



**Clean Drinking
Water For All
Jal Jeevan
Mission**



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CHAIRMAN'S MESSAGE



SUBHASH SETHI

Chairman
SPML Infra Ltd.

Dear esteemed shareholders,

My warm greetings to you all, on the occasion of 75 years of India's independence. This year we are celebrating "Azadi ka Amrit Mahotsav" with a vision of building a new Aatm Nirbhar Bharat.

Indian businesses are gaining steady momentum with increase capital expenditure, capacity building, good demand, and government's push for infrastructure, spending in water and renewable energy and the launch of Gati Shakti scheme to fast paced development. Tier II and tier III cities have become front runners in driving demand across sectors. We are entering an era of inclusive growth with bottom-up transformation.

The Government of India is taking every possible step to achieve rapid economic growth. In the last few years, it has increased the spending on infrastructure projects, making it the growth driver of country's economy. This thrust to infrastructure development is also increasing employment opportunities

and creating demand for goods and services. With strategic planning and suitable policy reforms, government also hopes to make India a manufacturing hub, reducing the cost of logistics and making the produce more competitive. The average time for granting environmental clearances has reduced significantly from an average of more than 150 days in 2019 to less than 90 days, and in some sectors, even within 60 days. These efforts to streamline the tedious process of environmental clearances through digital intervention and transparent mechanism have been well received by the Industry.

This is a year to reset and resolve to move forward from the pandemic disruptions and meet the challenges that 2022 presents. The last two years have been a reckoning of sorts for our ability to confront problems and design and implement solutions. We must be more mindful of the goals we set, the approaches we use to reach them and how the outcomes will affect all people across the nation.

The Opportunities

For infrastructure development companies and project professionals, this means drawing upon an entire set of capabilities. We need to supercharge our creativity and innovative thinking, adapt to unusual circumstances and find extraordinary solutions and understand the context of our projects for making human life comfortable. By doing so, we can make ideas a reality and solve India's most pressing problems, water sustainability.

I believe that the future isn't something we are waiting for happening. The future is the reality we decide to create and execute with precision and planning. While saying so, my belief system says that every person has a significant impact that they can contribute to a team, to a project and towards nation building regardless of how big or small the role is.

The Hon'ble Prime Minister has made the path breaking announcement of investing INR 100 lakh crore towards infrastructure development under the national infrastructure master plan thus providing an integrated and holistic pathway to Indian economy. We, at SPML Infra are with the Government on this initiative to be a trusted partner in developing robust infrastructure solutions that will make India emerge as a nation with having globally competitive and strong economy.

Water sector having a critical importance for India's development agenda, is the main focus of the government. The ambitious Jal Jeevan Mission schemes which envisage making piped drinking water available to all Indian households by 2024 have been provided with a massive INR 6.47 Lakh crore budget. Water infrastructure is a harbinger of growth for all other sectors and our presence in this sector has further been strengthened that will enable SPML Infra to receive and execute large and complex projects with commitment and dedication.

Project Implementation

SPML Infra being a project driven organization, everything that we do is a project — whether it's a one-day, 10-day, six-months or year long. We have developed dedicated team of professionals and project managers to make sure that the entire process of project execution from bidding to design and implementation is streamlined, duly supported with technological intervention. At SPML Infra, we are trying to make sure each project that we undertake and execute should create value for the future. If we don't consider the people who are going to be using these solutions, we are going to end up with infrastructure that doesn't fit us, and this is something that we have to focus making it people centric with long term sustainability.

Technology

Technology has become a major game changer in every walk of life. The pandemic has opened the doors to a lot of things that earlier we didn't think could have been done virtually. From remote work culture to online presence and science based solutions that can produce reliable and positive changes. The technology implementation has been expedited after covid disruptions and SPML Infra has implemented advance

technologies and contemporary solutions to streamline the project planning, execution, monitoring and overall functioning of the organization which is being coordinated and controlled through technology. The modern management system, automation and technological intervention in our projects are helping us to have better control over the challenging situations while adhering to quality, cost and time management.

Inclusivity

At SPML Infra, we have developed a corporate culture that embraces different perspectives and ideas that will enable creative thinking and adaptability and result in improved business outcomes. The organization that started in 1981 is continually expanding to newer areas and we are getting more representation from women and socially deprived section of the society making an inclusive work culture that goes beyond simple growth to have people around who understand our vision.

