

Integrated Governance

SPML INFRA LIMITED

General information about company

Scrip code	500402
NSE Symbol	SPMLINFRA
MSEI Symbol	NOTLISTED
ISIN	INE937A01023
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Half Yearly
Date of Quarter Ending	30-09-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false During the quarter ended 30th September, 2025, Company has not acquired any shares or voting rights in Unlisted Companies
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false During the quarter ended 30th September, 2025, no fine or penalty has been imposed as clause 20 of part A para A of Sch III of LODR
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true
Risk management committee	false
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	S00484
Reason For No SCORE ID	
Type of Submission	Revision
Remarks (website dissemination)	

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Whether Chairperson is related to MD or CEO

true

true

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenu direct mon
1	Mr	SUBHASH CHAND SETHI	00464390	Non-Executive - Non Independent Director	Chairperson		false				Active	NA		01-06-1984	03-09-2025		
2	Mr	SUSHIL SETHI	00062927	Non-Executive - Non Independent Director	Not Applicable		false				Active	No		27-08-1981	06-04-2021		
3	Mr	MANOJ KUMAR DIGGA	01090626	Executive Director	Not Applicable		false				Active	NA		30-05-2024	30-05-2024		
4	Mr	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	02720714	Non-Executive - Independent Director	Not Applicable		false				Active	No		08-06-2021	08-06-2021		5
5	Mr	MAHENDRA PAL SINGH	10782709	Non-Executive - Independent Director	Not Applicable		false				Active	No		21-09-2024	21-09-2024		12
6	Ms	ARUNDHUTI DHAR	03197285	Non-Executive - Independent Director	Not Applicable		false				Active	No		13-02-2023	13-02-2023		3
7	Mrs	NEETA KARMAKAR	08730604	Non-Executive - Independent Director	Not Applicable		false				Active	No		21-09-2024	21-09-2024		12
8	Mr	THARUVAI VENUGOPAL RANGASWAMI	01957380	Non-Executive - Nominee Director	Not Applicable		false				Active	No		24-10-2024	24-10-2024		
9	Mr	ABHINANDAN SETHI	03576095	Executive Director	Not Applicable		false				Active	NA		03-09-2025	03-09-2025		
10	Mr	RAJEEV KUMAR JAIN	07905985	Non-Executive - Independent Director	Not Applicable		false				Active	No		03-09-2025	03-09-2025		1

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10782709	MAHENDRA PAL SINGH	Non-Executive - Independent Director	Chairperson	24-10-2024		
2	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Member	14-02-2022		
3	03197285	ARUNDHUTI DHAR	Non-Executive - Independent Director	Member	13-02-2023		
4	08730604	NEETA KARMAKAR	Non-Executive - Independent Director	Member	24-10-2024		
5	00062927	SUSHIL SETHI	Non-Executive - Non Independent Director	Member	06-04-2021		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08730604	NEETA KARMAKAR	Non-Executive - Independent Director	Chairperson	24-10-2024		
2	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Member	07-07-2021		
3	10782709	MAHENDRA PAL SINGH	Non-Executive - Independent Director	Member	24-10-2024		
4	00062927	SUSHIL SETHI	Non-Executive - Non Independent Director	Member	24-10-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02720714	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	Non-Executive - Independent Director	Chairperson	07-07-2021		
2	10782709	MAHENDRA PAL SINGH	Non-Executive - Independent Director	Member	24-10-2024		
3	00464390	SUBHASH CHAND SETHI	Non-Executive - Non Independent Director	Member	28-05-2014		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
No records available							

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03197285	ARUNDHUTI DHAR	Non-Executive - Independent Director	Chairperson	24-10-2024		
2	08730604	NEETA KARMAKAR	Non-Executive - Independent Director	Member	24-10-2024		
3	01090626	MANOJ KUMAR DIGGA	Executive Director	Member	24-10-2024		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

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 attending the meeting*
1	29-05-2025			true	8	8	4
2	13-08-2025	75		true	8	8	4
3	03-09-2025	20		true	8	8	4

Annexure I

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 the meeting (other than Board of Directors)
1	Audit Committee	29-05-2025				true	5	5	4	1
2	Audit Committee	13-08-2025	75			true	5	5	4	1
3	Audit Committee	03-09-2025	20			true	5	4	4	1
4	Nomination and remuneration committee	29-05-2025				true	4	4	3	1
5	Nomination and remuneration committee	13-08-2025	75			true	4	4	3	1
6	Nomination and remuneration committee	03-09-2025	20			true	4	3	3	1

Annexure I

V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

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

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		false
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
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
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)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	SWATI AGARWAL
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Swati Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	30-09-2025

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.			
(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	55,33,15,521.30	
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	0	
(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.	true		
Name	Manoj Kumar Digga		
Designation	CFO		
Place	Kolkata		
Date	30-09-2025		

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	15-02-2011	Demand disputed	Hearing Pending
2	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	13-02-2012	Demand disputed	Hearing Pending
3	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	13-02-2012	Demand disputed	Hearing Pending
4	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	03-01-2014	Demand disputed	Hearing Pending
5	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	07-03-2014	Demand disputed	Hearing Pending
6	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	07-03-2014	Demand disputed	Hearing Pending
7	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	03-01-2014	Demand disputed	Hearing Pending
8	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata	24-01-2015	Demand disputed	Order due
9	JCCT Appeals, Patna	26-02-2015	Demand disputed	Appeal filed at JCCT
10	JCCT Appeals, Patna	10-04-2019	Demand disputed	Petition filed at Tribunal
11	JCCT Appeals, Patna	25-03-2016	Demand disputed	Appeal filed at JCCT
12	Additional Commissioner, Agra	25-03-2014	Demand disputed	Matter in appeal
13	JCCT (Appeals) Jamshedpur	10-11-2014	Demand disputed	Hearing Pending
14	JCCT (Appeals) Jamshedpur	13-03-2016	Demand disputed	Hearing Pending
15	JCCT (Appeals) Jamshedpur	13-03-2016	Demand disputed	Hearing Pending
16	Commissioner DVAT, Delhi	02-09-2014	Demand disputed	Demand disputed
17	Deputy Commissioner, Appeals-II Jaipur	30-03-2014	Appeal filed by Tax Department	Hearing Pending
18	Deputy Commissioner, Appeals-II Jaipur	30-03-2014	Appeal filed by Tax Department	Hearing Pending
19	JCCT Appeals, Patna	12-01-2019	Demand disputed	Appeal filed
20	Sr JCCT, Appeals, Comm Tax, Kolkata	10-09-2020	Demand disputed	Hearing Pending
21	Appeal filed at JCCT - Patna	20-09-2020	Demand disputed	Appeal filed at JCCT
22	Commissioner Service Tax, Kolkata	31-03-2011	Case is being heard	Case is being heard
23	Commissioner of CGST & Central tax (Appeals)	25-09-2025	Cross obligation filed against Department Appeal	Cross obligation filed against Department Appeal
24	Commissioner of CGST & Central tax (Appeals)	19-04-2025	Appeal filed	Appeal filed
25	Commissioner of Income Tax (Appeals)	29-04-2024	New	Appeal is pending