

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L40106DL1981PLC012228

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADC52469K

(ii) (a) Name of the company

SPML INFRA LIMITED

(b) Registered office address

F-27/2, OKHLA INDUSTRIAL AREA PHASE-II,  
NEW DELHI  
Delhi  
110020  
India



(c) \*e-mail ID of the company

cs@spml.co.in

(d) \*Telephone number with STD code

03340091200

(e) Website

www.spml.co.in

(iii) Date of Incorporation

27/08/1981

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE	1
2	BSE LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23, R.N. Mukherjee Road  
5th Floor

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 30th September, 2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	E	Water supply, sewerage and waste management	E3	Waste collection, treatment and disposal activities, materials recovery and Other	80.04
2	F	Construction	F3	Demolition & site preparation, Electrical, plumbing & other Specialized construction	19.96

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ALLAHABAD WASTE PROCESSING +	U90000KA2010PLC118807	Subsidiary	99.03
2	BHAGALPUR ELECTRICITY DIST +	U40300WB2013PTC193917	Subsidiary	100
3	DOON VALLEY WASTE MANAG +	U90000KA2011PTC120218	Subsidiary	87.49
4	MATHURA NAGAR WASTE PRO +	U90001KA2010PLC119486	Subsidiary	98.91
5	SPML INFRASTRUCTURE LIMIT +	U45201KA2007PLC043613	Subsidiary	100
6	SPML UTILITIES LIMITED	U90000KA2008PLC046115	Subsidiary	100
7	SANMATI INFRADEVELOPERS F +	U55103KA2006PTC040751	Subsidiary	74.99
8	PONDICHERRY SPECIAL ECONO +	U45209KA2006PLC160225	Subsidiary	74.95
9	MADURAI MUNICIPAL WASTE I +	U74999KA2008PTC169800	Subsidiary	99.99
10	BINWA POWER COMPANY PVT +	U45202HP1990PTC029003	Associate	49.27
11	SPML ENERGY LIMITED	U40102KA2007PLC042238	Associate	48.02
12	BHILWARA JAIPUR TOLL ROAD +	U45203RJ2010PTC031427	Associate	51
13	SPML BHIWANDI WATER SUPP +	U41000MH2008PLC182757	Associate	44.94
14	SPML BHIWANDI WATER SUPP +	U41000MH2008PLC182813	Associate	50
15	SPMLIL-AMRUTHA CONSTRU +	U45309KA2018PTC110677	Associate	50
16	MALVIYA NAGAR WATER SERV +	U93000DL2012PTC273064	Joint Venture	26
17	MVV WATER UTILITY PRIVATE L +	U41000DL2012PTC241599	Joint Venture	48.08
18	GURHA THERMAL POWER COM +	U40109RJ2009SGC028694	Joint Venture	50
19	HYDRO-COMP ENTERPRISES (II +	U74140KA2007PTC043739	Joint Venture	50
20	AURANGABAD CITY WATER UT +	U41000MH2011PLC219120	Joint Venture	40.01

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	45,422,996	45,422,996	45,422,996
Total amount of equity shares (in Rupees)	400,000,000	90,845,992	90,845,992	90,845,992

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	200,000,000	45,422,996	45,422,996	45,422,996
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	400,000,000	90,845,992	90,845,992	90,845,992

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	7,500,000	1,777,465	1,777,465	1,777,465
Total amount of preference shares (in rupees)	750,000,000	177,746,500	177,746,500	177,746,500

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>0% Compulsarily Convertible preference shares</b>				
Number of preference shares	7,500,000	1,777,465	1,777,465	1,777,465
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	750,000,000	177,746,500	177,746,500	177,746,500

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	157,781	39,267,495	39425276	78,850,552	78,850,552	

<b>Increase during the year</b>	0	6,002,760	6002760	12,005,520	12,005,520	307,090,090
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	2,742,790	2742790	5,485,580	5,485,580	150,853,450 <sup>+</sup>
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	3,254,930	3254930	6,509,860	6,509,860	156,236,640 <sup>+</sup>
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	5,040	5040	10,080	10,080	
Converted Into Demat						
<b>Decrease during the year</b>	5,040	0	5040	10,080	10,080	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	5,040	0	5040	10,080	10,080	
Converted into Demat						
<b>At the end of the year</b>	152,741	45,270,255	45422996	90,845,992	90,845,992	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	3,404,930	3404930	340,493,000 <sup>+</sup>	340,493,000 <sup>+</sup>	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify	0	0	0	0	0	
NIL						
<b>Decrease during the year</b>	0	1,627,465	1627465	162,746,500	162,746,500	0
i. Redemption of shares	0	0	0	0	0	