Highlights from the Financial Year

New Business:

- ✓ SPML Infra received its single largest project order under 'Jal Jeevan Mission' valued at INR 1158 Crore from Govt. of Rajasthan for Isarda Dausa Water Supply Scheme to provide clean drinking water facilities to 25 Lakh people in 1256 villages and 5 towns in Dausa and Sawai Madhopur districts.

Project Completion:

- ✓ During the year, SPML Infra has completed several projects including water supply scheme under 'Jal Jeevan Mission' in Manipur that was inaugurated by the Hon'ble Chief Minister of Manipur; several power substation projects in Tripura which were inaugurated by the Hon'ble Finance Minister of India and Hon'ble Chief Minister and Dy. Chief Minister of Tripura respectively.
- ✓ We received the Physical Completion Certificate for Sauni 2 project in Gujarat, and Taken Over Certificate (TOC) for several power substation projects including Burdwan, Angul, and Murshidabad.
- ✓ We have financially closed the Pattuvam Project under Kerala Water Authority.
- ✓ We have started 10 years of O&M of water supply project in Dhanassar, Rajasthan after project completion.

Arbitration Success:

- ✓ Company has received the arbitration award of INR 712 crore in its favour out of which INR 287 crore is already deposited in an escrow account.
- ✓ It has already filed construction claims to the tune of INR 3500 crore and further planning to file another INR 2000 crore claims.

Digital Initiative & Up-skilling of Human Resources:

- ✓ The company implemented new age HR Portal 'Darwin Box' to digitally collect and communicate all manpower related

matters from 'Hire to Retire'. With the implementation, company has gained significant advantage in minimizing the human interference and streamline the process effectively through digitization.

- ✓ The company has successfully completed the implementation of Wrench System (Phase-I) with Engineering, Procurement, Correspondence, and Construction Management module. It has empowered the company to digitize the process of Concept to Commissioning while digitally storing all important documents for easy access.
- ✓ The company has also implemented 'Vakildesk', legal management software for efficiently managing construction claims and legal matters. It is also helpful in storing all legal documents digitally enhancing better time management practises with courts of law and legal professionals.

Other Notable Achievements:

- ✓ SPML Infra has come a long way, completed 40 years in business in August 2021. It is a matter of great pride and joy for this achievement despite the competition and volatile business situation.
- ✓ The international standing of our company has again been ratified by Global Water Intelligence, London with SPML Infra continue to feature amongst the World's Top 50 Private Water Companies, again in 2021.
- ✓ At all India level, SPML Infra has been selected as one of India's Top 100 Real Estate & Infra Companies, listed at No. 15.
- ✓ We have received latest version of ISO Certifications for Quality, Health & Safety and Environmental concerns.
- ✓ In terms of Debt-Restructuring, we have made substantial development and sanction proposals of the major banks (lender) have been forwarded by them to their competent authorities for the final approval.

Financial Performance in a Challenging Year

This has been a year of recovery and an indicator of the growth that is waiting to be tapped. In the face of widespread change, the company has shown remarkable resilience and adaptability, coming out stronger after global disruptions from the pandemic.

Financial performance has been on a growth path and for FY22 on a consolidated basis the revenue stood at INR 981.10 crore as against INR 746.62 crore in FY21. The PAT at INR 0.32 crore for FY22 as against loss of INR -117.20 crore in FY21 shows the consolidated performance is strong.

As regards the revenue on standalone basis in FY22 stood at INR 870.09 crore as against INR 658.58 crore in FY21. Net profit for FY22 was INR 9.98 crore as against loss of INR -107.17 crore posted in FY21.

For any infrastructure company it is the order book that always matters. To put the order book in perspective, as on March

2022, SPML Infra has order book worth of INR 2500 crore from the esteemed clients in the state like Rajasthan, Gujarat, Uttar Pradesh etc. including several projects under the most focused scheme - Jal Jeevan Mission. The company is currently executing about 40 projects in water, power, irrigation and sanitation sectors. With the debt issues being taken care for, restructuring expected soon; improvement inflow of order book in the current financial year can be predicted strong.

The Company is quite hopeful that with the support of the Lenders on the ongoing Debt Resolution the Company will be able to achieve the new height of growth on the basis of enormous business opportunity available in the market on the water EPC Sector.

