

# 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-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-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	Category of directors		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		
5	Mr.	TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR	AAVPS8687C	02720714	Non-Executive - Independent Director	Not Applicable		09-Jun-1967	No		
6	Ms.	ARUNDHUTI DHAR	ACNPD9707E	03197285	Non-Executive - Independent Director	Not Applicable		21-Jun-1973	No		

**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	14-Nov-2023			true	6	6	4
2	13-Feb-2024	90		true	6	5	3
3	27-Mar-2024	42		true	6	6	4

**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	14-Nov-2023				true	5	4	3	2
2	Audit Committee	13-Feb-2024	90			true	5	4	3	2
3	Audit Committee	27-Mar-2024	42			true	5	5	4	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

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.spml.
2	Terms and conditions of appointment of independent directors	Yes		www.spml.
3	Composition of various committees of board of directors	Yes		www.spml.
4	Code of conduct of board of directors and senior management personnel	Yes		www.spml.
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.spml.
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.spml.
8	Policy for determining 'material' subsidiaries	Yes		www.spml.
9	Details of familiarization programmes imparted to independent directors	Yes		www.spml.
10	Email address for grievance redressal and other relevant details	Yes		www.spml.
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.spml.
12	Financial results	Yes		www.spml.
13	Shareholding pattern	Yes		www.spml.
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	Yes		www.spml.
17	Advertisements as per regulation 47 (1)	Yes		www.spml.
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.spml.
20	Secretarial Compliance Report	Yes		www.spml.
21	Materiality Policy as per Regulation 30(4)	Yes		www.spml.
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.spml.
23	Disclosures under regulation 30(8)	Yes		www.spml.
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.spml.
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.spml.
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		www.spml.



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given her
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

**Annexure II**

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

**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**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	643786156.8
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	133976862.84

**(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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	Equity Shares	0	519138816
KMPs or any other entity controlled by them	NA	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	Textual Information(2)
Name	Manoj Digga	
Designation	CFO	
Place	Kolkata	
Date	19-Apr-2024	

**Text Block**

Textual Information(3)

The figures are subject to year end valuation of the respective Companies

