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**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 30th June, 2024 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 increase in the paid-up share capital of the company during the above quarter as specified in the annexure hereto.

Place: Kolkata
Date: 11.07.2024

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: F00896F000717513

Annexure

1.	<i>For Quarter ended</i>	30 th June, 2024					
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>	5,93,47,107	Equity Shares				
11.	<i>Listed Capital (Exchange-wise) (as per Company's records)</i>	5,93,47,107	Equity Shares				
			<i>% of Total capital</i>				
12.	<i>Held in Dematerialised form in CDSL</i>	77,64,497	13.08%				
13.	<i>Held in Dematerialised form in NSDL</i>	4,10,65,493	69.20%				
14.	<i>Physical</i>	1,05,17,117**	17.72%				
15.	<i>Total No. of Shares (12+13+14)</i>	5,93,47,107	(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: 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>
	1. Allotment of Equity Shares of the face value of Rs. 2/- each at a price of Rs. 118.56 per equity share (including premium of Rs. 116.56) on preferential basis to Promoters and	12,65,182	Applied	BSE & NSE	Yes	Yes	No



	Promoter Group by infusion of Rs. 15.00 Crore.						
	2. Allotment of Equity Shares of the face value of Rs. 2/- each at a price of Rs. 118.56 per equity share (including premium of Rs. 116.56) on preferential basis to Promoters and Promoter Group, by Conversion of their existing loan in the Company.	7,85,678	Applied	BSE & NSE	Yes	Yes	No
	3. Allotment of Equity Shares of the face value of Rs. 2/- each at a price of Rs. 118.56 per equity share (including premium of Rs. 116.56) on preferential basis to Promoters and Promoter group, Unsecured Creditor under Non- Promoter category by Conversion of their existing loan in the Company.	4,79,504	Applied	BSE & NSE	Yes	Yes	No



	4. Allotment of Equity Shares of the face value of Rs. 2/- each at a price of Rs. 118.56 per equity share (including premium of Rs. 116.56) on preferential basis to National Asset Reconstruction Company Ltd (NARCL) by Conversion of their existing loan in the Company.	75,00,272	Applied	BSE & NSE	Yes	Yes	No
	5. Allotment of Equity Shares of the face value of Rs. 2/- each of the Company under ESOP Scheme 2021, to the eligible grantees, pursuant to exercise of stock options.	3,38,545	Applied	BSE & NSE	Yes	Yes	No
* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)							
18.	Register of Members updated (Yes/No) If not, updated upto which date			Yes			
19.	Reference of previous quarter with regards to excess dematerialized shares, if any			Nil			
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?			N. A.			
21.	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)						
	Total No. of Demat requests	No. of requests	No. of shares				
	Confirmed after 21 days	Nil	Nil				
	Pending for more than 21 days	Nil	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 was approved by the shareholders at the Extra Ordinary General Meeting held on 26.04.2024 and the same is under process.</p> <p>3. The Paid-up Share Capital of the Company amounting to Rs. 11,86,94,214/- 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 Board of Directors of the Company at its Meeting held on 23.05.2024 inter-alia, has considered and approved the following allotments:</p> <p>i. Allotment of 1,265,182 Equity Shares of face value of Rs. 2/- each at a price of Rs. 118.56 per equity share including premium of Rs. 116.56 per equity share, on preferential basis to Promoters and Promoter Group, by infusion of Rs. 15.00 Crore.</p> <p>ii. Allotment of 7,85,678 Equity Shares of face value of Rs. 2/- each at a price of Rs. 118.56 per equity share including premium of Rs. 116.56 per equity share, on preferential basis to Promoter and Promoter Group by Conversion of their existing loan in the Company.</p> <p>iii. Allotment of 4,79,504 Equity Shares of face value of Rs. 2/- each at a price of Rs. 118.56 per equity share including premium of Rs. 116.56 per equity share, on preferential basis to Unsecured</p>



		<p>Creditor under Non-Promoter category by Conversion of their existing loan.</p> <p>iv. Allotment of 75,00,272 Equity Shares of face value of Rs. 2/- each at a price of Rs. 118.56 per equity share including premium of Rs. 116.56 per equity share, on preferential basis to National Asset Reconstruction Company Ltd (NARCL) by Conversion of their existing loan in the Company.</p> <p>6. Thereafter, the Company has allotted 3,38,545 Equity Shares of the face value of Rs. 2/- each of the Company under ESOP Scheme 2021, to the eligible grantees, pursuant to exercise of stock options on 24.06.2024.</p> <p>7. In view of the aforesaid allotments, the Paid-up Equity Share capital of the Company stands increased from INR 9,79,55,852/- to INR 11,86,94,214/-. Consequently, the Paid up Capital composition stands as follows as on 30.06.2024:</p> <p>(a) Pre-issue Equity Share Capital – INR 9,79,55,852/- (b) Equity Share Capital allotted – INR 2,07,38,362/- (c) Post-issue Equity Share Capital – INR 11,86,94,214/-</p> <p>8. **1,00,30,636 shares are lying in the Temporary ISIN of the Company in NSDL for the shares allotted Pursuant to preferential allotment on 23.05.2024. **3,38,545 shares were allotted under ESOP Scheme 2021 of the company on 24.06.2024 and the same are also lying in the Temporary ISIN of the Company.</p> <p>9. The Company has allotted 42,17,274 Warrants, at a price of Rs. 118.56 per warrant on preferential basis to Promoters and Promoter Group. Each Warrant shall be converted into Equity Shares of the Company at Rs. 118.56 including premium of Rs. 116.56 per share. Each Warrant shall be converted into 1 equity shares of the Company within 18 months from the date of allotment as per the SEBI (ICDR) Regulations, 2018. The said Warrant has been allotted by infusion of Rs. 12.50 Crore by the Promoter and Promoter Group.</p> <p>10. The Company has allotted 29,41,549 Warrants, at a price of Rs. 118.56 per warrant on preferential basis to Unsecured Creditor under Non-Promoter Category. Each Warrant shall be converted into Equity Shares of the Company at Rs. 118.56 including premium of Rs. 116.56 per share. Each Warrant shall be converted into 1 equity shares of the Company within 18 months from the date of allotment as per the SEBI (ICDR) Regulations, 2018. The said Warrant has been allotted by Conversion of their existing loan in the Company.</p> <p>11. The Company has allotted 60,10,768 Unlisted, Secured Zero Coupon Non-Convertible Debentures (NCDs) of face value of Rs.1000/- each of the Company, aggregating to Rs 601.08 Crs. on private placement to National Asset Reconstruction Company Ltd (NARCL) by conversion of their existing secured loan in the Company.</p>
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