

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	Quarterly
Date of Quarter Ending	31-12-2025
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 31st december 2025, company has not acquired any shares or voting rights in an unlisted public company
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 2025, no fine or penalty has been imposed on the company under SEBI LODR regulations 2015
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

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		15
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		15
8	Mr	THARUVAI VENUGOPAL RANGASWAMI	01957380	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		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		4

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							
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						
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	13-08-2025			true	8	8	4
2	03-09-2025	20		true	8	6	4
3	13-11-2025	70		true	10	9	5

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	13-08-2025				true	5	5	4	2
2	Audit Committee	03-09-2025	20			true	5	4	4	2
3	Audit Committee	13-11-2025	70			true	5	4	4	2
4	Nomination and remuneration committee	13-08-2025				true	4	4	3	1
5	Nomination and remuneration committee	03-09-2025	20			true	4	3	3	1
6	Nomination and remuneration committee	13-11-2025	70			true	4	3	3	1
7	Corporate Social Responsibility Committee	13-11-2025				true	3	3	2	2
8	Corporate Social Responsibility Committee	15-12-2025	31			true	3	3	2	3

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	Mrs 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		

Signatory Details

Name of signatory	Mrs Swati Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	31-12-2025

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 filled 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, 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