>5. The following shares are under lock in upto the date given below:</p> <table border="0" data-bbox="735 1896 1520 1959"> <tr> <td style="text-align: center;"><u>No. of Shares</u></td> <td style="text-align: center;"><u>Allotted on</u></td> <td style="text-align: center;"><u>lock-in upto</u></td> </tr> <tr> <td style="text-align: center;">35,54,930</td> <td style="text-align: center;">17.04.2023</td> <td style="text-align: center;">15.04.2024</td> </tr> </table>	<u>No. of Shares</u>	<u>Allotted on</u>	<u>lock-in upto</u>	35,54,930	17.04.2023	15.04.2024
<u>No. of Shares</u>	<u>Allotted on</u>	<u>lock-in upto</u>						
35,54,930	17.04.2023	15.04.2024						



		<p>6.The Share Capital of the Company as on 31.03.2023 was Rs. 26,85,92,492/- comprising of the following:</p> <table> <tr> <td>i.4,54,22,996 Equity Shares of Rs. 2 each</td> <td>Rs.9,08,45,992/-</td> </tr> <tr> <td>ii.17,77,465 Preference Shares of Rs. 100 each</td> <td>Rs.17,77,46,500/-</td> </tr> <tr> <td></td> <td><u>Rs. 26,85,92,492/-</u></td> </tr> </table> <p>7.Subsequently on 17.04.2023, 35,54,930 Equity Shares of Rs.2 each were allotted and the remaining amount represented a premium of Rs.48 per share as follows:</p> <table> <tr> <td>35,54,930 Equity shares of Rs. 2 each</td> <td>Rs. 71,09,860/-</td> </tr> <tr> <td>Premium on 35,54,930 shares @ Rs. 48 each</td> <td>Rs. <u>17,06,36,640/-</u></td> </tr> <tr> <td></td> <td><u>Rs.17,77,46,500/-</u></td> </tr> </table> <p>8.Presently the master data of the Company at MCA Portal shows a paid up capital of Rs.26,85,92,492/- Less: The actual paid up capital should be <u>Rs.9,79,55,852/-</u> (4,89,77,926 Shares of Rs. 2 each) <u>Rs.17,06,36,640/-</u></p> <p>9.The above amount of difference of Rs. 17,06,36,640/- represents the premium amount on the shares allotted on 17.04.2023 as above.</p> <p>10.This difference has arisen due to filing of Form PAS-3 after allotment and filing of Annual Return in Form No MGT-7 subsequent thereto.</p> <p>11.The figures of 31.03.2023 have been taken by the MCA System automatically without considering the allotment of shares made on 17.04.2023 (subsequent to 31.03.2023).</p> <p>12.The Company has raised a ticket at the MCA portal under ticket no FO_202401081312997 dated 08.01.2024 requesting for correction and the response is awaited from the MCA System.</p> <p>13. During the quarter ended 30.06.2023, the Company approved grant of 19,50,698 Stock options to eligible employees under its ESOP Scheme 2021. Expense of Rs.50.74. lakhs and Rs.67.65 lakhs in this respect for the quarter and six month ended 30.09.2023 respectively has been recognized by the Company under Employee Benefit Expense.</p>	i.4,54,22,996 Equity Shares of Rs. 2 each	Rs.9,08,45,992/-	ii.17,77,465 Preference Shares of Rs. 100 each	Rs.17,77,46,500/-		<u>Rs. 26,85,92,492/-</u>	35,54,930 Equity shares of Rs. 2 each	Rs. 71,09,860/-	Premium on 35,54,930 shares @ Rs. 48 each	Rs. <u>17,06,36,640/-</u>		<u>Rs.17,77,46,500/-</u>
i.4,54,22,996 Equity Shares of Rs. 2 each	Rs.9,08,45,992/-													
ii.17,77,465 Preference Shares of Rs. 100 each	Rs.17,77,46,500/-													
	<u>Rs. 26,85,92,492/-</u>													
35,54,930 Equity shares of Rs. 2 each	Rs. 71,09,860/-													
Premium on 35,54,930 shares @ Rs. 48 each	Rs. <u>17,06,36,640/-</u>													
	<u>Rs.17,77,46,500/-</u>													

