

29th June, 2021

To,

National Stock Exchange
Exchange Plaza,
Plot No. C/1, G Block,
Bandra (E), Mumbai-400051

(NSE Scrip Code: SPMLINFRA)

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

(BSE Scrip Code: 500402)

Sub: Submission of Annual Secretarial Compliance for the Year ended 31st March, 2021 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Dear Sirs,

In terms of the Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith an Secretarial Compliance Report for the year ended 31st March, 2021.

Kindly take the above on record.

Thanking you,

For SPML Infra Limited

Swati Agarwal

Swati Agarwal
Company Secretary



Enc.: a/a

SPML INFRA LIMITED

22, Camac Street, Block-A, 3rd Floor, Kolkata- 700 016
Ph: +91 33 4009 1200/234/247
E-mail: info@spml.co.in | Website: www.spml.co.in
CIN: L40106DL1981PLC012228

Regd. Office: F-27/2, Okhla Industrial Area, Phase-II New Delhi-110020



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

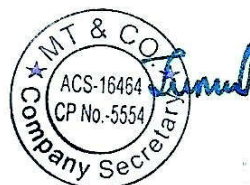
Secretarial Compliance Report of SPML Infra Limited
For the year ended 31st March 2021

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.