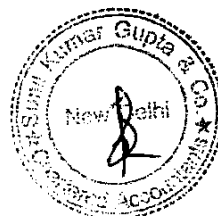


Limited Review Report

**Review Report to
The Board of Directors
SPML Infra Limited**

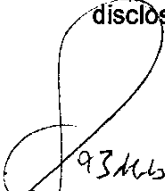
1. We have reviewed the accompanying statement of unaudited financial results of SPML Infra Limited ('the Company') for the quarter ended September 30, 2012 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. *Attention is drawn to the following :*
 - (a) *Non provision of tax liability of Rs.7812.12 lacs as on September 30, 2012 (including Rs.7,654.14 lacs upto June 30, 2012) arising on account of the amendment to Section 80IA of the Income Tax Act, 1961 in the Finance Act, 2009. The Company has filed a writ with the Hon'ble High Court at Calcutta which has been admitted as well, challenging the validity of the above retrospective amendment, which as per legal opinion obtained by the Company, is ultra vires to the main section of the above Act. The income tax officer has since disallowed the aforesaid claim of the Company in view of the said retrospective amendment, against which the Company has filed appeals with the appellate authorities. Till the matter is decided by the Hon'ble High Court, the liability, if any, in this regard is unascertainable. . Further, because of the above, the Company has also not considered Minimum Alternate Tax benefit of Rs.2126.19 lacs (including Rs.2102.69 lacs upto June 30, 2012) as credit in the accounts. We are unable to comment on the impact of the above matters on the Company's profit for the quarter and reserves and surplus as on September 30, 2012.*



- (b) *In respect of a contract pre-maturely terminated by the clients the matter relating to settlement of claims, counter claims and consequential damages is presently sub-judiced. Accordingly, we are unable to comment about the impact, if any, of the aforesaid termination on the related contract value, contract cost and unbilled revenue and its consequential impact on the profit for the quarter and the reserves and surplus of the company as at the Balance Sheet date*
- (c) *Accounting of Share of loss from a joint venture amounting to Rs. 150 lacs on the basis of management estimates. Pending receipt of the accounts of the joint venture entity, we are unable to comment upon correctness of the aforesaid loss of Rs.150 lacs.*

The audit report for the year ended March 31, 2012 and review report for the quarter ended June 30, 2012 was also modified for the matters stated in para 3 (a) to 3 (c) above.

4. Based on our review conducted as above, *except for the possible effects of our observations stated in para 3 above*, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

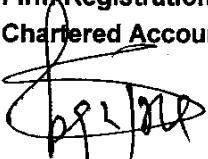

For **S.R. BATLIBOI & CO.**
Firm Registration Number : 301003E
Chartered Accountants

per R.K.Agrawal
Partner
Membership No.: 16667
Place : Gurgaon

Date : November 9, 2012



For **SUNIL KUMAR GUPTA & CO.**
Firm Registration Number : 003645N
Chartered Accountants


per S K Gupta
Partner
Membership No.: 82486
Place : Gurgaon

Date : November 9, 2012

