



32ND

ANNUAL REPORT

SPML
INDIA
LIMITED

2019-2020

CORPORATE INFORMATION

Corporate Identity Number	L51109WB1988PLC092362
Bankers	HDFC Bank Ltd. Canara Bank Ltd.
Registered Office	113 Park Street Poddar Point, South Block, 3rd Floor, Kolkata-700016 (West Bengal)
Corporate Office	504, 27-Saraswati House, Nehru Place, New Delhi-110019
Auditors	M/s SPML & Associates, Chartered Accountant (FRN- 136549W)
Listed at	Metropolitan Stock Exchange of India Limited
Chief Financial Officer	Mr. Siddharth Jain
Company Secretary & Compliance Officer	Mr. Ravi Garg
Registrar And Share Transfer Agent	Niche Technologies Private Limited 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata-700017 Ph: 2235-7270/ 7271. 2234-3576 Fax:2215-6823 Email: nichetechpl@nicetechpl.com
E-Mail and Website	Email: cs@spmlindia.net ; info.spmlindia@gmail.com Website: www.spmlindia.net

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SPML INDIA LIMITED

CIN: L51109WB1988PLC092362

Regd. Off. 113, Park Street, Poddar Point, South Block, 3rd Floor, Kolkata -700016

Tel.: +91-9711308513 • E-mail: cs@spmlindia.net • Website: www.spmlindia.net

Notice is hereby given that the 32nd Annual General Meeting of the Members of **SPML INDIA LIMITED** will be held on Tuesday, the 29th September, 2020 at 03:30 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- 01.** To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Board of Directors of and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted".

SPECIAL BUSINESS:

- 02. To consider the appointment of Mr. Manoj Kumar Gangwal (DIN: 06659068) as the Managing Director (KMP) of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Mr. Manoj Kumar Gangwal (DIN: 6659068) as the Managing Director of the Company who was appointed as the Additional Director of the Company in the Board Meeting of the Company held on 23rd July, 2020 for a period of 5 (five) years, with effect from 18th August, 2020 on the terms and conditions as detailed out in the Explanatory Statement annexed hereto, including remuneration payable from time to time, which at all times, shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration, provided that the total remuneration shall not exceed the ceiling as provided under Section-II of Part-II of Schedule V to the Companies Act, 2013 or any statutory Modification(s) or re-enactment(s) thereof as in force from time to time.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' viz. Nomination & Remuneration Committee, Audit Committee or any other Committee of the Board thereof) shall have liberty to alter and vary the terms and conditions of the said reappointment and remuneration as may deem fit in accordance with the provisions of the Companies Act, 2013 and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 / Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Siddharth Jain, Chief Financial Officer of the Company and Mr. Ravi Garg, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filing of the requisite e-forms with the prescribed authorities."

03. To consider the appointment of Mrs. Neeta Boochra (DIN: 07644471) as a Non-Executive Independent Director on the Board of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Neeta Boochra (DIN: 07644471), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from 18th August, 2020 by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 18th August, 2020.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Siddharth Jain, Chief Financial Officer of the Company and Mr. Ravi Garg, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filing of the requisite e-forms with the prescribed authorities."

04. To consider the appointment of Mr. Shalin Jain (DIN: 08389442) as a Non-Executive Independent Director on the Board of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shalin Jain (DIN: 08389442), who was appointed as the Additional Director of the Company in the Board Meeting of the Company held on 20th May, 2020 as a Non-Executive Non-Independent Director and further re-designated by the as a Non-Executive Independent Director on the Board of the Company in the Board Meeting of the Company held on 23rd July, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company,

whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 23rd July, 2020.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Siddharth Jain, Chief Financial Officer of the Company and Mr. Ravi Garg, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filing of the requisite e-forms with the prescribed authorities."

05. To consider the appointment of Mr. Sushil Kumar Sethi (DIN: 00062927), as an Additional Director in the category of Non-Executive Director with effect from 18th August, 2020.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Mr. Sushil Kumar Sethi (DIN:00062927), who was appointed as the Additional Director of the Company in the Board Meeting of the Company held on 18th August, 2020 as a Non-Executive Non-Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non-Executive Director of the Company, whose term shall be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 18th August, 2020.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Siddharth Jain, Chief Financial Officer of the Company and Mr. Ravi Garg, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds matters and things as may be considered necessary, proper and expedient to give effect to this Resolution including filing of the requisite e-forms with the prescribed authorities."

**By Order of the Board
For SPML India Limited**

Date: 02.09.2020
Place: New Delhi

(Ravi Garg)
Company Secretary

NOTES:

1. Instructions for accessing and participating in the 32nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

- (a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (c) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.spmlindia.net. The Notice can also be accessed from the website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSE) at <https://www.msei.in/> respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (g) AGM be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

2. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period commences on Saturday, 26th September, 2020 at 10.00 A.M and ends on Monday, 28th September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on the Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

3. General Guidelines for Members

- (a) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.
- (d) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go

through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- (e) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, the 22nd day of September, 2020.
- (f) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, the 22nd day of September, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com
- (g) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (h) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- (i) Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Tumul Maheshwari, a Practicing Company Secretary (Membership No. 5554), Partner of M/s. MT & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
- (j) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- (k) The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.spmlindia.net and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the Metropolitan Stock Exchange of India Limited (MSE).
- (l) Pursuant to the provisions of Section 91 of the Companies Act, 2013 (as amended), the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).

4. Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

- (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.spmlindia.net.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to www.spmlindia.net.
- (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

5. The instructions for members for e-voting on the day of the AGM are as under:-

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

6. Instructions for members for attending the AGM through VC/OAVM are as under:

- (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (b) Members are encouraged to join the Meeting through Laptops for better experience.
- (c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (e) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@spmlindia.net.
- (f) Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@spmlindia.net at least five (5) days prior to meeting. The same will be replied by the company suitably.
- (g) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (h) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- (i) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

- (j) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

7. Proxy

In terms of the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the requirement of sending proxy forms to holders of securities as per provisions of section 105 of the act read with regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) 2015(as amended), has been dispensed with.

8. Corporate Members Attending Through Their Authorised Representatives

Corporate members attending the meeting through their authorized representatives pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company, at least 48 hours prior to the start of voting a certified copy of the Board resolution authorizing their representatives through email to the Company at cs@spmlindia.net.

- 9.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 10.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 11.** In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- 12.** Electronic copy of all the documents referred to in the accompanying Notice of the 32nd AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.spmlindia.net
- 13.** All documents referred to, in the accompanying Notice and the Explanatory Statement and Statutory Registers including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@spmlindia.net.
- 14.** Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 32nd AGM, forms integral part of the Notice of the 32nd AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
- 15.** Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM No. 02

The Chairman informed the Board that due to the resignation Mrs. Aanchal Sethi (DIN: 03588023) from the position of the Managing Director of the Company w.e.f. 18th August, 2020, there was a casual vacancy created in the Board of the Company which is required to be filled pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Manoj Kumar Gangwal was graduated with a Bachelor of Commerce degree from the Rajasthan University. He has a good exposure in Financials Services, Audit, Financial Advisory Services, taxation, handling Direct and Indirect tax matters for more than 20 years.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 18th August, 2020, recommends the appointment of Mr. Manoj Kumar Gangwal, in his aforesaid capacity of a Managing Director of the Company for the term of 5 (five) consecutive years subject to the approval of Members. The details of the proposed remuneration payable to him are set out below:

Term of Appointment

With effect from 18th August, 2020 to 17th August, 2025

1. The Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
2. **Remuneration:**
 - a. **Basic Salary :** Up to maximum of Rs 01 Lakhs per month
 - b. **House Rent Allowance, Perquisites and Allowances:** Maximum of 50% of the above salary per month
 - c. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under 1 above.
 - d. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding & lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites
3. **Minimum Remuneration:** In any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate the above remuneration (including perquisites) shall be paid to Mr. Manoj Kumar Gangwal as the minimum remuneration in compliance with the provisions of the Section 197 read with Schedule V to the Companies Act, 2013 including the relevant Rules framed thereunder.
4. **Termination:** The employment of the Managing Director may be terminated by giving 3 months' notice from either the Company or the Managing Director or by paying 3 month's basic salary in lieu of such notice. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.

5. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director.
6. If at any time the Managing Director ceases to be a Director for any cause whatsoever, he shall also cease to be the Managing Director of the Company.
7. The Managing Director shall not have the powers which are to be exercised by the Board of Directors, only as provided under the Act.
8. The Managing Director shall not be paid any sitting fees for attending Board/ Committee Meetings.

Other terms and conditions

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

- a. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- b. Encashment of leave at the end of the tenure.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Managing Director and the other Whole Time Directors of the Company taken together, shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'). Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Gangwal has been received by the Company Based on the declarations received from Mr. Gangwal, in Form DIR-8, he is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and he has given his consent to act as a Director of the Company, in Form DIR-2 Mr. Manoj Kumar Gangwal is not related to any of the Directors of the Company and does not hold any shares in the Company.

Mr. Manoj Kumar Gangwal shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof. Further, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary with requisite approvals as required under the Act. The other requisite details of Mr. Gangwal have been annexed hereto, marked as Annexure. Except Mr. Gangwal, being an appointee none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 02 of the Notice. The Board recommends the ordinary Resolution as set out in Item No. 02.

ITEM No. 03

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 18th August, 2020 appointed Mrs. Neeta Boochra as an Additional Independent Women Director with effect from 18th August, 2020 for the term of 5 (five) consecutive years subject to the approval of Members.

Mrs. Neeta Boochra is the Chairperson of Silver Centre and she takes pride in her jewellery being displayed at the National Museum in New Delhi and the Salar Jung Museum in Hyderabad. Having a strong Jewelry manufacturing and distribution network Pan India, she decided to include Hair and Beauty segment in her portfolio. She is the Founder Chairperson of Luxe Radiant LLP, the Master Franchise and Exclusive Distributors of Luxescalp, Singapore for Herbal Hair Treatment and Herbal Hair Products for India. She strongly holds the position of being the only 100% Herbal Hair Treatment Center in India at Bengaluru.

Mrs. Neeta Boochra is the Founder-Chairperson of FICCI Ladies Organization (FICCI FLO) Jaipur Chapter and the only National President of FICCI FLO from Rajasthan.

