

MT & Co.
Company Secretaries
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095
Phone No.22582283, Mobile No.9899697330
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Secretarial Compliance Report of
SPML INFRA LIMITED for the financial year ended 31st March 2025

I 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 Report.

for the financial year ended 31/03/2025 ("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 and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) (other regulations as applicable) and circulars/ guidelines issued thereunder;

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 clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount* in Rs.	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	19	19	Non-compliance with the proper constitution of nomination and remuneration committee during q2 and q3	BSE & NSE by imposing monetary fine	Imposition of monetary fine	Non-compliance with the proper constitution of nomination and remuneration committee during q2 and q3 (total period of 32 days)	BSE 54280 /- NSE 21240 /-	Non-compliance with the proper constitution of nomination and remuneration committee during q2 and q3 (total period of 32 days)	As per management's reply, the Committee properly constituted w.e.f. 24/10/24 and the company has applied for waiver of fines/penalty	The company has been advised to take precaution and to ensure such instances are not repeated in future.
2	20	20	Non-compliance with the proper constitution	BSE & NSE by imposing monetary fine		Non-compliance with the proper constitution	BSE 54280 /- NSE 21240 /-	Non-compliance with the proper constitution of	As per management's reply, the Committee properly constituted	The company has been advised to take



			of stakeholder Relationship Committee (SRC) during q2 and q3			of stakeholder Relationship Committee (SRC) during q2 and q3 (total period of 32 days)		stakeholder Relationship Committee (SRC) during q2 and q3 (total period of 32 days)	ted w.e.f. 24/10/24 and company has applied for waiver of fines/penalty	precaution and to ensure such instances are not repeated in future
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*including GST

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

I. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the	Yes	None



	Institute of Company Secretaries of India (ICSI).		
2.	Adoption and timely updation of the Policies: A) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities B) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI	Yes	<i>Company has adopted/ updated policies for Disclosure of material events / information under Regulations 30 and 30A (as amended) and Mrs. Swati Agarwal is the authorized officer who can be contacted at Phone No: 033-40091200 and Email id: cs@spml.co.in</i>
3.	Maintenance and disclosures on Website: a The Listed entity is maintaining a functional website b Timely dissemination of the documents/ information under a separate section on the website c Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	<i>Information is updated on website on regular basis as per management's explanation. Company has updated its Employee Benefit related Scheme on website---link--- https://www.spml.co.in/Download/Regulation46LODR/Scheme_ESOP_2021.pdf </i>
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	<i>Company has no material subsidiary</i>
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation:	Yes	None



	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	<i>Financial statements are under preparation and finalization. However, as per management's explanation requisite approvals have obtained in the Postal Ballot held vide notice dated 13/02/2025.</i>
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	<i>The company has been fined for Rs. 1,51,040/-* (by both the Stock Exchanges (NSE 42480/- + BSE 108560/-) under regulation 19 and 20 of SEBI (LODR) Regulations, 2015 i.e. non- constitution of Nomination and Remuneration Committee and the non-constitution of Stakeholder Relationship Committee during the year under review.</i> <i>*including GST</i>
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:	NA	NA



	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	<i>CS & Compliance officer is in-charge for up-keep of Structured Digital Database.</i>

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 21/05/2025

Place: Delhi

UDIN No. A016464G000393577

For MT & Co.
Company Secretaries



(Tumul Maheshwari)

Proprietor

ACS No. 16464

C.P. No. 5554

PR No. 1749/2022

Firm Registration No. S2003UP067900