Purposeful Commitment

We look at the future with determined enthusiasm. With water sector becoming the harbinger of economic growth and development of other sectors, it offers significant prospect for growth aided by a massive government push for water supply schemes. The Union Budget 2022-23 saw a significant increase in proposed capital expenditure, vindicating the government's sustained focus on developing water infrastructure in the country.

Since inception, we have built trust in SPML as a brand by ensuring consistency in quality and reliability of service to our esteemed clients. This is perhaps the most valuable asset we have created over the past four decades. We pledge to strengthen this trust by not only delivering on our promise of providing innovative and sustainable clean drinking water solutions, but also ensuring that the sector takes the lead in building a stronger and healthier India. The company is well-equipped to meet the expanding demand of water sector. Our guiding philosophy, which encompasses entrepreneurship, technology intervention, sustainability & inclusiveness and empowerment, has readied our company for a future commensurate with India's growth strategy and making water available to all citizens. We, at SPML Infra, are pledged to support the Government in their endeavour of Har Ghar Jal to realize the vision of our Hon'ble Prime Minister and making India, a \$5 trillion economy.

On behalf of the Company, I would like to thank the Directors for their valuable time and contributions to the Board of the Company. I express my gratitude towards all our shareholders, bankers, auditors, suppliers, sub-contractors, associates and all others for their continued trust in us. I thank all our employees for their commitment and engagement towards building a strong, agile and responsible organisation. We will continue to draw inspiration from your support to take on new challenges in our journey to meet our ambitions for the future.

Warm regards,

Subhash Sethi
Chairman

STATUTORY REPORTS

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors of your Company is pleased to submit their 41st Annual Report on the operations and performance of the Company along with the audited financial statements for the year ended 31st March 2022.

Financial Results:

The brief summary of the financial performance of the Company for the year under review along with the comparative figures for the previous year is summarized herein below:

₹ In Lakhs

PARTICULARS	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	85,309.69	61,539.17	95,177.28	68,285.34
Other Income	1,699.98	4,319.15	2,933.65	6,377.41
Total Income	87,009.67	65,858.32	98,110.93	74,662.75
Total Expenses	86,123.64	66,497.46	98,303.91	75,771.23
Earnings before Interest, depreciation, tax and amortization (EBIDTA)	4504.31	6,744.37	3,495.82	6,142.55
Less:- Finance Cost	3228.46	6,840.53	3287.74	6,695.13
Less:- Depreciation	389.82	542.98	401.06	555.90
Profit/ (Loss) before tax from continuing operations	886.03	(639.14)	(192.98)	(1,108.48)
Tax Expenses of Continuing Operations				
Less: - Current tax	329.58	-	345.65	5.95
Less: - Deferred Tax	(441.61)	(598.18)	(458.00)	(458.68)
Earning before share of profit/ (loss) of associate and joint venture, with continuing operations	-	-	(80.63)	(655.75)
Share of profit/(loss) of Associates & Joint Ventures	-	-	66.74	(443.48)
Minorities share of profit/(loss)	-	-	(46.08)	(54.98)
Profit/ (Loss) after tax from continuing operations	998.06	(40.96)	32.19	(1,044.25)
Profit/ (Loss) before tax from discontinued operations	-	(10,676.46)	-	(10,676.46)
Tax Expenses of discontinued Operations				
Less: - Current tax	-	-	-	-
Less: - Deferred Tax	-	-	-	-
Profit/ (Loss) after tax from discontinued operations	-	(10,676.46)	-	(10,676.46)
Earning Before Tax (EBT)	885.03	(11,315.60)	(80.16)	(12,173.44)
Tax Expenses				
Less: - Current tax	329.58	-	345.65	5.95
Less: - Deferred Tax	(441.61)	(598.18)	(458.00)	(458.68)
Profit After Tax	998.06	(10,717.42)	32.19	(11,720.71)
Other Comprehensive Income for the Year (Net of Taxes)	(21.19)	(530.21)	(21.20)	(509.22)
Total Comprehensive Income for the year	976.87	(11,247.63)	10.99	(12,229.93)
Earnings per share (in Rs.) - Basic and Diluted (Nominal value Rs.2 Per Share)	2.68	(29.24)	0.09	(31.98)

Financial Performance

on Standalone basis, the Operating Revenue of your Company for the financial year ended 31st March, 2022 stood at Rs. 85,309.69 Lakh as compared to Rs. 61,539.17 Lakh in the previous year. The Net Profit for the year is Rs. 998.06 Lakh over the previous year Net Loss of Rs. 10,717.42 Lakh.

