

# Corporate Governance

## General information about company

Scrip Code	500402
NSE Symbol	SPMLINFRA
MSEI Symbol	NOTLISTED
ISIN	INE937A01023
Name of the entity	SPML Infra Limited
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Quarterly
Date of Report	30-Jun-2024
Risk management committee	Applicable

**Annexure I to be submitted by listed entity on quarterly basis**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Disqualification of Directors under section 164 of the

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Whether Chairperson is related to MD or CEO		Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification
					Category 1 of directors	Category 2 of directors					
1	Mr.	SUBHASH CHAND SETHI	AMGPS8645B	00464390	Executive Director	Chairperson		14-Aug-1954	No		
2	Mr.	SUSHIL KUMAR SETHI	AMGPS8647D	00062927	Non-Executive - Non Independent Director	Not Applicable		22-Jul-1958	No		
3	Mr.	PREM SINGH RANA	AAAPR2558L	00129300	Non-Executive - Independent Director	Not Applicable		10-Sep-1946	No		
4	Mrs.	PAVITRA JOSHI SINGH	ADKPJ1379E	08355578	Non-Executive - Independent Director	Not Applicable		12-Dec-1977	No		
		TIRUDAIMARUDHUR			Non-Executive -	Not		09-			

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Rem
1	00129300	PREM SINGH RANA	Non-Executive - Independent Director	Chairperson	10-Feb-2014		
2	08355578	PAVITRA JOSHI SINGH	Non-Executive - Independent Director	Member	12-Nov-2019		
3	00062927	SUSHIL KUMAR SETHI	Non-Executive - Non Independent Director	Member	06-Apr-2021		
4	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Member	14-Feb-2022		
5	03197285	ARUNDHUTI DHAR	Non-Executive - Independent Director	Member	13-Feb-2023		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Rem
1	08355578	PAVITRA JOSHI SINGH	Non-Executive - Independent Director	Chairperson	12-Nov-2019		
2	00129300	PREM SINGH RANA	Non-Executive - Independent Director	Member	28-May-2014		
3	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Member	07-Jul-2021		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Rem
1	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Chairperson	07-Jul-2021		
2	08355578	PAVITRA JOSHI SINGH	Non-Executive - Independent Director	Member	07-Jul-2021		
3	00464390	SUBHASH CHAND SETHI	Executive Director	Member	28-May-2014		

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attend the meeting*
1	13-Feb-2024			true	6	5	3
2	27-Mar-2024	42		true	6	6	4
3	23-May-2024	56		true	6	5	3
4	30-May-2024	6		true	6	5	3
5	24-Jun-2024	24		true	7	5	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending meeting (other than Board of Directors)
1	Audit Committee	13-Feb-2024				true	5	4	3	2
2	Audit Committee	27-Mar-2024	42			true	5	5	4	2
3	Audit Committee	30-May-2024	63			true	5	4	3	2
4	Nomination and remuneration committee	28-May-2024				true	3	3	3	2

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions	
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Disclosure of notes of material transaction with related party	
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**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Other details of cyber security incidence or breaches or loss of data event	
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Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
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Sr	Date of the event	Brief details of the event
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**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:
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**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	SWATI AGARWAL
2	Designation	Company Secretary

