

Form No. MGT-7

Form language

☒ English ☐ Hindi**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L40106WB1981PLC276372

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SPML INFRA LIMITED	SPML INFRA LIMITED
Registered office address	22, Camac Street Block-A, 3rd Floor,Kolkata, West Bengal, India,Park Street,Kolkata,Kolkata,West Bengal,India,700016	22, Camac Street Block-A, 3rd Floor,Kolkata, West Bengal, India,Park Street,Kolkata,Kolkata,West Bengal,India,700016
Latitude details	22.54686	22.54686
Longitude details	88.35388	88.35388

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

60043474.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9K

(c) *e-mail ID of the company

*****ml.co.in

(d) *Telephone number with STD code

03*****00

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.spml.co.in</div>											
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">27/08/1981</div>											
v (a) *Class of Company (as on the financial year end date) (Private company/Public Company/One Person Company)	<div style="border: 1px solid black; padding: 2px;">Public company</div>											
(b) *Category of the Company (as on the financial year end date) (Company limited by shares/Company limited by guarantee/Unlimited company)	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>											
(c) *Sub-category of the Company (as on the financial year end date) (Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>											
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code										
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px;">1</div>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 25%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U20221WB1982PTC034886</td> <td>MAHESHWARI DATAMATICS PVT LTD.</td> <td>23, R.N. Mukherjee Road 5th Floor, Kolkata, Kolkata, West Bengal, India, 700001</td> <td></td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U20221WB1982PTC034886	MAHESHWARI DATAMATICS PVT LTD.	23, R.N. Mukherjee Road 5th Floor, Kolkata, Kolkata, West Bengal, India, 700001		
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent									
U20221WB1982PTC034886	MAHESHWARI DATAMATICS PVT LTD.	23, R.N. Mukherjee Road 5th Floor, Kolkata, Kolkata, West Bengal, India, 700001										
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">24/09/2025</div>											
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>											
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No											
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension	<div style="border: 1px solid black; height: 20px;"></div>											

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

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 and remediation activities	36	Water collection, treatment and supply	91
2	F	Construction	42	Civil Engineering	9

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

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

12

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U90000KA2008PLC046115		SPML UTILITIES LIMITED	Subsidiary	100
2	U40300WB2013PTC193917		BHAGALPUR ELECTRICITY DISTRIBUTION COMPANY PRIVATE LIMITED	Subsidiary	99.99
3	U74999KA2008PTC169800		MADURAI MUNICIPAL WASTE PROCESSING COMPANY PRIVATE LIMITED	Associate	25.75
4	U45202HP1990PTC029003		BINWA POWER COMPANY PVT LIMITED	Associate	49.27

5	U41000MH2008PLC182757		SPML BHIWANDI WATER SUPPLY INFRA LIMITED	Associate	44.94
6	U41000MH2008PLC182813		SPML BHIWANDI WATER SUPPLY MANAGEMENT LIMITED	Associate	49.94
7	U45203RJ2010PTC031427		BHILWARA JAIPUR TOLL ROAD PRIVATE LIMITED	Associate	48.72
8	U40102KA2007PLC042238		SPML ENERGY LIMITED	Associate	27.31
9	U41000DL2012PTC241599		MVV WATER UTILITY PRIVATE LIMITED	Joint Venture	48.08
10	U40109RJ2009SGC028694		GURHA THERMAL POWER COMPANY LIMITED	Joint Venture	49.99
11	U74140KA2007PTC043739		HYDRO-COMP ENTERPRISES (INDIA) PRIVATE LIMITED	Joint Venture	50
12	U93000DL2012PTC273064		MALVIYA NAGAR WATER SERVICES PRIVATE LIMITED	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	200000000.00	71500315.00	71500315.00	71500315.00
Total amount of equity shares (in rupees)	400000000.00	143000630.00	143000630.00	143000630.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares of Rs.2 each				

Number of equity shares	200000000	71500315	71500315	71500315
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	400000000	143000630	143000630	143000630

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
<input type="text"/>				
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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(i) Equity shares						
At the beginning of the year	148936	48828990	48977926.00	97955852	97955852	
Increase during the year	0.00	22522389.00	22522389.00	45044778.00	45044778.00	2595634370.64
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	22183844	22183844.00	44367688	44367688	2585748856.64
v ESOPs	0	338545	338545.00	677090	677090	9885514
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	148936.00	71351379.00	71500315.00	143000630.00	143000630.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		<div></div>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Zero Coupon Non Convertible Debentures	6010768	1000	6010768000.00
Total	6010768.00	1000.00	6010768000.00