On Consolidated basis, the Operating Revenue of your Company for the financial year ended 31st March, 2022 stood at Rs. 95,177.28 Lakh as compared to Rs. 68,285.34 Lakh in the previous year. The Consolidated Net Profit in Financial Year 2021-22 is Rs. 32.19 Lakh as compared to Net Loss of Rs. 11,720.71 Lakh in the previous year.

The financials of your Company has affected mainly due to delay in completion of ongoing resolution plan on account of obtaining the approval from all the lenders. However, your Company has taken various cost effective measures including deferment of chairman's remuneration and acceptance of non-executive position of the vice chairman.

State of Company's Affairs

SPML Infra Ltd. is India's leading Public Listed Infrastructure Development Company with over four decades of experience in the public and private sectors. The Company has executed and commissioned over 650 large and medium infrastructure projects across India and created significant value for the country, thus touching lives of millions of people with provision of drinking water facilities, wastewater treatment, integrated sewerage network, better municipal waste management, power transmission & distribution and lighting up homes. The Company features among the World's Top 50 Private Water Companies and amongst India's 50 Best Real Estate & Infrastructure Companies. The Company operates on engineering, procurement, construction (EPC) segment and as on date, there is no change in the nature of business being undertaken by the Company.

Further, during the year under review Company received its single largest project order under 'Jal Jeevan Mission' valued at INR 1158 Crore from Govt. of Rajasthan for Isarda Dausa Water Supply Scheme to provide clean drinking water facilities to 25 Lac people in 1256 villages and 5 towns in Dausa and Sawai Madhopur districts.

Achievements

- During the year, SPML Infra has completed several projects including water supply scheme under 'Jal Jeevan Mission' in Manipur that was inaugurated by the Hon'ble Chief Minister of Manipur; several power substation projects in Tripura which were inaugurated by the Hon'ble Finance Minister of India and Hon'ble Chief Minister and Dy. Chief Minister of Tripura respectively.
- Received the Physical Completion Certificate for Sauni 2 project in Gujarat, and Taken Over Certificate (TOC) for several power substation projects including Burdwan, Angul, and Murshidabad.

- Closed the financially Pattuvam Project under Kerala Water Authority.
- Started 10 years of O&M of water supply project in Dhanassar, Rajasthan after project completion.
- Company has received the arbitration award of INR 820 crore including interest upto 31st March 2022, in its favour out of which INR 287 crore is already deposited in the Court and Company account.
- During the year under review construction claims to the tune of INR 3500 crore has been filed and further planning to file another INR 2000 crore claims.

New Initiative

- The company implemented new age HR Portal 'Darwin Box' to digitally collect and communicate all manpower related matters from 'Hire to Retire'. With the implementation, company has gained significant advantage in minimizing the human interference and streamlines the process effectively through digitization.
- The company has successfully completed the implementation of Wrench System (Phase-I) with Engineering, Procurement, Correspondence, and Construction Management module. It has empowered the company to digitize the process of Concept to Commissioning while digitally storing all important documents for easy access.
- The company has also implemented 'Vakildesk', legal management software for efficiently managing construction claims and legal matters. It is also helpful in storing all legal documents digitally enhancing better time management practises with courts of law and legal professionals.

Debt Resolution

The operations of your company have suffered in last few years mainly due to general economic slowdown as well as actions and inactions by various Government bodies/authorities, including policy paralysis and various other factors beyond control of the Company or its management. The major clients/customers of your Company are government bodies wherein the monies of the company are stuck since long and for which the claims of the Company are pending.

Considering the financial stress in your Company, the Lenders restructured the debts of the Company in 2017 under the Reserve Bank of India's guidelines. However, the Company could not come out of financial stress and the mismatch in the cash flows was further widened with the non-release of sanctioned working capital credit facilities including Bank Guarantee limits, along with levy of excess margin & charges by some of the Lenders as against the agreed terms of sanction by the Banks. Due to the mismatch in the cash flows, the Company has not been able to service its debts or meet the payment obligations to the Lenders. Hence, the accounts of the Company with the Banks have been classified as sub – standard.