She is the Co-Chair for India of SAARC Chamber Women Entrepreneur Council which is an effective platform for developing and promoting women entrepreneurs in the South Asian Region. She is the Trustee and Board Member of Talentnomics India (affiliated to Talent Nomics Inc, USA).

Her vision is to bring gender parity at leadership levels and to develop 1,00,000 capable, confident, connected and credible women leaders across sectors and regions. At present she is fully devoted towards Skilling and Promoting Entrepreneurship and Professional Excellence amongst Women.

Mrs. Boochra has given her consent to act as the Director of the Company and has also given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that, she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

Keeping in view her vast experience and knowledge, it will be appropriate and in the best interest of the Company that Mrs. Boochra be appointed as Independent Directors of the Company for the term of 5 (five) consecutive years to hold office from 18th August, 2020. The Copy of the draft letter for appointment of Mrs. Boochra setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company. Except Mrs. Boochra, being an appointee none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 03 of the Notice. The Board recommends the ordinary Resolution as set out in Item No. 03.

ITEM No. 04

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 23rd July, 2020 appointed Mr. Shalin Jain (DIN: 08389442) as an Additional Independent with effect from 23rd July, 2020 for the term of 5 (five) consecutive years subject to the approval of Members.

Mr. Shalin Jain, graduated with a Bachelor of Commerce degree. He has worked as an Auditor for various companies Lupin Pharmaceuticals, Aditya Birla Nuvo Limited, Aditya Birla Insulators, Reserve Bank of India, IDBI & latter worked as an Inhouse Auditor for a large Infrastructure Company for more than 10 years. He also has a good exposure in Financials Services, Audit, Financial Advisory Services, Dealing with Bankers, handling Direct and Indirect tax matters.

Mr. Shalin Jain has given his consent to act as the Director of the Company and has also given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that, she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

Keeping in view his vast experience and knowledge, it will be appropriate and in the best interest of the Company that Mr. Shalin Jain be appointed as Independent Directors of the Company for the term of 5 (five) consecutive years to hold office from 23rd July, 2020. The Copy of the draft letter for appointment of Mr. Jain setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company. Except Mr. Jain, being an appointee none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 04 of the Notice. The Board recommends the ordinary Resolution as set out in Item No. 04.

ITEM No. 05

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 18th August, 2020 appointed Mr. Sushil Kumar Sethi as an Additional Director in the category of Non-Executive Non Independent Director with effect from 18th August, 2020 for the term of 5 (five) consecutive years subject to the approval of Members who shall be liable to retire by rotation.

Mr. Sethi is currently working as Managing Director in SPML Infra Limited wherein he is responsible for the growth of the water and environment business enabling the Group to foray into several BOOT projects in the water, wastewater and sewer rehabilitation; Resides and operates from Delhi.

He has experience of more than four decade in execution of EPC contracts relating to water supply, power and infrastructure development projects

The Copy of the draft letter for appointment of Mrs. Sethi setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company. Except Mr. Sethi, being an appointee none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 05 of the Notice. The Board recommends the ordinary Resolution as set out in Item No. 05.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment at the 32th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name	Mr. Manoj Kumar Gangwal	Mrs. Neeta Boochra	Mr. Shalin Jain	Mr. Sushil Kumar Sethi
Date of Birth (Age)	01.07.1972 (48 Years)	26.10.1964 (56 Years)	17.06.1984 (36 Years)	22.07.1958 (62 Years)
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	23.07.2020	18.08.2020	20.05.2020	18.08.2020
Qualification	Graduated with a Bachelor of Commerce degree	Masters	Graduated with a Bachelor of Commerce degree	Graduated with a Bachelor of Commerce degree
Directorship held in Other Companies	<ol style="list-style-type: none"> 20th Century Engineering Ltd Oxive Environmental Management Pvt Ltd Aurangabad City Water Utility Company Ltd Technomechanical Services Pvt Ltd Aleron Tradelinks (India) Pvt Ltd Sethi Infratech Pvt Ltd Tna Engineering And Projects India Pvt Ltd Spml Industries Ltd 	<ol style="list-style-type: none"> Luxe Radiant LLP, Designated Partner Transcorp Enterprises Limited, Independent Director 	<ol style="list-style-type: none"> Zoom Industrial Services Ltd 20th Century Engineering Ltd Aurangabad City Water Utility Company Ltd Aurangabad Jal Supply Solutions Pvt Ltd Samarpan Infra Holdings Pvt Ltd 	<ol style="list-style-type: none"> Spml Infra Limited Rishabh Homes Pvt Ltd Bharat Hydro Power Corporation Ltd Mwv Water Utility Pvt Ltd Peacockpearl Business Solutions Pvt Ltd Vedanta Infracon Pvt Ltd Sethi Infratech Pvt Ltd Spml Utilities Ltd Sanmati Buildcon Pvt Ltd

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors of your Company presents the 32nd Annual Report on your Company's operations and performance along with the audited financial for the financial year ended March 31, 2020. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

Financial Results

The brief summary of the financial performance of the Company for the Financial Year ended March 31, 2020 along with the comparative figures for the previous year is summarized herein below:

(Rs in Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operation & Other Income	73.65	121.95	75.13	123.12
Expenses during the Year	16.99	35.77	17.97	36.78
Profit /(Loss) for the year before Tax	45.66	86.18	57.15	86.34
Tax Expenses	15.24	21.18	16.11	21.21
Profit After Tax	41.42	65.00	41.04	65.13
Earnings per Share (Basic & Diluted Earnings per share)	0.40	0.62	0.39	0.62

Financial Performance: Standalone

During the year under review, the standalone Operating Revenue of your Company was Rs 73.65 Lakh as compared to Rs 121.95 Lakh in the previous year. The Net Profit for the year is Rs 41.42 Lakh as compared to Rs 65.00 Lakh in the previous year.

Consolidated

During the year under review, the standalone Operating Revenue of your Company was Rs 75.13 Lakh as compared to Rs 123.12 Lakh in the previous year. The Net Profit for the year is Rs 41.04 Lakh as compared to Rs 65.13 Lakh in the previous year.

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 activities 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 2020.

Listing on Company's Share with Metropolitan Stock Exchange of India (MSE)

The Equity shares of your Company was earlier listed on Guwahati Stock Exchange Limited and Jaipur Stock Exchange and these stock exchanges have been derecognized and therefore not in working since quite a longtime.

Further SEBI vide Circular CIR/MRD/DSA/14/2012 dated 30 May, 2012, issued guidelines for such type of Companies which are listed on derecognized stock exchange to get it-self either list on recognized stock exchanges or delist by exit offer to public shareholders. In this regards, your Company proposes to list its Equity shares with the Metropolitan Stock Exchange of India Limited (MSE).

Your Company has got the Listing Approval from Metropolitan Stock Exchange of India on 03rd March, 2020 vide Letter ref No MSE/List/2020/342 in respect of its application which was submitted for listing at Metropolitan Stock Exchange of India (MSE).

Subsidiaries, Joint Ventures and Associate Companies

The Company has one subsidiary i.e. 20th Century Engineering Limited as on March 31, 2020. There has been no material change in the nature of the business of the subsidiary.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as **Annexure-I**.

Directors and Key Managerial Personnel

In order to comply with the provision of Section 177 & 178 of Companies Act, 2013 as applicable to the Company in reference to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to have an optimum combination of executive and non-executive directors including the Independent Director, the Board on the recommendation of Nomination and Remuneration Committee of the Company at their meeting held on 12.11.2019 had appointed Mr. Deepak Kumar Jain as an Additional Director on the Board of the Company in the category of Independent Director with effect from 12.11.2019 to hold office upto the date of the next Annual General Meeting in accordance with 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.

Further, all the Independent Directors have submitted declarations that each of them meet 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. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

Declaration by independent directors

The independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Number of Meetings of the Board

During the year under review, the Board met nine (9) times, the details of the Meetings of the Board held during the financial year 2019-20 are given under the corporate governance report section which forms the part of this report. The Board further affirms that the time gap between any two consecutive Board Meetings did not exceed 120 days.

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, a separate meeting of the Independent Directors of the Company has been convened during the financial year 2019-20 to review the matters as laid down in the aforesaid Schedule and Regulations

Policy on Director's Appointment and Remuneration

The policy of the Company on Director's Appointment and Remuneration including qualification, positive attributes and independence of a Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration and other matters as required under Section 178(3) of the Companies Act, 2013 is available on our website at www.spmlindia.net We further affirm that the remuneration paid to the directors is as per the terms laid down in the Nomination and Remuneration Policy.

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.spmlindia.net

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 to 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.

Directors Responsibility Statements

In terms of the provision of Section 134(5) of the Companies Act, 2013, your Directors hereby confirm:

- (a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts have been prepared on a going concern basis;
- (e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
- (f) that proper internal financial controls were laid down and that such internal financial

controls are adequate and were operating effectively.

Corporate Social Responsibility (CSR)

During the year under review the provisions relating to CSR enumerated under Section 135 of the Companies Act, 2013, are not applicable to your Company and therefore the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

Auditors and Auditors' Report

At the Annual General Meeting held on 28th September, 2019, the Members approved the appointment of M/s SPML & Associates, Chartered Accountant (FRN- 136549W) as the Statutory Auditors of the Company for a period commencing from the conclusion of 31st Annual General Meeting till the conclusion of 36th AGM to be held in the Calendar year 2024. The requirement of the ratification of the appointment of Statutory Auditor at every Annual General Meeting has been done way by the Companies Amendment Act, 2017 notified by the Ministry of Corporate Affairs dated 07th May, 2018, and hence the notice of ensuing Annual General Meeting does not carry any resolution pertaining to ratification of appointment of Statutory Auditor.

The Auditors' Report(s) to the Members of the Company in respect of the Standalone Financial Statements and the Consolidated Financial Statements for the Financial Year ended March 31, 2020 are self-explanatory.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of your company had appointed M/s MT & Co., Company Secretaries as Secretarial Auditor to conduct the secretarial audit for the financial year ended on 31st March, 2020.

The Secretarial Audit Report for the Financial Year ended 31st March, 2020 in Form MR-3 is annexed to the Directors Report as **Annexure-II** and forms part of this Report. Observations of the Secretarial Auditor are self-explanatory.

