

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 | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter Type | Quarterly |
| Date of Quarter Ending | 31-12-2024 |
| 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 31st December, 2024, 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 31st December, 2024, no fine or penalty has been imposed as clause 20 of part A para A of Sch III |
| 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 |
| 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 | Original |
| 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

true

Whether Chairperson is related to MD or CEO

false

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 | Executive Director | Chairperson | | false | | | | Active | NA | | 01-06-1984 | 01-01-2020 | | |
| 2 | Mr | SUSHIL SETHI | 00062927 | Non-Executive - Non Independent Director | Not Applicable | | false | | | | Active | NA | | 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 | NA | | 08-06-2021 | 08-06-2021 | | 4 |
| 5 | Mrs | ARUNDHUTI DHAR | 03197285 | Non-Executive - Independent Director | Not Applicable | | false | | | | Active | NA | | 13-02-2023 | 13-02-2023 | | 2 |
| 6 | Mr | MAHENDRA PAL SINGH | 10782709 | Non-Executive - Independent Director | Not Applicable | | false | | | | Active | NA | | 21-09-2024 | 21-09-2024 | | 3 |
| 7 | Mrs | NEETA KARMAKAR | 08730604 | Non-Executive - Independent Director | Not Applicable | | false | | | | Active | NA | | 21-09-2024 | 21-09-2024 | | 3 |
| 8 | Mr | THARUVAI VENUGOPAL RANGASWAMI | 01957380 | Executive - Nominee Director | Not Applicable | | false | | | | Active | NA | | 24-10-2024 | 24-10-2024 | | 2 |

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 | 08730604 | NEETA KARMAKAR | Non-Executive - Independent Director | Member | 24-10-2024 | | |
| 3 | 00062927 | SUSHIL SETHI | Non-Executive - Non Independent Director | Member | 06-04-2021 | | |
| 4 | 02720714 | TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR | Non-Executive - Independent Director | Member | 14-02-2022 | | |
| 5 | 03197285 | ARUNDHUTI DHAR | Non-Executive - Independent Director | Member | 13-02-2023 | | |

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 | 10782709 | MAHENDRA PAL SINGH | Non-Executive - Independent Director | Member | 24-10-2024 | | |
| 3 | 02720714 | TIRUDAIMARUDHUR SRIVASTAN SIVASHANKAR | Non-Executive - Independent Director | Member | 07-07-2021 | | |
| 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 | Executive Director | Member | 28-05-2014 | | |

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 | | |

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 | 12-08-2024 | | | true | 7 | 6 | 3 |
| 2 | 27-08-2024 | 14 | | true | 7 | 6 | 3 |
| 3 | 21-09-2024 | 24 | | true | 7 | 6 | 3 |
| 4 | 24-10-2024 | 32 | | true | 7 | 7 | 4 |
| 5 | 11-11-2024 | 17 | | true | 8 | 8 | 4 |
| 6 | 30-12-2024 | 48 | | true | 8 | 7 | 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 | 12-08-2024 | | | | true | 5 | 4 | 3 | 3 |
| 2 | Audit Committee | 27-08-2024 | 14 | | | true | 5 | 4 | 3 | 3 |
| 3 | Audit Committee | 24-10-2024 | 57 | | | true | 3 | 3 | 2 | 2 |
| 4 | Audit Committee | 11-11-2024 | 17 | | | true | 5 | 5 | 4 | 2 |
| 5 | Audit Committee | 30-12-2024 | 48 | | | true | 5 | 5 | 4 | 2 |
| 6 | Nomination and remuneration committee | 19-07-2024 | | | | true | 3 | 3 | 3 | 3 |
| 7 | Nomination and remuneration committee | 27-08-2024 | 38 | | | true | 3 | 2 | 2 | 2 |
| 8 | Nomination and remuneration committee | 21-09-2024 | 24 | | | true | 3 | 2 | 2 | 2 |
| 9 | Nomination and remuneration committee | 30-12-2024 | 99 | | | true | 4 | 4 | 3 | 2 |

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) | 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. | 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 | |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | SWATI AGARWAL |
| Designation of person | Company Secretary and Compliance Officer |
| Place | KOLKATA |
| Date | 10-02-2025 |

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 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 filled at Tribunal |
| 11 | JCCT Appeals, Patna | 25-03-2016 | Demand disputed | Appeal filed at JCCT |
| 12 | Additional Commissioner, Agra | 25-03-2014 | Disputed Demand | 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, Commi Taxes, 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 |