

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 | Half Yearly |
| Date of Report | 30-Sep-2024 |
| Risk management committee | Not Applicable |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Disqualification of Directors under section 164 c

| Sr | Title (Mr/ Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification |
|----|----------------|---------------------------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|
| 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. | MANOJ KUMAR DIGGA | ACNPD0513A | 01090626 | Executive Director | Not Applicable | | 02-Sep-1969 | No | | |
| 4 | Mr. | PREM SINGH RANA | AAAPR2558L | 00129300 | Non-Executive - Independent Director | Not Applicable | | 10-Sep-1946 | No | | |
| 5 | Mr. | TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR | AAVPS8687C | 02720714 | Non-Executive - Independent Director | Not Applicable | | 09-Jun-1967 | No | | |
| 6 | Mrs. | PAVITRA JOSHI SINGH | ADKPJ1379E | 08355578 | Non-Executive - Independent Director | Not Applicable | | 12-Dec-1977 | No | | |
| 7 | Ms. | ARUNDHATI DHAR | ACNPD9707E | 03197285 | Non-Executive - Independent Director | Not Applicable | | 21-Jun-1973 | No | | |
| 8 | Mr. | MAHENDRA PAL SINGH | ACDPS9300G | 10782709 | Non-Executive - Independent Director | Not Applicable | | 06-Oct-1962 | No | | |
| 9 | Mrs. | NEETA KARMAKAR | AEMPK4771Q | 08730604 | Non-Executive - Independent Director | Not Applicable | | 18-Jan-1962 | No | | |

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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 | 21-Sep-2024 | |
| 2 | 08355578 | PAVITRA JOSHI SINGH | Non-Executive - Independent Director | Member | 12-Nov-2019 | 21-Sep-2024 | |
| 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 | ARUNDHATI DHAR | Non-Executive - Independent Director | Member | 13-Feb-2023 | | |

| | |
|---|-----|
| Nomination and remuneration committee | |
| 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 | 08355578 | PAVITRA JOSHI SINGH | Non-Executive - Independent Director | Chairperson | 12-Nov-2019 | 21-Sep-2024 | |
| 2 | 00129300 | PREM SINGH RANA | Non-Executive - Independent Director | Member | 28-May-2014 | 21-Sep-2024 | |
| 3 | 02720714 | TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR | Non-Executive - Independent Director | Member | 07-Jul-2021 | | |

| | |
|---|-----|
| Stakeholders Relationship Committee | |
| 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 | 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 | 21-Sep-2024 | |
| 3 | 00464390 | SUBHASH CHAND SETHI | Executive Director | Member | 28-May-2014 | | |

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 | 23-May-2024 | | | true | 6 | 5 | 3 |
| 2 | 30-May-2024 | 6 | | true | 6 | 6 | 4 |
| 3 | 24-Jun-2024 | 24 | | true | 7 | 5 | 3 |
| 4 | 12-Aug-2024 | 48 | | true | 7 | 6 | 3 |
| 5 | 27-Aug-2024 | 14 | | true | 7 | 6 | 3 |
| 6 | 21-Sep-2024 | 24 | | true | 7 | 6 | 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 | 30-May-2024 | | | | true | 5 | 5 | 4 | 3 |
| 2 | Audit Committee | 12-Aug-2024 | 73 | | | true | 5 | 4 | 3 | 3 |
| 3 | Audit Committee | 27-Aug-2024 | 14 | | | true | 5 | 4 | 3 | 3 |
| 4 | Nomination and remuneration committee | 28-May-2024 | | | | true | 3 | 3 | 3 | 1 |
| 5 | Nomination and remuneration committee | 19-Jul-2024 | 51 | | | true | 3 | 3 | 3 | 3 |
| 6 | Nomination and remuneration committee | 27-Aug-2024 | 38 | | | true | 3 | 2 | 2 | 2 |
| 7 | Nomination and remuneration committee | 21-Sep-2024 | 24 | | | true | 3 | 2 | 2 | 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 | |
|---|--|

| | |
|--|--|
| Disclosure of notes of material transaction with related party | |
|--|--|

Details of Cyber security incidence

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|--|----|
| 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 |
|--|----|

| | |
|---|--|
| Other details of cyber security incidence or breaches or loss of data event | |
|---|--|

| | |
|--|--|
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | |
|--|--|

| Sr | Date of the event | Brief details of the event |
|----|-------------------|----------------------------|
|----|-------------------|----------------------------|

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 | No |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | No |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | No |
| 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) | NA |
| 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: | It is to be informed that committees were well constituted as per applicable law till 21.09.2024. As far as the committee compositions are concerned, owing to the absence of the newly appointed director, Board decided to reconstitute the committee at the next board meeting in presence of all the directors. It is further informs that there were no meetings of the Audit Committee held during the period from 21.9.24-23.10.24 and the meeting held on 24.10.24 was duly chaired by an independent director |
|---|---|--|

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Swati Agarwal |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure III**III. Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given h |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | 0 | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | 0 | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | 0 | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | 0 | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | 0 | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | 0 | |
| 7 | Whether 'Corporate Governance Report' disclosed in Annual Report | 34(3) read with para C of Schedule V | 0 | |
| Any other information to be provided | | | | |

Annexure III

| | | |
|---|-------------------|---------------|
| 1 | Name of signatory | Swati Agarwal |
| 2 | Designation | CFO |

Additional Half yearly Disclosure

| | |
|------------------------------|------------|
| Applicability of disclosure | Applicable |
| Reason for Non Applicability | |

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | |
|---|---|--|
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | 0 | 553315521.3 |
| Promoter Group or any other entity controlled by them | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 123425877.13 |

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
|--|---------------------------------------|--|--|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

(D) Additional Information

II. Affirmations

| Affirmations | Compliance Status | Company Remarks |
|---|-------------------|-----------------|
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | Yes | |
| Name | Manoj Kumar Digga | |
| Designation | CFO | |
| Place | Kolkata | |
| Date | 19-Oct-2024 | |