Extract of Annual Return

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12 (1) of the Company (Management & Administration) Rules, 2014 including any amendment thereto, an extract of the Annual Return in the prescribed format i.e. Form MGT-9 for the Financial Year ended 31st March, 2020 is given as in **Annexure-IV**. The same is also uploaded on the Company's website at www.spmlindia.net

Committee of the Board

Your Company has the following Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee. The details pertaining to such Committees are provided in the Corporate Governance Report, forming part of this report.

Adequacy of Internal Financial Controls with reference to Financial Statements

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operations were observed.

Particulars of Investments, Loans, Guarantees given or Securities provided

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, disclosure on particulars relating to Investments, Loans, Guarantees and Securities are forming part of the Annual Report.

Material Changes and Commitments:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

Change in the place for keeping the books of accounts of the Company

The Board of Directors in their meeting held on 10th September, 2019, approved the change of place for keeping the books of accounts of the Company from the Registered Office of the Company, 113, Park Street, Poddar Point, South Block, 3rd Floor, Kolkata-700016 to the Corporate Office of the Company at 504, 27-Saraswati House, Nehru Place, New Delhi-110019 instead of Plot No. 65, Institutional Area,

Sector-32, Gurgaon-122001, pursuant to the provisions of Section 128(1) of the Companies Act, 2013.

Significant and Material Orders Impacting Operations of Company in future

No significant or material orders have been passed by any regulators or court or tribunals impacting the going concern status and future operations of your company.

Vigil Mechanism

In line with the requirement under Section 177(9) & (10) of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted a Whistle Blower Policy establishing Vigil Mechanism, to provide a formal mechanism to the directors and employees to report any fraudulent financial or other information any unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available at Company's website at www.spmlindia.net

Reporting of Frauds

There have been no instances of fraud reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder either to the Company or to the Central Government.

Risk Management

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure. All risks which may associate with the business operations of the Company have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, financial, human, environment and statutory compliance.

Related Parties transactions

All related party transactions that were entered into during the financial year ended 31st March,

2020 were on an arm's length basis and were in the ordinary course of business of the Company and therefore, the provisions of Section 188 of the Companies Act, 2013 were not applicable to such transactions. None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosure set out in notes to financial statement. Further, there are no significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The particulars of contracts or arrangements, if any entered by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in Form AOC-2 is annexed as **Annexure III.**

Transfer of Unpaid / Unclaimed amounts to IEPF

There is no amount outstanding under unpaid /unclaimed dividend account standing payable as on the date of Financial Statement under review. Therefore the requirement of transfer of unpaid / unclaimed dividend outstanding beyond 7 years to the Investor Education and Protection Fund (IEPF) established by the Central Government is not applicable.

Name of the Companies which have become or ceased to be its Subsidiaries and Associate Companies

No Company become the subsidiary or ceased to become the subsidiary during the relevant financial year ended on March 31, 2020.

Details of Significant and Material Orders Passed By the Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Management Discussion and Analysis

In terms of the Regulation 34(2)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Report on Management discussion and Analysis forms part of the Annual Report.

Corporate Governance Report

Pursuant to Listing Regulations and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled 'Corporate Governance' has incorporated in the Annual Report.

A certificate from the auditors of the company regarding compliance with the conditions of Corporate Governance also forms part of the Annual Report.

Declaration signed by the CEO stating that the members of Board of Directors and senior management personnel have affirmed compliances with code of conduct of Board of Directors and Senior Management:

Pursuant to the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is exempted from providing disclosure under this Clause.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has a policy on Prohibition/Prevention of Sexual Harassment of Women at workplace and matters connected therewith or incidental covering thereto all the aspects as contained in "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

During the year under review, no complaint was reported.

Employees Relations

During the year, the employee relationships were cordial. Your directors place on record their sincere appreciation for services rendered by the employees of the Company.

Particulars of Employee

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy

and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

Details of Foreign Earning and outgo are as follow:

Particulars	Amount
Foreign Exchange Earning	Nil
Foreign Exchange outgo	Nil

Acknowledgement

Your Directors take this opportunity to express their deep and sincere gratitude to the Borrowers, Banks, Financial Institutions, Investors, and Employees for their continued assistance, support, confidence and patronage, as well as to the Reserve Bank of India, the Government of India and Regulatory Authorities for their cooperation, support and guidance.

For and on behalf of the Board of Directors

Date: 23.07.2020

Place: New Delhi

(Aanchal Sethi)
Chairman

ANNEXURE- I

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SPML INDIA LIMITED,
Kolkata

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SPML INDIA LIMITED, (hereinafter called the Company). I have not done audit of financial statements of the Company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March 2020, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) SEBI Listing Regulations (LODR), 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act as required under the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed note on agenda were sent at least seven days in advance (hand delivery), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. The Company was listed on Metropolitan Stock Exchange of India Limited on 5th March 2020 and has generally complied with the LODR, 2015 except that it has filed some returns/forms beyond the prescribed time of

filing the return in the office of the Registrar of Companies but filed with additional fee.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the Company has not undertaken any corporate event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **MT & Co.**
Company Secretaries

(Tumul Maheshwari)

Proprietor

Place: Delhi

ACS No. 16464

Date: 27/08/2020

C.P. No. 5554

UDIN No. A016464B000624610

This report is to be read with Annexure-A which forms an integral part of this report.

ANNEXURE-A

To,
The Members,
SPML INDIA LIMITED,
Kolkata

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that

the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the

Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MT & Co.**
Company Secretaries

(Tumul Maheshwari)

Place: Delhi
Date: 27/08/2020

Proprietor
ACS No. 16464
C.P. No. 5554

Note: The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended many times for various days across the country 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.

ANNEXURE- II

FORM NO. AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs in Lakhs)

1. Name of the subsidiary : **20th Century Engineering Limited**
2. Reporting period for the subsidiary concerned, if different from the holding company's reporting period : **31st March, 2020**
3. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.
4. Share capital : **99.56**
5. Reserves & surplus : **54.22**
6. Total assets : **205.39**
7. Total Liabilities : **51.61**
8. Investments : **55.75**
9. Turnover : **1.48**
10. Profit before taxation : **0.95**
11. Provision for taxation : **1.33**
12. Profit after taxation : **(0.39)**
13. Proposed Dividend : **NA**
14. % of shareholding : **65.36%**

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Name
1. Latest audited Balance Sheet Date	Not Applicable
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Networth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit / Loss for the year	
i. Considered in Consolidation	
i. Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

ANNEXURE- III

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contract s/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
N.A	N.A	N.A	N.A	N.A	N.A

ANNEXURE- IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 2018-19

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I	REGISTRATION & OTHER DETAILS	
i)	CIN	U51109WB1988PLC092362
ii)	Registration Date	09.08.1988
iii)	Name of the Company	SPML INDIA LIMITED
iv)	Category/Sub-category of the Company	Company limited by shares/Indian Non-Government Company
v)	Address of the Registered office & contact details	113 Park Street Poddar Point, South Block, 3 rd Floor, Kolkata-700016 (West Bengal) Email: info.spmlindia@gmail.com
vi)	Corporate Office of the Company	504, 27-Saraswati House, Nehru Place, New Delhi-110019
vii)	Whether listed company (Yes/No)	Yes (Listed on Metropolitan Stock Exchange of India Limited)
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata-700017 Ph:2235-7270/7271; 2234-3576 Fax:2215-6823 Email: nichetechpl@nicetechpl.com

II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
	All the business activities contributing 10% or more of the total turnover of the company shall be stated		
Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Activities auxiliary to financial service activities n.e.c.	66190	100

III	PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES				
Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	20 th Century Engineering Ltd. F-27/2, Okhla Industrial Area, Phase-II, New Delhi - 110020	U31900DL1984PLC018942	Subsidiary	65.36	2(87)

IV		SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)								
(i)		Category-wise Share Holding								
Category of Shareholders	No. of Shares held at beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	487510	638510	1126020	10.79	1126020	-	1126020	10.79	-	
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	
c) Bodies Corporates	1812400	1812400	3624800	34.72	3624800	-	3624800	34.72	-	
d) Bank/FI	-	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	-	
SUB TOTAL:(A) (1)	2299910	2450910	4750820	45.51	4750820	-	4750820	45.51	-	
(2) Foreign										
a) NRI-Individuals	-	-	-	-	-	-	-	-	-	
b) Other Individuals	-	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	
d) Banks/FI	-	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	-	
SUB TOTAL:(A) (2)	-	-	-	-	-	-	-	-	-	
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2299910	2450910	4750820	45.51	4750820	-	4750820	45.51	-	
B. PUBLIC SHAREHOLDING										
(1) Institutions	-	-	-	-	-	-	-	-	-	
a) Mutual Funds	-	-	-	-	-	-	-	-	-	
b) Banks/FI	-	-	-	-	-	-	-	-	-	
c) Central Govt.	-	-	-	-	-	-	-	-	-	
d) State Govt.	-	-	-	-	-	-	-	-	-	
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	-	
g) FIIS	-	-	-	-	-	-	-	-	-	
h) Foreign Venture	-	-	-	-	-	-	-	-	-	

Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corporates									
i) Indian	936360	4073368	5009728	47.99	1687520	3322208	5009728	47.99	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	-	98616	98616	0.95	-	98616	98616	0.95	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	65200	514000	579200	5.55	130400	448800	579200	5.55	-
c) Others (specify)									
i) Clearing Member	-	-	-	-	-	-	-	-	-
ii) Non-Resident Individual	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	1001560	4685984	5687544	54.49	1817920	3869624	5687544	54.49	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	1001560	4685984	5687544	54.49	1817920	3869624	5687544	54.49	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3301470	7136894	10438364	100	6568740	3869624	10438364	100	-

(ii) Share Holding of Promoters								
SI No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the co.	% of shares pledged and/or encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Zoom Industrial Services Ltd.	2,516,000	24.1	N.A	2,516,000	24.1	N.A	N.A
2	20th Century Engineering Ltd.	520,000	4.98	N.A	520,000	4.98	N.A	N.A

