

SHAILASHRI BHASKAR
B.Com, M B A, F C S.
Practising Company Secretary
(FCS:5778; CP:5092)

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To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza' C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of upto 10,030,636 Equity Shares and upto 71,67,626 Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Shailashri Bhaskar, Practising Company Secretary, have verified the relevant records and documents of SPML Infra Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) The entire pre-preferential holding of the allottee(s) (*name of proposed allottees along with number of securities held by them*) and that the same is in dematerialized form
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018 as applicable. Further, there is no sale/ pledge of pre-preferential holding from 27th March, 2024 (Relevant Date) till the date of this Certificate.(date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in/pledge thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details		Pledge Details	
			From	To	From	To
SPML India Ltd	IN300020 60043455	17,80,500	-	-	05.04.2018	30.09.2027
	IN300020 60043455	20,74,540	27.03.2024	27.09.2024	-	-
Zoom Industrial Services Ltd	IN303270 10051979	7,474,600	27.03.2024	27.09.2024	-	-
SPML Industries Ltd	IN303655 10187178	N.A.	N.A.	N.A.	N.A.	N.A.
National Asset Reconstruction Company Ltd		N.A.	N.A.	N.A.	N.A.	N.A.

(*) client id/ folio no in case allottee hold the securities in physical form

- c) The relevant date for the purpose of said minimum issue price is Wednesday, 27th March, 2024.



- d) The workings for arriving at such minimum issue price and valuation report from Independent Registered Valuer have been attached herewith.
- e) The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date on National Stock Exchange of India Ltd
- f) I hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018


SHAILASHRI BHASKAR
PRACTISING COMPANY SECRETARY
MEMBERSHIP NUMBER: F5778
CP no: 5092
UDIN: f005778f000021750
Date : 03 /04/2024