However, your company is in the process of formulating a resolution plan with Lenders which will be taken into their respective Committees for their approval. The Company has obtained the arbitration award of ~ Rs 800 cr including interest and filed claim for ~ Rs 3,500 crore, the recovery of which is sufficient to repay entire loan outstanding loan and the default made by the Company which the Lenders have taken note in the resolution plan.

Considering the above progress in implementation of a sustainable resolution plan together with positive future growth outlook, and expected realisation of various contingent assets in the form of arbitration awards and claims, the management is confident of improving the overall financials of the Company.

Dividend

No dividend for the year under review has been recommended by the Board in order to conserve the resources for its optimal deployment and therefore all the internal accruals have been redeployed into the business in order to achieve efficient execution of the ongoing projects of the Company

Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits in the profit and loss account.

Deposits

Your Company has not accepted any Deposit from the Public in terms of the provisions of Section 73 of the Companies Act, 2013 read along with the Companies (Acceptance of Deposits) Rules, 2014 including any amendment thereto and as such there is no amount of principal or interest was outstanding as on 31st March 2022.

Share Capital

During the year under review Company has converted part of an existing loan of the Promoter/Promoter group into Equity Shares and 0% Compulsorily Convertible preferential Shares (CCPS) on preferential basis.

The Company has allotted 2,775,000 Equity Shares of Rs. 2/- each fully paid-up at an issue price of Rs. 50/- each (including a premium of Rs.48/- each) aggregating to Rs. 1,387.50 Lakh. Company further allotted 3,404,930 0% Compulsorily Convertible Preference Shares (CCPS) having a face value of Rs. 100/- each at par aggregating to Rs. 3,404.93 Lakh. Each CCPS shall be converted into 2 Equity Shares of face value of Rs. 2/- each at the conversion price of Rs. 50/- including premium of Rs. 48/- per share in one or more tranches.

Further, Company also increased the Authorised Preference Share Capital of the Company from Rs. 100,000,000/- (Rupees Ten Crores Only) divided into 10,00,000 (Ten Lakh) preference shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 750,000,000/- (Rupees Seventy Five Crores Only) divided into 75,00,000 (Seventy Five Lakh) preference shares of Rs. 100/- (Rupees One Hundred Only) each by creation of additional 65,00,000 (Sixty Five Lakh) preference shares of Rs. 100/- (Rupees One Hundred Only) each.

Accordingly, the Authorised Capital of the Company is Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crore only) divided into 200,000,000 - Equity Shares of Rs. 2/- each and 7,500,000 Preference Shares of Rs. 100/- each.

As on 31st March, 2022, the revised Equity Share Capital of the Company is Rs. 788.50 Lakh divided into 39,425,276 Equity Shares of Rs. 2/- each and Preference Share Capital of the Company is 3,404.93 Lakh divided into 3,404,930 0% Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- each.

Subsidiary Companies/ Joint venture Companies / Associate Companies

As on 31st March 2022, the Company had 10 direct and indirect Subsidiaries including 3 Wholly Owned Subsidiaries, 5 Joint Ventures (JVs), 9 Joint Control Operations (JCOs) and 7 Associates. M/s Sanmati Infra Developers (P) Ltd. has been converted from Associates to Subsidiary and M/s Pondicherry Special Economic Zone Company Ltd. has been inserted as Subsidiary during the year under review.

Further, M/s Subhash Kabini Power Corporation Ltd (SKPCL); M/s Awa Power Company Pvt. Ltd., M/s Iqu Power Company Pvt. Ltd and M/s Neogal Power Company Pvt. Ltd. ceased to be an Associate of the Company due to dilution in their Shareholding w.e.f 25th March, 2022. The aforesaid Companies requested SPML for further investment to mitigate their working capital and other financial requirements. However, as your Company is under financial stress for last few years and the cash flows are tight and the Company has approached its Lenders for restructuring the debts of the Company, which is yet to be implemented, and accordingly the Board of Directors at their meeting held on 12th August, 2021 has allowed the aforesaid Companies to raise funds from other sources, including fresh equity infusion from either your existing shareholders and/ or any new strategic / financial investor. Accordingly, the Shareholding of your Company in SKPCL diluted and aforesaid Companies ceased to be an Associate of the Company.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read along with the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the performance and financial position of each of the Subsidiaries/ Associates/ Joint Ventures in the prescribed Form AOC-1 has been prepared and is forming the part of the Financial Statements of the Company.