3	SPM Engineers Ltd.	348,800	3.34	N.A	348,800	3.34	N.A	N.A
4	Harshvardhan Sethi	220,000	2.11	N.A	220,000	2.11	N.A	N.A
5	Anil Kumar Sethi	208,020	1.99	N.A	208,020	1.99	N.A	N.A
6	Abhinandan Sethi	150,400	1.44	N.A	150,400	1.44	N.A	N.A
7	Nupur Jain	140,000	1.34	N.A	140,000	1.34	N.A	N.A
8	Bharat Hydro Power Corporation Ltd.	116,000	1.11	N.A	116,000	1.11	N.A	N.A
9	Sushil Kumar Sethi (Karta)	22,000	0.21	N.A	22,000	0.21	N.A	N.A
10	Sushil Kumar Sethi	89,000	0.85	N.A	89,000	0.85	N.A	N.A
11	Suman Sethi	105,600	1.01	N.A	105,600	1.01	N.A	N.A
12	International Construction Ltd.	104,000	1	N.A	104,000	1	N.A	N.A
13	Roshni Jain	91,000	0.87	N.A	91,000	0.87	N.A	N.A
14	Rishabh Sethi	60,000	0.57	N.A	60,000	0.57	N.A	N.A
15	Maina Devi Sethi	40,000	0.38	N.A	40,000	0.38	N.A	N.A
15	SPML Infra Ltd.	20,000	0.19	N.A	20,000	0.19	N.A	N.A

(iii) Change in Promoters' Shareholding (please Specify, if there is no change)					
SI No	Shareholders Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	N.A	N.A	N.A	N.A	N.A

(iv) Shareholding Pattern of top Ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)					
SI No	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Techno Mechanical Services Pvt Ltd	1,502,320	14.39	1,502,320	14.39
2	Josephine Commercial Pvt. Ltd.	474,800	4.55	474,800	4.55
3	Cindrella Commodeal Pvt.Ltd.	370,400	3.55	370,400	3.55
4	Swarnim Distributors Pvt. Ltd.	189,000	1.81	189,000	1.81
5	Subhash Kumar Jain	150,000	1.44	150,000	1.44
6	Dravajyoti Consultants (P) Ltd.	118,460	1.13	118,460	1.13
7	Tanfac Merchants (P) Ltd.	110,800	1.06	110,800	1.06
8	Amar Chand Bakliwal (Huf)	93,400	0.89	93,400	0.89
9	R. Powerflow Suppliers & Credit	89,800	0.86	89,800	0.86
10	Pawanputra Comm. System & Finance (P) Ltd	86520	0.83	86520	0.83

(v) Shareholding of Directors & KMP			
SI No	For Each of the Directors & KMP	Shareholding at the beginning of the year	Cumulative Shareholding during the year

		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Director (Sandhya Rani Sethi*)				
	At the beginning of the year	130400	1.25	130400	1.25
	Change During the year	Not Applicable			
	Date	Not Applicable			
	Reason	Not Applicable			
	At the end of the year	130400	1.25	130400	1.25

* Mrs Sandhya Rani Sethi had resigned from the position of Director & Key Managerial Personnel on 20th May, 2020

V	INDEBTEDNESS (Rs in Lakhs)				
SI No	Indebtedness of the Company including interest outstanding/accrued but not due for payment				
		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year				
	i) Principal Amount	-	119.27	-	119.27
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	119.27	-	119.27
2	Change in Indebtedness during the financial year				
	Additions	-	0.02	-	0.02
	Reduction	-	68.57	-	68.57
3	Net Change	-	(68.55)	-	(68.55)
4	Indebtedness at the end of the financial year				
	i) Principal Amount	-	50.71	-	50.71
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	50.71	-	11,926,702

VI	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
A.	Remuneration to Managing Director, Whole time director and/or Manager:			
SI No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total (Rs)
	Gross salary	Sandhya Rani Sethi, Managing Director (Rs in Lakhs)		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	4.00	-	4.00
2	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
3	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
4	Stock option	-	-	-
5	Sweat Equity	-	-	-
6	Commission	-	-	-

	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify -Employer's contribution to PF -Encashment of earned leaves	-	-	-
	Total (A)	4.00	-	4.00
	Ceiling as per the Act	As per Schedule-V of the Companies Act, 2013		

B. Remuneration to other directors:					
SI No	Name	Sitting Fees (Rs)		Commission (Rs)	Total Compensation (Rs)
I	Non-Executive Directors				
	N.A	N.A		N.A	N.A
	Total (I)	-		-	-
II	Independent Directors				
	N.A	N.A		N.A	N.A
	Total (II)	-		-	-
	Grand Total (I + II)	-		-	-
	Overall Ceiling as per the Companies Act, 2013				
					-

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD			
SI No	Particulars of Remuneration	Key Managerial Personnel Other than MD/Manager/WTD	
	Gross Salary	Ravi Garg Company Secretary (Rs in Lakhs)	Total Amount
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.*	4.80	4.80
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others, specify	-	-
5	Others, please specify	-	-
	Total	4.80	4.80

*for part of the year

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCE:						
SI No	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made if any (give details)
A.	COMPANY	NONE				
	Penalty					
	Punishment					

	Compounding	
B.	DIRECTORS	NONE
	Penalty	
	Punishment	
	Compounding	
C.	OTHER OFFICERS IN DEFAULT	NONE
	Penalty	
	Punishment	
	Compounding	

Aanchal Sethi
Chairman

Ravi Garg
Company Secretary

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MD&A)

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2020.

1. INDUSTRY STRUCTURE AND DEVELOPMENT:

During the period under the review, the Company is engaged in Long Term Investment in equity shares of the Companies listed with National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) and also in Equity Shares of Unlisted Companies in the field of Infrastructure and Power sector. The Company's investment objective is to provide shareholders capital growth over the long-term, through investment in a portfolio of equities, loan stocks, Infrastructure Projects etc. The Company invests in equity and fixed income securities. The Company focuses on investing in unquoted fixed income securities. The Company's portfolio is invested mainly in domestic stocks. The Company holds various fixed income investments in the form of Loans.

2. OPPORTUNITIES & THREATS:

The Government is committed to encourage the healthy growth of Capital Market for development of the Economy. While the government seems committed to reforms to address the challenges, political compromises and high populist spending in an election year will mean that tough decisions are more likely to be deferred.

3. SEGMENT-WISE PERFORMANCE:

The Company is mainly engaged in Long Term Investment in equity shares of the Companies listed with National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) and also in Equity Shares of Unlisted Companies in the field of Infrastructure and Power sector.

4. OUTLOOK:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

5. RISK & CONCERNS:

The Company is exposed to specific risks that are particular to its business, including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risks and monitors the business and risk management policies to minimize the risk.

6. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company's operating and business control procedures ensure efficient use of resources and comply with the procedures and regulatory requirements. There are adequate internal controls to safeguard the assets and protect them against losses from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year, the Company has recorded a turnover of Rs. 73.65 Lakhs as compared to Rs. 121.95 Lakhs in the previous year. The Company has made net profit of Rs. 41.42 Lakhs as compared to Rs. 65.00 Lakhs of the previous year after providing depreciation, tax, etc. for the year ended 31st March, 2020.

8. HUMAN RESOURCE DEVELOPMENT:

The Company believes that the human resources are vital in giving the Company a Competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company has enjoyed cordial relations with the

employees at all levels. The Company continues to run an in-house training program held at regular intervals and aimed at updating their knowledge about issues.

9. CAUTIONERY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE

SPML India Limited is committed to conduct its business in compliance with the applicable laws, rules and regulations and highest standards of business ethics as the principle of Corporate Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are build and continues to grow. Strong Corporate Governance is indispensable to resilient and vibrant capital market and is therefore, an important tool for investor protection.

We at SPML India Limited recognize that good Corporate Governance is a continuing exercise and remains committed to high standards of Corporate Governance. Corporate Governance is essentially a system by which Companies are directed and controlled by the management in the best interest of its stakeholders. The management believes that the stakeholders are the true owners of the enterprise and it holds the status of trustees of the stakeholders. Therefore the Company always gives thrust to highest ethical standards in all its dealing in order not only to achieve the objects of the Company but also enhances stakeholder's value as well as discharge of its social responsibility.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS

The Board of Directors of the Company along with its Committees provides leadership and guidance to the management, directs and observes how the management of the Company serves and protects the long and short terms interest of all its stakeholders. All the Board members of your company are well informed with qualifications and experience in diverse areas.

Composition

The composition of the Board of your Company is in conformity with the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') and Section 149 of the Companies Act, 2013 ('the Act').

Accordingly, the Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors as at 31st March 2020, comprised of 4 Directors, out of which 1 was Executive Director and 3 were Non-executive Directors, which includes 2 Independent Directors. The Chairman of the Board is an Executive Director and one-half of the total number of Directors comprised of Independent Directors. The profile of directors is available on the website of the company www.spmlindia.net

The names and categories of the Directors on the Board and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2020 are given below:

No. of Directorships and Committee Memberships / Chairmanship

Sl. No.	Name of the Directors	Category	Other Directorship	Committee Memberships	Committee Chairmanships
01	Mrs. Sandhya Rani Sethi	Executive Director	4	0	0

02.	Mrs. Aanchal Sethi	Non- Executive Director	6	3	1
03.	Mr. Sunil Kumar Gupta	Non- Executive, Independent	6	3	2
04.	Mr Deepak Kumar Jain	Non- Executive, Independent	1	3	-

Notes:

- The information provided above pertains to the following committee in accordance with the provisions of Listing Regulations, 2015.
 - Audit Committee
 - Shareholders'/Investors' grievances Committee
 - Nomination and Remuneration Committee
- Membership of Committees includes chairmanship, if any.
- No. of Directorship in other Companies excludes Directorship in Foreign Companies and membership of managing committee of Chamber of Commerce / Professional bodies
- None of the Directors holds membership of more than 10 Committees of Boards neither any Director is a Chairman of more than 5 Committees of boards.
- During the year, the Company did not have any material pecuniary relationship or transaction with the non-executive director's.

3. MEETINGS & ATTENDANCE

During the year the Board of Directors met for 9 times to discuss the operational and financial matters of the Company. The maximum time gap between any two consecutive meetings did not exceed more than 120 days in compliance with the provision of Companies Act, 2013 and listing regulations. Last Annual General Meeting was held on 28th September, 2019.

