

13th May, 2022

To,

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

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

(NSE Scrip Code: SPMLINFRA)

(BSE Scrip Code: 500402)

Sub: Submission of Annual Secretarial Compliance for the Year ended 31st March, 2022 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 a Secretarial Compliance Report for the year ended 31st March, 2022.

Kindly take the above on record.

Thanking you,

For SPML Infra Limited

Swati Agarwal

Swati Agarwal
Company Secretary



Enc.: a/a

SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

22, Camac Street, Block-A, 3rd Floor, Kolkata- 700 016

Ph: +91 33 4009 1200 / 1247

E-mail: info@spml.co.in | Website: www.spml.co.in

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 2022

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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 31/03/2022 ("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)	Non-Composition of Board with Minimum 6 directors for the period 01/04/2021-07/06/2021	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 by Exchange	Company has duly paid fine as imposed

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

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended 31/03/2021	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Composition of Board with	Composition of Board with Minimum	New Independent Director	--



	Minimum directors	6	6 directors	appointed on 08/06/2021 so that Board comprises with 6 directors	
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Place: Delhi
Date: 12/05/2022
UDIN No. A016464D000306688

For MT & Co.
Company Secretaries


(Tumal Maheshwari)
Proprietor

ACS No. 16464
C.P. No. 5554
ICSI PR-1749/2022