

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, NA
NEW DELHI
Delhi
110020
India

(c) *e-mail ID of the company

CS*****CO.IN

(d) *Telephone number with STD code

03*****00

(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	BOMBAY STOCK EXCHANGE	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 NA
Kolkata

(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

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	90.93
2	F	Construction	F3	Demolition & site preparation, Electrical, plumbing & other Specialized construction	9.07

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 cc	U90000KA2010PLC118807	Subsidiary	99.03

2	Madurai Municipal Waste Proc	U74999KA2008PTC169800	Subsidiary	99.99
3	Mathura Nagar Waste Processi	U90001KA2010PLC119486	Subsidiary	98.91
4	SPML Infrastructure Ltd.	U45201KA2007PLC043613	Subsidiary	99.99
5	SPML Utilities Ltd.	U90000KA2008PLC046115	Subsidiary	100
6	Sanmati Infra developers (P) Lt	U55103KA2006PTC040751	Subsidiary	74.95
7	Bhagalpur Electricity Distributi	U40300WB2013PTC193917	Subsidiary	99.99
8	Pondicherry Special Economic	U45209KA2006PLC160225	Subsidiary	74.95
9	Binwa Power Company Pvt. Ltd	U45202HP1990PTC029003	Associate	49.27
10	SPMLIL- Amrutha Constructior	U45309KA2018PTC110677	Associate	50
11	SPML Bhiwandi Water Supply I	U41000MH2008PLC182757	Associate	44.94
12	SPML Bhiwandi water Supply M	U41000MH2008PLC182813	Associate	50
13	Bhilwara Jaipur Toll Road Priv	U45203RJ2010PTC031427	Associate	51
14	SPML Energy Ltd.	U40102KA2007PLC042238	Associate	48.02
15	MVV Water utility Private Limit	U41000DL2012PTC241599	Joint Venture	48.08
16	Gurha Thermal Power Co. Ltd	U40109RJ2009SGC028694	Joint Venture	50
17	Aurangabad City Water Utility	U41000MH2011PLC219120	Joint Venture	40.01
18	Hydro-comp Enterprises (India	U74140KA2007PTC043739	Joint Venture	50
19	Malviya Ngar Water services Pr	U93000DL2012PTC273064	Joint Venture	26

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	48,977,926	48,977,926	48,977,926
Total amount of equity shares (in Rupees)	400,000,000	97,955,852	97,955,852	97,955,852

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	200,000,000	48,977,926	48,977,926	48,977,926
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	400,000,000	97,955,852	97,955,852	97,955,852

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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			
Equity shares						
At the beginning of the year	152,741	45,270,255	45422996	90,845,992	90,845,992	
Increase during the year	0	3,558,735	3558735	7,117,470	7,117,470	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	3,554,930	3554930	7,109,860	7,109,860	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	3,805	3805	7,610	7,610	
Converted in to demat						
Decrease during the year	3,805	0	3805	7,610	7,610	0
i. Buy-back 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	0
iv. Others, specify	3,805	0	3805	7,610	7,610	
Converted into demat						
At the end of the year	148,936	48,828,990	48977926	97,955,852	97,955,852	

Preference shares

At the beginning of the year	0	1,777,465	1777465	177,746,500	177,746,500	
Increase during the year	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	0
iii. Others, specify						
Decrease during the year	0	1,777,465	1777465	177,746,500	177,746,500	0
i. Redemption 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	0	1,777,465	1777465	177,746,500	177,746,500	
Converted into Equity Shares						
At the end of the year	0	0	0	0	0	

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		<input type="text"/>	
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

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

Ledger Folio of Transferee	<input type="text"/>
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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	0	0	0
Total			0

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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	5,239,100,000	0	5,239,100,000	0

(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
Total					

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

(i) Turnover

13,183,840,000

(ii) Net worth of the Company

5,088,903,000

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	3,909,035	7.98	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	15,362,260	31.37	0	
10.	Others	0	0	0	
	Total	19,271,295	39.35	0	0

Total number of shareholders (promoters)

10

(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	14,886,734	30.39	0	
	(ii) Non-resident Indian (NRI)	410,481	0.84	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,145,406	2.34	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	5,694,130	11.63	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,322,348	14.95	0	
10.	Others IEPF & Clearing Member & T	247,532	0.51	0	

	Total	29,706,631	60.66	0	0
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Total number of shareholders (other than promoters)

9,794

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

9,804

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMICORP CAPITAL (M	SBI SG GLOBAL SECURITIES SERVIC			200,000	0.4
CLIENT ROSEHILL LIMI	CITIBANK N.A. CUSTODY SERVICES			5,493,876	11.21
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			254	

**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	12	10
Members (other than promoters)	11,908	9,794
Debenture holders	6	0

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
A. Promoter	1	1	1	1	3.11	2.73
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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	3.11	2.73

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)
SUBHASH CHAND SE	00464390	Whole-time directo	1,523,280	
SUSHIL KUMAR SETH	00062927	Director	1,334,660	
PREM SINGH RANA	00129300	Director	0	
SRIVATSAN SIVASHA	02720714	Director	0	
ARUNDHUTI DHAR	03197285	Director	0	
PAVITRA JOSHI SING	08355578	Director	0	
MANOJ KUMAR DIGG	ACNPD0513A	CFO	0	
SWATI AGARWAL	ARFPA9003P	Company Secretar	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)
ARUNDHUTI DHAR	03197285	Additional director	30/04/2023	CHANGE IN DESIGNATION

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	30/09/2023	10,866	160	1.47
POSTAL BALLOT	30/04/2023	12,348	111	0.9

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	17/04/2023	6	5	83.33
2	13/06/2023	6	5	83.33
3	14/08/2023	6	6	100
4	14/11/2023	6	6	100
5	13/02/2024	6	5	83.33
6	27/03/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

10

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	13/06/2023	5	4	80
2	AUDIT COMM	14/08/2023	5	5	100
3	AUDIT COMM	14/11/2023	5	5	100
4	AUDIT COMM	13/02/2024	5	4	80
5	AUDIT COMM	27/03/2024	5	5	100
6	STAKEHOLDER	13/06/2023	3	2	66.67
7	NOMINATION	12/05/2023	3	3	100
8	NOMINATION	30/05/2023	3	2	66.67
9	CORPORATE	13/06/2023	3	3	100

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
10	CORPORATE	13/02/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	20/09/2024
								(Y/N/NA)
1	SUBHASH CH	6	6	100	1	1	100	Yes
2	SUSHIL KUMAR	6	6	100	7	7	100	Yes
3	PREM SINGH	6	6	100	9	9	100	Yes
4	SRIVATSAN S	6	6	100	8	8	100	Yes
5	ARUNDHUTI I	6	6	100	7	7	100	Yes
6	PAVITRA JOS	6	4	66.67	8	3	37.5	Yes

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	9,228,000	0	0	0	9,228,000
2	SWATI AGARWAL	CS	1,003,000	0	0	0	1,003,000
	Total		10,231,000	0	0	0	10,231,000

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

2

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
SPML INFRA Ltd	NSE	30/06/2023	Reg-33 OF SEBI (L)	88500	The penalty has been paid
SPML Infra Ltd	BSE	17/07/2023	Reg-33 OF SEBI (L)	88500	The penalty has been paid

(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. ... dated (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

Digitally signed by
SUBHASH CHAND SETHI
Date: 2024.11.15 17:48:07 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
TUMUL MAHESHWARI
Date: 2024.11.15 17:48:07 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

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

List of attachments

MGT_8.pdf
SPML_INFRA_LTD_Shareholders-List2024

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