(a) Attendance of Directors at Board Meetings and at the last Annual General Meeting:

SI No	Name of the Directors	No of board meetings held during the tenure of Directors*	No. of Board Meetings attended	Whether attended the last AGM
1	Mrs. Sandhya Rani Sethi ¹	09	09	Yes
2	Mr. Sunil Kumar Gupta	09	09	No
3	Mrs. Aanchal Sethi	09	09	Yes
4	Mr Deepak Kumar Jain ²	09	07	N.A.

*Excludes the separate meeting of Independent Directors

¹ Mrs. Sandhya Rani Sethi resigned from the Board of the Company w.e. f. 20.05.2020

² Mr. Deepak Kumar Jain resigned from the Board of the Company w.e. f. 23.07.2020

(b) Details of equity shares of the Company and convertible instruments, if any held by non- executive directors;

Sl. No	Name of the Directors	Category	Number of equity shares
1	Mrs. Sandhya Rani Sethi ¹	Executive Director – Non Promoter	1,30,400

¹ Mrs. Sandhya Rani Sethi resigned from the Board of the Company w.e. f. 20.05.2020

(c) Familiarization Programme for Independent Directors

The Company follows familiarization programme for the Independent Directors as per the requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this program is to provide insights into the Company and make them to understand the business so that they can contribute significantly to the Company. The detail of such familiarization programs framed by the board for its Independent directors can be accessed on the Company's website at www.spmlindia.net

(d) Details Setting Out The Skills/Expertise/Competence Of The Board Of Directors specifying the core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board;

- i) **Professional Skill:** Professional skills assisting the ongoing business of the Company
- ii) **Expertise & Experience:** Possesses relevant expertise and experience in the field of the Company, project understanding,
- iii) **Knowledge:** Understands the business of the Company, resulting in knowledge for choosing the tender, increasing the brand value, achieve agreed goals and objectives and monitor the reporting of performance.
- iv) **Leadership:** having leadership experience, judgment on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- v) **Financial Skill:** Having depth knowledge of financial management, capital allocation, dealing with Banks and supervise the auditor or any other

person who deals with financials if required.

(f) Confirmation on Independence of the Independent Director:

As per the disclosure received from the Independent Directors and in the opinion of the Board, the Independent Directors fulfills the conditions specified in Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

(g) Reason for resignation of Independent Directors before expiry of their tenure:

Mr. Deepak Kumar Jain was appointed in the Board of the Company to serve as an Independent Director for a term of five consecutive years w.e.f. 12th November, 2019. But, due to his inability to serve on the Board of the Company he resigned w.e.f. 23rd August, 2020. Thereupon Mr. Shalin Jain was appointed in the Board of the Company to serve as an Independent Director for a term of five consecutive years w.e.f. 23rd August, 2020.

4. COMMITTEES OF THE BOARD

There are three committees of the Board viz. (a) Audit Committee, (b) Nomination and Remuneration Committee and (c) Stakeholders Relationship Committee

(a) Audit Committee

Brief description of terms of reference:

Audit Committee has been constituted in conformity with the provisions of Section 177 of the Companies Act, 2013 and rules framed thereunder and in line with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of the Committee is to overview the Company's financial reporting processes, monitor and provide an effective supervision, to ensure accurate and timely disclosures, compliance with legal and statutory requirements, the adequacy of internal control systems, review of related party transaction, functioning of Whistle Blower Mechanism, adequacy of internal audit function etc. within the given time frame.

Composition and Attendance

During the year, the Audit Committee met 5 times. The Audit Committee Meetings were held on following dates:

(i) 12/05/2019, (ii) 02/09/2019, (iii) 25/09/2019, (iv) 12/11/2019 and (v) 06/02/2020

SI No	Name of the Director	No. of Meetings attended
1	Mr. Sunil Kumar Gupta – Chairman	5
2	Mr. Deepak Kumar Jain	4
3	Mrs. Aanchal Sethi	5

(b) Nomination and Remuneration Committee

Brief description of terms of reference:

The purpose of Nomination and Remuneration Committee is to review the performance of the individuals whether to qualify to be an executive, non-executive and independent Director and to recommend to the Board for the approval of the same. The committee is also responsible to review the compensation programme for the individuals and other senior managerial personnel. In addition to above the committee makes recommendation to the Board the annual base salary, incentive, bonus employment agreement etc. of Executive Directors and other Senior Managerial Personnel.

The Company Secretary of the Company acts as a Secretary to the Committee.

Composition and Attendance

The Remuneration & Nomination committee comprises two Independent Directors and One Non-Executive Director.

During the year, the Nomination and Remuneration Committee met 1 times. The Audit Committee Meetings was held on 12/11/2019

SI No	Name of the Director	No. of Meetings attended
1	Mr. Sunil Kumar Gupta - Chairman	1
2	Mr. Deepak Kumar Jain	1
3	Mrs. Aanchal Sethi	1

Terms of Reference

The Committee's constitution and terms of reference are in compliance with the provisions of section 178 of the Companies Act and Part D of Schedule II of SEBI (LODR), Regulations, 2015 besides other terms as may be referred by the Board of Directors. The policy is available on the website of the Company.

The terms of reference includes:

(a) Formulation of criteria for determining qualifications, positive attributes and independence of a Director and Remuneration for the Directors, Key Managerial Personnel and Senior Management and recommending the same to the Board and

(b) Identification of person who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria as per the policy approved by the Board. The policy of the company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employed for their individual performance and contribution to the business.

(c) The Nomination and Remuneration Committee lays down the criteria for the performance evaluation of Independent Directors and other Directors, Board of Directors and committee of the Board of Directors.

Performance Evaluation

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, executive / non-executive /nominee / independent directors through a peer evaluation, excluding the director being evaluated.

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators, based on which the independent directors, are evaluated include:

- Willingness to spend time and making efforts to learn about the Company and its business.
- Knowledgeable about latest development in corporate governance framework, financial reporting, micro-finance industry and current markets conditions.
- Relationship with the other Directors and executive management to enable the Board to function "As a team" and current markets conditions.

Composition and Attendance

During the year 2019-20, no Investor Grievance complaint was reported. Further, no request for issuance of Duplicate Share Certificate or transfer/ transmission of Equity Shares of the company was received during the year. Following is the detail of Investors request/ complaints received by the Company:

(a) No. of Shareholders complaints received during the year	- Nil
(b) No. of complaints not resolved to the satisfaction of the Shareholders	- Nil
(c) No. of pending complaints as on 31.03.2020	- Nil

During the year, Mrs. Aanchal Sethi (Non-Executive) was inducted as the Chairman of the Stakeholders' Relationship Committee by the Board in its meeting held on 03rd January, 2020

The composition and the details of the attendance for the Meetings of the Stakeholder Relationship Committee are as under:

SI No	Name of the Director	No. of Meetings attended
1	Mrs. Aanchal Sethi - Chairman	1
2	Mr. Deepak Kumar Jain	1
3	Mr. Sunil Kumar Gupta	1

- Contributing precise and value added inputs in Board Meetings to help decision making.
- To improve the effectiveness of the Board and each individual director, a formal and rigorous Board review is internally undertaken on an annual basis.

iii) Stakeholders Relationship Committee:

Terms of reference of the Stakeholders Relationship Committee are as per guidelines set out in the Listing Agreements with the Stock Exchanges and pursuant to the Articles of Association of the Company. Stakeholder Relationship Committee has the mandate to review and redress the grievances of shareholders in compliance with the Section 178 of Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee is responsible for resolving shareholder's complaint with regard to share transfers, dividend, non-receipt of Annual Report, Shares Transfer, Duplicate Share Certificates and other queries related to them. Mr. Ravi Garg, Company Secretary of the Company acts as Compliance Officer of the Company.

5. REMUNERATION OF DIRECTORS / SITTING FEES

No remuneration has been paid to any Director whether non-executive or non-executive during the year.

The Independent Directors are not paid any sitting fees for attending meetings of the Board and the committees thereof.

The sitting fees, if any as determined by the Board for attending meetings of the Board, Audit Committee, Nomination and Remuneration Committee shall be within the limits prescribed under the Companies Act, 2013.

Details of Sitting Fees paid to Non-Executive Independent Directors for attending the meeting the Board during the Financial Year 2019-20 are as under:

No. of Shares	Name of The Director	Designation	Managerial Remuneration/Sitting Fees
1	Mr. Sunil Kumar Gupta	Independent Director	-
2	Mr. Deepak Kumar Jain	Independent Director	-

Details of remuneration paid to the Executive Directors of the Company for the financial year 2019-20 are as follows:

No. of Shares	Name of The Director	Designation	Managerial Remuneration/Sitting Fees
1	Mrs. Sandhya Rani Sethi	Managing Director	4.00 Lakhs

6. DISCLOSURE

I. Equity shares held by Non-Executive Directors

None of the Non-Executive Directors of the Company held any equity shares of the Company during the year under review.

II. Related Party Transactions

The Company has not entered into any transactions of a material nature with any of the related parties that may have potential conflict with the interests of the Company, during the year under review.

III. Compliances by the Company

There has been no instance of non-compliance by the Company with the requirements of the Stock Exchanges, Securities and Exchange Board of India and other statutory authorities on matters related to Capital Markets during the last three years.

The Company has adopted and complied with all the mandatory requirements under SEBI Listing Regulations, 2015.

IV. Compliance with Regulation 39(4) read with Schedule V and VI of SEBI Listing Regulations – Uniform Procedure for dealing with Unclaimed Shares:

Pursuant to the General Circulars issued by the Ministry of Corporate Affairs with respect to Section 124 (6) of the Companies Act, 2013 read with Rules made thereunder in relation transfer of unclaimed shares to Investor Education and Protection Fund (IEPF), the company would like to inform that the Company has complied with all the required formalities as per the aforesaid rules

V. Disclosure under Regulation 30 and 46 of SEBI Listing Regulations regarding certain

agreements with the media companies:

Pursuant to the requirement of Regulation 30 of the SEBI Listing Regulations, the Company would like to inform that no agreement(s) have been entered with media companies and/or their associates which has resulted/ will result in any kind of shareholding in the Company and consequently any other related disclosures viz., details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable.