In compliance with the provisions of Section 136 of the Companies Act 2013, a copy of the Financial Statement consisting of the Standalone as well as the Consolidated, along with all relevant Annexures, Auditors Report, Directors Report are available on the website of the Company and will also be available for in electronic mode during working hours till the Annual General Meeting of the Company.

The Policy for determining the "Material Subsidiaries" in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, may be accessed on the Company's website at www.spml.co.in.

Directors and Key Managerial Personnel

Pursuant to the provisions of Section 152 (6) of the Companies Act 2013 & the Rules framed thereunder and the applicable provisions of the Articles of Association of the Company Mr. Sushil Kumar Sethi (DIN No.:0062927), Whole Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment.

During the year under review Mr. Sushil Kumar Sethi resigned from the post of Managing Director owing to his age, health and his responsibility towards the society and family. However, he expressed his desire to continue as a Non-Executive Director of the Company. Accordingly, Board at its meeting held on 06th April, 2021 re-designated Mr. Sushil Kumar Sethi from Managing Director to Non-Executive Director and Vice Chairman of the Company.

To comply with the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of your Company on the recommendation of Nomination and Remuneration Committee appointed Mr. Tirudaimarudhur Srivastan Sivashankar and Mr. Charan Singh as an Additional Independent Director of the Company w.e.f 08th June, 2021 and 07th July, 2021 respectively for a term of 5 consecutive years on which Shareholder accorded their approval at the Annual General Meeting held on 29th September, 2021.

Further, Mr. Dinesh Kumar Goyal Independent Director of the Company resigns from the Company w.e.f. 01st July, 2021 due to his pre-occupation. The Board records their sincere appreciation for the service rendered by Mr. Goyal during his tenure in the Company.

Further, all the Directors seeking re-appointment in the ensuing Annual General Meeting have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief details of all the aforesaid Directors seeking re-appointment at the ensuing Annual General Meeting is furnished in the explanatory statement to the notice calling the Annual General Meeting.

As on 31st March, 2022 Mr. Subhash Chand Sethi Whole-time Director, Mr. Manoj Digga, CFO and Mrs. Swati Agarwal, Company Secretary continue to be the Key Managerial Personnel (KMP) of the Company in accordance with the provisions of Section(s) 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Board Diversity

Your Company understands and believes that a well diverse Board enhances the quality of decisions by utilizing different skills, qualifications, professional experience, ethnicity and other distinguished quality of the individual Board members. Company believes that Board diversification is necessary

for effective corporate governance, driving business results, sustainable and balanced development and to monitor the effectiveness of the company's practices. In order to achieve the aforesaid your Board has well experienced and expertise combination of industry knowledge which is in the best interest of the Company.

Pursuant to the Regulation 19(4) & 20(4) and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of the Company has adopted a Policy on diversity of Board of Directors. The said policy is available on the website of the company at www.spml.co.in.

Board Evaluation

In terms of the Regulation 19(4) & 20(4) and Part D of Schedule II of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and as per Companies Act, 2013 the Board is required evaluate its own performance along with the performance of the Committee and the individual director. The Board Evaluation Framework is conducted annually for all the Board Members on various factors viz Relationship with Stakeholders, Company's performance, decision making, information flow etc. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based on rating.

Familiarization Program for Independent Directors

In Compliance with Regulation 25(7) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, the company has put in place the familiarization program for the Independent directors to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, roles rights and their responsibilities and any other relevant matters if any through various programs. The Policy on Familiarization programs for independent directors adopted by the Board is also available on the company's website at www.spml.co.in.

Meeting of the Board of Directors

During the year under review, the Board met ten (10) times, the details of the Meetings of the Board held during the financial year 2021-22 are given under the section Corporate Governance Report which forms the part of this report.

Meeting of Independent Directors

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 and as in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the separate meeting of the Independent Directors of the Company has been convened on 29th March, 2022 to review the matters as laid down in the aforesaid Schedule and Regulations.

Declaration by Independent Director

In terms of Section 149(7) of the Companies Act, 2013, your Company has received the requisite declaration from each of