

MT & Co.
Company Secretaries
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095
Phone No.22582283, Mobile No.9899697330
Email:tumul11@gmail.com

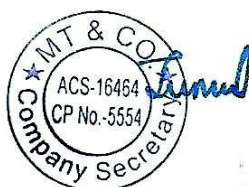
Secretarial Compliance Report of SPML Infra Limited
For the year ended 31st March 2021

I, Tumul Maheshwari have examined:

- (a) all the documents and records made available to us and explanation provided by SPML Infra Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2021 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) SEBI (Depositories and Participants) Regulation, 2018



- j) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific)	Deviations	Observations/ Remarks of the clause) Practicing Company
1	17(1)	Composition of Board with Minimum 6 directors	One new independent director appointed on 08/06/2021 so that Board comprises with 6 directors

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) There were no instances for actions to be taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder, except, specified below:-

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange	Regulation 17(1)	Imposition of fine	Company has prayed for waiver of penalty

- (d) The Company was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.
NA

Place: Delhi

Date: 10/06/2021

UDIN No. A016464C000442747

For MT & Co.
Company Secretaries
ACS-16464
CP No.-5554
(Tunaji Maheshwari)
Company Proprietor
ACS No. 16464
C.P. No. 5554

Note: The COVID-19 outbreak was declared as a global pandemic by WHO. In the month of April 2021, Delhi government announced a lockdown which was extended multiple times for various days across the state to contain the spread of the virus. Due to COVID-19 pandemic impact, the compliance documents for the period were obtained through electronic mode and verified with requirements.