VI. Familiarization Programme for Independent Directors

The company follows familiarization programme for the independent directors as per the requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this program is to provide insights into the Company and make them to understand the business so that they can contribute significantly to the Company. The detail of such familiarization programs framed by the board for its Independent Directors can be accessed on the Company's website at www.spmlindia.net

VII. Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy as defined under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide a formal mechanism to the Directors and Employees under which they are free to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Policy. The whistle blower policy is available at company's website at www.spmlindia.net

VIII. Code of Conduct for Prevention of Insider Trading, 2015

The Company has adopted Code for prevention of Insider Trading for its Directors and designated employees pursuant to Regulation 8(1) and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015. The objectives of these codes are to regulate, Monitor and report trading by Insiders and to report Fair Disclosure of Unpublished Price Sensitive Information. These Codes prohibits purchase/ sale of securities of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company. The Code of Conducts is available on the Company's Website www.spmlindia.net

IX. Performance Evaluation

In Compliance with provisions of Section 134, 149 and Schedule IV of the Companies Act, 2013 read with Schedule V and Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Performance Evaluation of Independent Directors was carried out by the entire Board and a Separate Meeting of Independent Directors was also held to assess the performance of Non-Independent Director and the Chairperson of the Company.

Performance Evaluation is based on their contribution to Company's objectives and plans, efficient discharge of their responsibilities, participation in Board/Committee meetings and other relevant parameters.

X. Policy for Determining Material Subsidiaries

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for

Determining Material Subsidiaries and the same is available on the Company's website at www.spmlindia.net

Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Non-mandatory requirements complied with has been disclosed at the relevant places.

XI. Mandatory & Non-mandatory Clauses

The Company has complied with all mandatory requirements laid down by

7. GENERAL BODY MEETINGS

(a) Location and time of the last three Annual General Meetings held:

The details of the Annual General Meetings (AGM) of the shareholders held during the last 3 years are given below:

Year	Venue	Date	Time	Special Resolution passed
2018-19	113, Park Street, Poddar Point, South Block, 3rd floor, Kolkata – 700016	28 th Sep, 2019	03:30 P.M.	Yes
2017-18		29 th Sep, 2018	03:30 P.M.	No
2016-17		29 th Sep, 2017	11:00 A.M.	Yes

(b) Location and the time of Extraordinary General Meetings held during the FY 2019-20:
There was no Extraordinary General Meetings held during the financial year under review.

(c) Detail of Special Resolution passed during FY 2019-20 through Postal Ballot: During the FY 2020-20, no Special Resolution was passed through Postal Ballot

(d) Person who conducted the Postal Ballot exercise: Not Applicable

(e) Whether any Special Resolution is proposed to be conducted through postal ballot:
None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

(f) Procedure for Postal Ballot: Not applicable, as there was no postal ballot carried out during the FY 2019-20.

8. MEANS OF COMMUNICATION

(a) The quarterly results are published in English Newspaper (all Editions) as well as Hindi Daily Newspaper in Delhi. The information on Quarterly Results is sent to the stock exchanges to enable them to post it on their respective websites.

(b) The financial results, annual report, notices to the shareholders meetings, results of postal ballots, results of e-voting, news releases, press releases, any presentations made to Institutional Investors or Analysts, if any and other important announcements are sent to the stock exchanges and are also displayed on Company's website at www.spmlindia.net. Any official news releases are also displayed on Company's website.

(c) During the year ended 31st March, 2020 Company has not made any presentations to Institutional investors or to the analysts.

9. GENERAL SHAREHOLDER INFORMATION

- (i) 32nd Annual General Meeting : **29th September, 2020.**
Through Video Conferencing/other audio visual means (VC/OAVM)
- (ii) Financial Calendar : Financial Year 1st April, 2020 to 31st March, 2021
Adoption of Results for the Quarter Ending
a) Jun 30, 2020 - 2nd week of Aug, 2020
b) Sep 30, 2020 - 2nd week of Nov, 2020
c) Dec 31, 2020 - 2nd week of Feb, 2020
d) Mar 31, 2020 - 4th week of May, 2021

Annual General Meeting – Sep, 2021
- (iii) Book Closure Date : from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive)
- (iv) Dividend Payment Date : Not Applicable.
- (v) Listing on Stock Exchanges* : **Metropolitan Stock Exchange of India Limited**
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, BandraKurla Complex, Bandra
(E),
Mumbai – 400098

**w.e.f. 03rd March, 2020*
- (vi) Registrar & Transfer Agents : **Niche Technologies Pvt. Ltd.**
3A, Auckland Place 7th Floor,
Room No. 7A & 7B, Kolkata-700017
Phone: +91-033-2248 2248
- (vii) **Stock Prices data and performance of Company's share prices vis-à-vis Nifty & Sensex;**
The Company has got the Listing Approval from Metropolitan Stock Exchange of India on 03rd March, 2020 vide Letter ref No MSE/List/2020/342 in respect of its application which was submitted for listing at Metropolitan Stock Exchange of India (MSE). Hence no trading was there as on March 31, 2020

The Company's shares are traded in compulsory Demat Mode. The shares received for transfer in physical mode by the Company are transferred expeditiously and the share certificates, duly transferred, are sent to the transferee(s).

The Company obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.
- (viii) **Share Transfer System**
The Board has constituted the Stakeholder Relationship Committee and delegated the power of transfer to the Committee. The Committee holds its meeting as and when required, to consider all matters concerning transfer and transaction of shares.
- (ix) **Reconciliation of Share Capital Audit Report**
As required under Regulation 76 of SEBI (Depositories and Participants), Regulations, 2018, the reconciliation

of share capital audit report on the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") and the total issued and listed capital for each of the quarter in the financial year ended March 31, 2020 was carried out. The

audit reports confirm that the total issued / paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(x) **Share Ownership Pattern as on March 31, 2020.**

Category	As on March 31, 2020	
	No of Shares	%
Promoters and Promoter Group (A)	4,750,820	45.51%
Public (B)	5,687,544	54.49%
Total (A) + (B)	10,438,364	100%
Custodian (C)	-	-
Grand Total (A) + (B) + (C)	10,438,364	100%

(xi) Outstanding Warrant:
There was no outstanding warrant.

(xii) **Address for Correspondence:**

The Shareholders may address their communication / suggestion / grievances / other queries to:

Registered office	Corporate office	Registrar & Transfer Agents
SPML India Limited 113, Park Street, Poddar Point South Block, 3rd Floor, Kolkata – 700016	504, 27-Saraswati House, Nehru Place, New Delhi- 110019	Niche Technology Private Limited 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata-700017

10. OTHER DISCLOSURES

(I) **Dematerialization of Shares**

The Company's shares are available for trading in the depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL). As on 31st March, 2020 Equity Shares of the Company, forming 62.93% of total shareholding stands dematerialized. Company's ISIN No. is INE103F01013.

(II) **Policy for Determining Material Subsidiaries**

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the

Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at www.spmlindia.net

(III) **Mandatory & Non-mandatory Clauses**

The Company has complied with all mandatory requirements laid down by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Non-mandatory requirements complied with has been disclosed at the relevant places.

(IV) **Utilization of Funds rose through Preferential Allotment**

- During the year under review Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)
- (V) **Certificate from Practicing Company Secretary**
Certificate from Mr. Tumul Maheshwari, Practicing Company Secretary forms an integral part of the Report in accordance with Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (VI) During the financial 2019-20 no instances were recorded where Board of the Company has not accepted any recommendations of any committee.
- (VII) **Details of Fees paid to Statutory Auditors**
During the Financial year 2019-20 total fees for all the services paid by the Company and its Subsidiaries on a consolidated basis is Rs. 59,000
- (VIII) **Disclosure in Relation to Sexual Harassment of Women at Workplace**
During the year under review Company has not received any Complaint from any of the women employee of an Organization in relation to Sexual Harassment of Women at Workplace (prevention, prohibition and Redressal) Act, 2013.
- (a) No. of complaints filed during the financial year : 0
(b) No. of complaints disposed of during the year : 0
(c) No. of complaints pending as on end of the financial year : 0
- (IX) Non- Compliance of any requirement of Corporate Governance Report of sub – Para 2 to 10 of Schedule V Part C of Listing Regulation, 2015: **NIL**
specified in Regulations 17 to 27 and clauses (b) to (i) of sub- regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (X) **Compliance with Discretionary Requirements**
- a) **Non-Executive Chairman’s Office:** Not Applicable
- b) **Shareholder’s Right:** The quarterly and half yearly financial results of the Company are published in the newspaper and also posted on the website of the Company.
- c) **Modified Opinion in the Auditor’s Report:** The financial Statement of the Company for the year ended 31st March, 2020 contains modified opinion. Details of the modified opinion forms part of an Annual report.
- d) **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee. During the year under review the Company has duly complied with the requirements
- 11. CEO / CFO CERTIFICATION**
The Managing Director (CEO) and CFO have certified to the Board in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to CEO / CFO certification for the financial year ended 31st March, 2020.
- 12. AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE**
As required by as per Part E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors’ certificate is annexed to this report.
- 13. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**
Not Applicable
- 14. CODE OF CONDUCT**



The SPML India's Code of Business Conduct and Ethics, as adopted by the Board of Directors is a comprehensive Code applicable to all Directors, Executive as well as Non-Executive as well as members of Senior Management. A copy of the Code has been put on the Company's website www.spmlindia.net

The Code has been circulated to all members of the Board and Senior Management and the

compliance of the same has been affirmed by them.

For SPML India Limited

(Aanchal Sethi)
Chairman

Dated: 23.07.2020
Place: New Delhi

DECLARATION BY THE MANAGING DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the SPML India's Code of Business Conduct and Ethics as applicable to them for the financial year 2019-20.

For SPML India Limited

(Aanchal Sethi)
Chairman

Dated: 23.07.2020
Place: New Delhi

CFO CERTIFICATION

To,
The Board of Directors
SPML India Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
 - i. there are no significant changes in internal control over financial reporting during the year;
 - ii. there are no significant changes in accounting policies during the year; and
 - iii. there are no instances of significant fraud of which we have become aware.

Dated: 23.07.2020
Place: New Delhi

Aanchal Sethi
Managing Director

Siddharth Jain
Chief Financial Officer



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Board of Directors

SPML India Limited

We have examined the compliance of conditions of Corporate Governance by SPML India Limited ("the Company") for the year ended 31st March 2020, as stipulated under Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulation").