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	0	1,627,465	1627465	162,746,500	162,746,500	
Converted into Equity Share				+	+	
<b>At the end of the year</b>	0	1,777,465	1777465	177,746,500	177,746,500	

ISIN of the equity shares of the company

INE937A01023

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes     No     Not Applicable

Separate sheet attached for details of transfers

Yes     No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	5,239,100	1000	5,239,100,000

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			5,239,100,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	5,406,767,000	0	167,667,000	5,239,100,000

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

8,777,958,000

**(ii) Net worth of the Company**

3,496,450,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,090,550	9.01	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0



3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	12,307,330	27.09	1,777,465	100
10.	Others	0	0	0	0
	<b>Total</b>	16,397,880	36.1	1,777,465	100

**Total number of shareholders (promoters)**

12

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,273,667	33.63	0	0
	(ii) Non-resident Indian (NRI)	1,112,643	2.45	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	1,145,406	2.52	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0

8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	11,294,998	24.87	0	0
10.	Others IEPF & Clearing Member	198,402	0.44	0	0
	<b>Total</b>	29,025,116	63.91	0	0

**Total number of shareholders (other than promoters)**

11,908

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

11,920

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	14	12
Members (other than promoters)	10,852	11,908
Debenture holders	7	6

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	3.35	2.94
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	5	1	5	3.35	2.94

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUSHIL KUMAR SETH <input type="checkbox"/>	00062927	Director	1,334,660	
PREM SINGH RANA	00129300	Director	0	
SUBHASH CHAND SETHI <input type="checkbox"/>	00464390	Whole-time director	1,523,280	
SRIVATSAN SIVASHAN <input type="checkbox"/>	02720714	Director	0	
ARUNDHUTI DHAR	03197285	Additional director	0	
PAVITRA JOSHI SINGH <input type="checkbox"/>	08355578	Director	0	
MANOJ KUMAR DIGGAJARI <input type="checkbox"/>	ACNPD0513A	CFO	0	
SWATI AGARWAL	ARFPA9003P	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
CHARAN SINGH	09238002	Director	14/11/2022	CESSATION
ARUNDHUTI DHAR	03197285	Additional director	13/02/2023	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING <input type="checkbox"/>	26/09/2022	12,788	60	35.07
EXTRA ORDINARY GENERAL MEETING <input type="checkbox"/>	15/07/2022	12,329	34	25.06

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2022	6	6	100
2	28/05/2022	6	5	83.33
3	28/07/2022	6	5	83.33
4	11/08/2022	6	5	83.33
5	14/11/2022	6	5	83.33
6	13/02/2023	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	28/05/2022	4	3	75
2	AUDIT COMM	11/08/2022	4	3	75
3	AUDIT COMM	14/11/2022	4	3	75
4	AUDIT COMM	13/02/2023	3	3	100
5	NOMINATION	13/02/2023	3	3	100
6	STAKEHOLDER	07/03/2022	3	3	100
7	CORPORATE	14/11/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SUSHIL KUMAR	6	6	100	5	5	100	

2	PREM SINGH	6	6	100	6	6	100	
3	SUBHASH CH	6	6	100	1	1	100	
4	SRIVATSAN	6	6	100	6	6	100	
5	ARUNDHUTI I	0	0	0	0	0	0	
6	PAVITRA JOS	6	2	33.33	6	3	50	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUBHASH CHAND	WHOLE TIME D	9,353,508	0	0	0	9,353,508
	Total		9,353,508	0	0	0	9,353,508

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOJ KUMAR DI	CFO	9,228,225	0	0	0	9,228,225
2	SWATI AGARWAL	COMPANY SEC	1,126,617	0	0	0	1,126,617
	Total		10,354,842	0	0	0	10,354,842

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

TUMUL MAHESHWARI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

5554

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

10

dated

14/08/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

00464390

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

16464

Certificate of practice number

5554

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**