Classes of non-convertible 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
Zero Coupon Non Convertible Debentures	0	6010768000	0	6010768000.00
Total	0.00	6010768000.00	0.00	6010768000.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	6010768000.00	0.00	6010768000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	6010768000.00	0.00	6010768000.00

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

7706358000

ii * Net worth of the Company

8192506000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4100116	5.73	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others				
	Body corporate	21078410	29.48	0	0.00
	Total	25178526.00	35.21	0.00	0

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	17512368	24.49	0	0.00
	(ii) Non-resident Indian (NRI)	610041	0.85	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	1145406	1.60	0	0.00
5	Financial institutions	9388178	13.13	0	0.00
6	Foreign institutional investors	498920	0.70	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	13756927	19.24	0	0.00
10	Others				
	Body corporate	3409949	4.77	0	0.00
	Total	46321789.00	64.78	0.00	0

Total number of shareholders (other than promoters)

14580

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

14590.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	3863
2	Individual - Male	9896
3	Individual - Transgender	0
4	Other than individuals	831
	Total	14590.00

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

11

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMICORP CAPITAL (MAURITIUS) LIMITED	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054	05/04/2022	Mauritius	100000	0.14
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	11/12/2023	France	1544	0.01
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	03/01/1995	Mauritius	26	0.01
INDIA MAX INVESTMENT FUND LIMITED	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA 400013	27/03/2006	Mauritius	20000	0.03

LEADING LIGHT FUND VCC - THE TRIUMPH FUND	HDFC BANK LIMITED CUSTODY OPERATIONS EMPIRE PLAZA 1 4TH FLOOR LBS MARG CHANDAN NAGAR VIKHROLI WEST MUMBAI 400083	21/04/2022	Singapore	43471	0.06
MERU INVESTMENT FUND PCC-CELL 1	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR 54 GURGAON 122002	11/05/2023	Mauritius	25000	0.03
MINT FOCUSED GROWTH FUND PCC- CELL 1	ORBIS FINANCIAL CORPORATION LTD 4 A, OCUS TECHNOPOLIS SECTOR 54, GOLF CLUB ROAD GURGAON 122002	15/05/2024	Mauritius	75000	0.1
PERDU PETROCHEMICALS TRADING L.L.C	ORBIS FINANCIAL CORPORATION LIMITED 4A OCUS TECHNOPOLIS GOLF CLUB ROAD SECTOR 54 GURGAON 122002	15/05/2024	United Arab Emirates	10000	0.01
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063	22/07/2000	Cyprus	205414	0.28
RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	13/12/2017	Mauritius	16599	0.02
SOCIETE GENERALE - ODI	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054	18/04/1995	France	1866	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	9794	14580

Debenture holders	0	1
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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	2.38	1.88
B Non-Promoter	0	4	1	4	0.00	0.00
i Non-Independent	0	0	1	0	0	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	1	0.00	0.00
i. Banks and 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	1	0	0
Total	1	5	2	6	2.38	1.88

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

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
MAHENDRA PAL SINGH	10782709	Director	0	
THARUVAI VENUGOPAL RANGASWAMI	01957380	Nominee Director	0	

NEETA KARMAKAR	08730604	Director	0	
SWATI AGARWAL	ARFPA9003P	Company Secretary	1234	
MANOJ KUMAR DIGGA	ACNPD0513A	CFO	0	
SUBHASH CHAND SETHI	00464390	Whole-time director	1703745	
SUSHIL SETHI	00062927	Director	1345276	
SRIVATSAN SIVASHANKAR TIRUVIDAIMARUDHUR	02720714	Director	0	
ARUNDHUTI DHAR	03197285	Director	0	
MANOJ KUMAR DIGGA	01090626	Whole-time director	21659	

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

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MAHENDRA PAL SINGH	10782709	Director	20/12/2024	Change in designation
NEETA KARMAKAR	08730604	Director	20/12/2024	Change in designation
MAHENDRA PAL SINGH	10782709	Additional Director	21/09/2024	Appointment
NEETA KARMAKAR	08730604	Additional Director	21/09/2024	Appointment
THARUVAI VENUGOPAL RANGASWAMI	01957380	Nominee Director	24/10/2024	Appointment
MANOJ KUMAR DIGGA	01090626	Additional Director	30/05/2024	Appointment
PREM SINGH RANA	00129300	Director	21/09/2024	Cessation
PAVITRA JOSHI SINGH	08355578	Director	21/09/2024	Cessation
MANOJ KUMAR DIGGA	01090626	Whole-time director	27/08/2024	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