The compliance of conditions of corporate governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representation made by the management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulation for the year ended 31st March 2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MT & Co.**
Company Secretaries

(Tumul Maheshwari)

Proprietor

ACS No. 16464

C.P. No. 5554

Dated: 23.07.2020

Place: New Delhi

CERTIFICATE CONFIRMING NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
SPML India Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SPML India Limited having CIN No. L51109WB1988PLC09236 and having registered office at 113 Park Street Poddar Point, South Block, 3rd Floor, Kolkata-700016 (West Bengal (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby Confirm that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory Authority.

Sl. No.	Name of the Director	DIN	Designation	Date of Appointment
1	Mr. Sunil Kumar Gupta	01999025	Non- Executive, Independent	25.11.2017
2	Mr Deepak Kumar Jain	08432228	Non- Executive, Independent	12.11.2019

Ensuring the eligibility of, for the appointment / continuity of Director on the Board is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MT & Co.**
Company Secretaries

(Tumul Maheshwari)
Proprietor
ACS No. 16464
C.P. No. 5554

Dated: 23.07.2020
Place: New Delhi

STANDALONE
FINANCIAL
STATEMENT

INDEPENDENT AUDITORS' REPORT

The Members of SPML INDIA LIMITED

Report on the Audit of Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS Financial Statements of **SPML INDIA LIMITED (CIN – U51109WB1988PLC092362)** (“the Company”), which comprise the Balance Sheet as at March 31, 2020, Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as “Ind AS financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Ind AS Financial Statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

Cancellation of Certificate of Registration (COR No. B-05.07060 dated January 17, 2018) under Section 45-IA of the RBI Act'1934 vide Order dated August 21, 2020 and company is taking necessary action on the same, as explained by the Management.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including annexure to Board's Report but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- b) The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive income , the Statement of Cash Flow , Statements of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- c) In our opinion, the aforesaid Ind AS Financial Statements comply with the AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;.
- d) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- e) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls refer to our separate Report in “**Annexure B**”; and
- f) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended and others, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position in its Ind AS Financial Statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. As explained to us that the company have complied with MSME and other regulatory Provisions during the year.

For SPML & ASSOCIATES
Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
(Partner)
Membership No: 092132

Place: New Delhi
Date: 23/07/2020

UDIN: - 20092132AAAABT6179

“Annexure A” to the Auditors’ Report

Referred to in paragraph 9 of our report of even date.

1. The company does not have any Property Plant and Equipment's therefore this clause is not applicable to the company.
2. a) As explained to us, The Inventory of securities held as stock in trade or investments have been physically verified by the management with demat accounts maintained with depositories on regular basis. In our opinion the frequency of verification is reasonable.

b) In our opinion, the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
3. As informed to us, the company had granted loans/advances to 4 Companies and a sum of Rs.1,68,65,000/- advances during the year and a sum of Rs.11,20,28,695.00 is outstanding at the year end, as listed in the registers maintained under section 189 of the Companies Act. Other terms and conditions of the same are prima facie not prejudicial to the interest of the company. We are explained that the same are repayable on demand.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security, to the extent applicable.
5. According to the information and explanation given to us, the company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and the rules framed there under and the directions issued by the RBI except as permissible under the law.
6. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub – section (1) of section 148 of the Companies Act 2013 for the products/services of the company.
7. (a) According to the information and explanation given to us and the record of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable except liability in respect of **Income tax demand of Rs. 46,87,806/-** under self Asstt as showing on the Department Portal. We are explained, that the same will be paid after proper verification/rectification.

(b) According to the Information and explanations given to us, there are no dues of Income tax, sales tax, service tax, customs duty and excise duty which have not been deposited on account of any dispute except as stated above.

8. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to banks. The company has not issued any debentures during the year.
9. Based on information and explanations given to us by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly provisions of the Clause 3(ix) of the order are not applicable to the company and hence not commented upon.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Ind AS Financial Statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on the examination of the records of the company, the company has paid/provided managerial remuneration of Rs. 4,00,000/- in compliance of the law.
12. In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards to the extent applicable.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company have not made preferential allotment cum private placement of shares of the company during the year under audit. Further, no debentures are issued during the year.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. Based upon the audit , the Company was registered as NBFC under RBI through CoR NO B-05.07060. However, the RBI has cancelled the Certificate of Registration vide Order No DNBC.RO.KOL.No.349/03.03.008/2020-20 dated August 21, 2020 under section 45-IA (6) of the RBI Act, 1934 due to non-fulfillment of compliance related to Net owned fund . We are informed that the management is taking appropriate action on the same.

For SPML & ASSOCIATES
Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
(Partner)
Membership No: 092132

Place: New Delhi
Date: 23/07/2020

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SPML India Limited** as on 31st March, 2020 in conjunction with our audit of the standalone Financial Statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company considering essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively under the direct supervision of the company's directors as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For SPML & ASSOCIATES
Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
(Partner)
Membership No: 092132

Place: New Delhi
Date: 23/07/2020

UDIN: - 20092132AAAABT6179

SPML INDIA LIMITED
BALANCE SHEET AS AT MARCH 31, 2020

₹ In Lakhs

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
ASSETS				
Non-current assets				
(a) Financial assets				
(i) Investments	3	950.51	968.70	1,267.16
(ii) Other non-current financial assets	4	0.90	-	-
(c) Deferred Tax Assets	25	-	-	-
		951.41	968.70	1,267.16
Current assets				
(a) Inventories	5	3.42	3.42	3.42
(b) Financial assets				
(i) Other Current Financial Assets		-	-	-
(ii) Cash and cash equivalents	6	1.87	106.00	41.11
(iii) Loans & Advance	7	1,313.27	1,237.96	1,222.20
(c) Other current assets	4	9.15	13.45	13.89
		1,327.70	1,360.83	1,280.61
TOTAL ASSETS		2,279.11	2,329.53	2,547.77
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	8	1,043.84	1,043.84	1,043.84
(b) Other Equity	9	1,133.15	1,091.73	1,026.72
Total Equity		2,176.99	2,135.56	2,070.56
LIABILITIES				
Non- Current liabilities				
(a) Financial liabilities				
(i) Other financial liabilities	10	-	-	-
(ii) Provisions	10.1	-	-	-
		-	-	-
Current liabilities				
(a) Financial liabilities				
(i) Short term borrowings	10.2	50.71	119.27	421.12
(b) Other current liabilities	11	28.98	47.40	37.91
(c) Current Tax Liabilities	11.1	22.43	27.29	18.18
		102.12	193.96	477.21
Total liabilities		102.12	193.96	477.21
TOTAL EQUITY AND LIABILITIES		2,279.10	2,329.53	2,547.77

See accompanying notes to the Financial Statements

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants
FRN : 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain

Director

DIN: 08389442

Ravi Garg

Company Secretary

Aanchal Sethi

Managing Director

DIN: 03588023

Siddharth Jain

Chief Financial Officer

SPML INDIA LIMITED
Statement of Profit and Loss for the year ended March 31, 2020

₹ In Lakhs

Particulars	Notes	2019-20	2018-19
Income			
Revenue from Operations	12	73.65	121.95
Other Income	13	-	-
Total Income (I)		73.65	121.95
Expenses			
Employee benefits expense	14	8.91	3.43
Finance costs	15	3.83	27.33
Depreciation		-	-
Other Expenses	16	4.26	5.01
Total Expenses (II)		16.99	35.77
Profit / (Loss) for the year (I-II)		56.66	86.18
Deferred Tax Expenses			
Income Tax Expenses		-	-
Income Tax Expenses (Earlier Years)		14.71	21.17
		0.52	-
Profit / (Loss) for the year		41.42	65.00
Other Comprehensive Income (OCI)			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-Measurement gains on defined benefit plans		-	-
Other Comprehensive Income for the year		-	-
Total Comprehensive Income for the year (V+VI)		41.42	65.00
Earnings per share - Basic and Diluted (Nominal value ` 10 per share)	27	0.40	0.62

See accompanying notes to the Financial Statements

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants

FRN: 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain

Director

DIN: 08389442

Aanchal Sethi

Managing Director

DIN: 03588023

Ravi Garg

Company Secretary

Siddharth Jain

Chief Financial Officer

SPML INDIA LIMITED CIN : U51109WB1988PLC092362 CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020				
₹ In Lakhs				
Particulars	Note no.	As at 31st March 2020	As at 31st March 2019	
A Cash flows from operating activities				
Profit before tax		56.66	86.18	
Adjustments:				
Depreciation		-	-	
Profit on Sale of Shares		0.41	101.23	
Loss on Sale of Shares		-	95.54	
Interest income				
Interest and financing charges		3.83	27.33	
Operating cash flows before working capital changes		60.08	107.82	
Adjustments for				
Decrease/ (Increase) in inventories		-	-	
Decrease/(Increase) in Trade and Other Current Assets		(71.90)	(15.33)	
(Decrease)/Increase in Trade payables		-	-	
(Decrease)/Increase in Current Liabilities and provisions		(91.85)	(283.25)	
Cash generated from operations		(103.67)	(190.76)	
Income-tax (paid)		15.23	21.17	
Net cash from operating activities		(118.90)	(211.93)	
B Cash flows from investing activities				
Purchase of tangible and intangible asset		-	-	
Proceeds from sale of Investment		18.60	112.10	
Changes in Non Current Assets		0.00	192.06	
Movement in Other Non-Current Assets				
Movement in Loan and Advances		-	-	
Interest received		-	-	
Net cash from investing activities		18.60	304.16	
C Cash flows from financing activities				
Increase in Provisions		-	-	
Change in Other Financial Liabilities		-	-	
Finance Charges		(3.83)	(27.33)	
Net cash from financing activities		(3.83)	(27.33)	
Net increase in cash and cash equivalents		(104.14)	64.89	
Cash and cash equivalents at the beginning of the year		106.00	41.11	
Cash and cash equivalents at the end of the year		1.87	106.00	
Cash and cash equivalents	6	1.87	106.00	
As per our report of even date				
FOR SPML & ASSOCIATES		For and on behalf of Board of Directors		
Chartered Accountants		SPML India Limited		
FRN : 0136549W				
		Shalin Jain	Aanchal Sethi	
		(Director)	(Managing Director)	
		DIN - 08389442	DIN - 03588023	
CA Mahesh Gattani				
Partner				
Membership No. 092132				
Place : New Delhi		Ravi Garg	Siddharth Jain	
Date: 23-07-2020		Company Secretary	Chief Financial Officer	