6

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General meeting	20/09/2024	10958	71	32.1
Extra ordinary General meeting	26/04/2024	8905	32	26.67
Postal ballot	23/03/2025	13679	105	0.52
Postal ballot	04/02/2025	13482	88	31.86
Postal ballot	19/12/2024	13067	120	2.33
Postal ballot	27/08/2024	10309	176	37.45

B BOARD MEETINGS

*Number of meetings held

11

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2024	6	5	83.33
2	30/05/2024	6	6	100
3	24/06/2024	7	6	85.71
4	12/08/2024	7	6	85.71
5	27/08/2024	7	6	85.71
6	21/09/2024	7	6	85.71
7	24/10/2024	7	7	100
8	11/11/2024	8	8	100
9	30/12/2024	8	7	87.5

10	13/02/2025	8	7	87.5
11	28/03/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held

15

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	30/05/2024	5	5	100
2	AUDIT COMMITTEE	12/08/2024	5	4	80
3	AUDIT COMMITTEE	27/08/2024	5	4	80
4	AUDIT COMMITTEE	24/10/2024	3	3	100
5	AUDIT COMMITTEE	11/11/2024	5	4	80
6	AUDIT COMMITTEE	30/12/2024	5	5	100
7	AUDIT COMMITTEE	13/02/2025	5	5	100
8	NOMINATION & REMUNERATION COMMITTEE	28/05/2024	3	3	100
9	NOMINATION & REMUNERATION COMMITTEE	19/07/2024	3	3	100
10	NOMINATION & REMUNERATION COMMITTEE	27/08/2024	3	2	66.67
11	NOMINATION & REMUNERATION COMMITTEE	21/09/2024	3	2	66.67
12	NOMINATION & REMUNERATION COMMITTEE	30/12/2024	4	4	100
13	NOMINATION & REMUNERATION COMMITTEE	21/01/2025	4	3	75
14	STAKEHOLDER RELATIONSHIP COMMITTEE	28/03/2025	3	3	100
15	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	31/03/2025	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. N o	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 attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								24/09/2025 (Y/N/NA)
1	SUSHIL SETHI	11	11	100	7	6	85	No
2	SUBHASH CHAND SETHI	11	9	81	1	1	100	Yes
3	SRIVATSAN SIVASHANKAR TIRUVIDAIMARUDHUR	11	11	100	14	14	100	Yes
4	ARUNDHUTI DHAR	11	11	100	8	8	100	Yes
5	MANOJ KUMAR DIGGA	9	9	100	1	0	0	No
6	MAHENDRA PAL SINGH	5	5	100	6	6	100	Yes
7	THARUVAI VENUGOPAL RANGASWAMI	4	4	100	6	6	100	No
8	NEETA KARMAKAR	5	5	100	6	6	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Subhash Chand Sethi	Whole-time director	11865432				11865432.00
2	MANOJ KUMAR DIGGA	Whole-time director	1469458				1469458.00
	Total		13334890.00	0.00	0.00	0.00	13334890.00

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Swati Agarwal	Company Secretary	1129606				1129606.00
	Total		1129606.00	0.00	0.00	0.00	1129606.00

C *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
	Total		0.00	0.00	0.00	0.00	0.00

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

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
SPML INFRA LIMITED	Bombay Stock Exchange	21/11/2024	Regulation 19 and 20 of SEBI LODR Regulations, 2015	Rs.42480	Waiver application has been made
SPML INFRA LIMITED	National Stock Exchange	21/11/2024	Regulation 19 and 20 of SEBI LODR Regulations, 2015	Rs.42480	Waiver application has been made
SPML INFRA LIMITED	Bombay Stock Exchange	17/03/2025	Regulation 19 and 20 of SEBI LODR Regulations, 2015	Rs.108560	Waiver application has been made

SPML INFRA LIMITED	National Stock Exchange	17/03/2025	Regulation 19 and 20 of SEBI LODR Regulations, 2015	Rs. 108560	Waiver application has been made
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B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

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

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

14591

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm (1).xlsm

(b) Optional Attachment(s), if any

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

SPML INFRA LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

TUMUL MAHESHWARI

Date (DD/MM/YYYY)

08/12/2025

Place

KOLKATA

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

5*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

ARFPA9003P

* (b) Name of the Designated Person

SWATI AGARWAL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 18 dated*

(DD/MM/YYYY) 13/08/2025 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*0*2*

***To be digitally signed by**

☐ Company Secretary ☒ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

Certificate of practice number

5*5*

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9680183

eForm filing date (DD/MM/YYYY)

11/12/2025

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