SPML INDIA LIMITED

Statement of Changes in Equity for the year ended March 31, 2020 and March 31, 2019

A) Equity Share Capital
(also refer note 8)

As at April 1, 2018
As at March 31, 2019
As at March 31, 2020

Subscribed and fully paid-up		Total Equity share capital
No. of Shares	₹ In Lakhs	₹ In Lakhs
1,04,38,364	1,043.84	1,043.84
1,04,38,364	1,043.84	1,043.84
1,04,38,364	1,043.84	1,043.84

B) Other Equity
(also refer note 9)

	₹ In Lakhs
	Reserves and Surplus
	Retained earnings (including Other Comprehensive Income)
Balance as at April 1, 2018	940.86
Addition during the year	52.00
Other comprehensive income for the year	-
Total comprehensive income	992.87
Balance as at March 31, 2019	992.87
Profit for the year	33.14
Other comprehensive (loss) for the year	-
Total comprehensive income for the year	1,026.01
Balance as at March 31, 2020	1,026.01

See accompanying notes to the Financial Statements

2

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
Partner
Membership No. 092132

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain
Director
DIN: 08389442

Aanchal Sethi
Managing Director
DIN: 03588023

Place: New Delhi
Date: 23-07-2020

Ravi Garg
Company Secretary

Siddharth Jain
Chief Financial Officer

SPML India Limited
Notes to the Financial Statements as at 31st March 2020

1 Corporate Information

M/s SPML India Limited was incorporated on 9th August, 1988 with the Registrar of Companies, NCT of Kolkata. The Company is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on metropolitan stock exchange of India Ltd. The Company is engaged in the business of Investment, Loan Financing and other contractual services.

2 Significant accounting policies

2.01 Basis of preparation and presentation

(i) These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) The estimates at 1 April 2018 and at 31 March 2019 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies). The estimates used by the Company to present these amounts in accordance with Ind-AS reflect conditions at 1st April 2018 and as of 31 March 2019.

(iii) In accordance with Ind-AS 101, the Group has presented reconciliations of Shareholders' equity under Previous GAAP and Ind AS as at March 31, 2019, and April 1, 2018 and of the Profit after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2019.

(b) Basis of measurement

These Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention, except for certain investments measured at fair value, Freehold Land measured at Fair value and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS (refer accounting policies for financial instruments, Property, plant and Equipment and employee benefits).

Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional and presentation currency.

(c) Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(d) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.02 Property, plant and equipment.

Under the previous GAAP (Indian GAAP), property, plant and equipment were carried in the balance sheet at their carrying value being the cost of acquisition or construction less accumulated depreciation.

The cost of property, plant and equipment includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Borrowing costs directly attributable to acquisition or construction of those assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

Advance paid towards the acquisition of assets outstanding at each balance sheet are shown under capital advances. The cost of property, plant and equipment not ready for their intended use before such date, are disclosed as capital work in progress.

The Company has used the following useful economic lives to provide depreciation on its property, plant & equipment.

	Useful economic life (years)
Buildings (including temporary structure)	3-60
Furniture & Fixtures	10
Plant & Equipment	9-20
Computers	3-6
Vehicles	8-10
Office Equipment	5

reviewed at each financial year end and adjusted prospectively, if appropriate.

2.03 Impairment of property plant and equipment and intangible assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

2.04 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods is shown to include Excise Duties and National Calamity Contingent Duty which are payable on manufacture of goods but excludes taxes such as VAT and Goods and Services Tax which are payable in respect of sale of goods and services. Revenue from the sale of goods and services is recognised when the Company performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery and in case of services, in the period in which such services are rendered.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of a financial asset or a financial liability to their gross carrying amount.

Others

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity/services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

2.05 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2018, the group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

2.06 Inventories

Materials, components and stores & spares to be used in contracts are valued at lower of cost, or net realizable value. Cost is determined on weighted average basis.

Stock of trading goods is valued at lower of cost, or net realizable value. Cost is determined on First in First out (FIFO) basis.

Net Realizable Value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

Unbilled Revenue (WIP) is valued at net realizable value. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.07 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial Assets

a) Classification

SPML India Limited
Notes to the Financial Statements as at 31st March 2020

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

b) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

c) Subsequent measurement

Financial assets carried at amortised cost: A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold asset in order to collect contractual cash flows and the contractual cash terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is accounted in profit or loss using the effective interest rate method. Impairment losses, forex gain / loss and gain / loss on derecognition of financial asset in this category is recognised in profit or loss.

Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI, if it is held within a business model whose objective is achieved by both from collection of contractual cash flows and selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Further equity instruments where the company has made an irrevocable election based on its business model, to classify as instruments measured at FVTOCI, are measured subsequently at fair value through other comprehensive income.

Debt instruments - Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised. Interest income from these financial assets is included in other income using the effective interest rate method.

Equity instruments - Movements in the carrying amount are taken to OCI and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividend from such investments are recognised in profit or loss.

Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. All gains and losses are recognised in profit or loss.

d) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 31 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach specified by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

e) Derecognition of financial assets

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

B Financial liabilities

a) Classification

The company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

b) Initial recognition and measurement

The company recognises financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities, that are not at fair value through profit or loss, are reduced from the fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities at fair value through profit or loss are expensed in profit or loss.

c) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Amortised cost: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss: Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Derecognition of financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

C Financial guarantee contracts

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee or the estimated amount that would be payable to a third party for assuming the obligations.

(i) as Guarantor

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 and the amount initially recognised less cumulative amortisation, where appropriate.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(ii) as Beneficiary

Financial guarantee contracts are recognised as a financial asset at the time the guarantee is taken. The asset is initially measured at fair value and subsequently amortised over the guarantee period.

Where guarantees in relation to loans or other payables are provided by group companies for no compensation, the fair values are accounted for as contributions and recognised as part of equity.

D Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.08 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

SPML India Limited
Notes to the Financial Statements as at 31st March 2020

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

2.09 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

'Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum alternate tax ('MAT') paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement'. The company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax asset is defined in Ind AS 12 to include the carry forward of unused tax credits. MAT Credits are in the form of unused tax credits that are carried forward by the company for a specified period of time. Accordingly, MAT Credit Entitlement is grouped with Deferred Tax Asset (net) in the Balance Sheet.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

'Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

2.11 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

2.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

2.13 Cash dividend and non-cash distribution to equity holders of the parent

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

2.14 Earnings per share

The basic earnings per share is computed by dividing the net profit/ (loss) attributable to owner's of the company for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

2.15 Segment reporting

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the company performance and allocates resources based on an analysis of various performance indicators by business segments.

SPML INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020
NOTE 3: INVESTMENTS

₹ In Lakhs

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Investment in unquoted equity instruments			
(a) In Subsidiaries			
20th Century Engineering Limited	23.08	23.08	23.08
6,50,750 (Previous Year 6,50,750) shares @ ₹ 10/- each	-	-	-
(b) In Others			
Arihant Leasing & Holding Limited	5.42	5.42	5.42
25,000 (Previous Year 25,000) shares @ ₹ 10/- each			
Mansarovar paper & Ind Ltd	0.02	0.02	0.02
100 (Previous Year 100) shares @ ₹ 100/- each			
Weston Electronics Ltd	0.05	0.05	0.05
100 (Previous Year 100) shares @ ₹ 100/- each			
Atlanto Grantio Limited	1.00	1.00	1.00
10,000 (Previous Year 10,000) shares @ ₹ 10/- each			
Zoom Industrial Services Ltd	66.71	66.71	66.71
4,31,850 (Previous Year 4,31,850) shares @ ₹ 10/- each			
Add Realty Ltd	-	-	89.31
Nil (Previous Year Nil) shares @ ₹ 100/- each			
Tara Holding Ltd	50.00	50.00	50.00
10,000 (Previous Year 10,000) shares @ ₹ 10/- each			
SPM Engineers Limited	67.63	67.63	67.63
2,65,000 (Previous Year 2,65,000) shares @ ₹ 10/- each			
Subhash Systems Private Limited	0.10	0.10	0.10
100 (Previous Year 100) shares @ ₹ 100/- each			
Bharat Hydro Power Corporation Limited	511.54	511.54	511.54
96,95,860 (Previous Year 96,95,860) shares @ ₹ 10/- each			
Om Metals Developers Pvt Ltd	-	-	2.90
Nil (Previous Year Nil) shares @ ₹ 10/- each			
Vedanta Infracon Pvt. Ltd.	5.00	5.00	5.00
50,000 (Previous Year 50,000) shares @ ₹ 10/- each			
Sanmati Buildcon Pvt. Ltd.	1.60	1.60	1.60
16,000 (Previous Year 16,000) shares @ ₹ 10/- each			
Sethi infratach Pvt Ltd	-	18.19	18.19
Nil (Previous Year 41,338) shares @ ₹ 10/- each			
Rishabh Homes Pvt Ltd	50.81	50.81	50.81
5,08,100 (Previous Year 5,08,100) shares @ ₹ 10/- each			
SPML Industries Ltd	23.34	23.34	-
50,000 (Previous Year Nil) shares @ ₹ 10/- each			
Aggregate value of unquoted investments at cost	806.29	824.48	893.35
Investment in quoted equity instruments			
SPML Infra Ltd	138.81	138.81	153.00
21,19,055 (Previous Year 21,19,055) shares @ ₹ 2/- each			
TATA Motors Ltd	0.15	0.15	0.15
80 (Previous Year 80) shares @ ₹ 2/- each			
Aggregate value of quoted investments at cost	138.96	138.96	153.15
Investment in other than shares and securities			
Gold Coins	5.26	5.26	5.26
Investment in Housing Project	-	-	215.40
Aggregate value of investment	5.26	5.26	220.66
Aggregate value of total investments at cost	950.51	968.70	1,267.16

SPML INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 4: OTHER FINANCIAL ASSETS (at amortised cost)

	Non-current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Security Deposit with CDSL	0.90	-	-
Tax Deducted at Source	-	-	-
Income Tax Refundable	-	-	-
	0.90	-	-

NOTE 4.1 : OTHER FINANCIAL ASSETS (at amortised cost)

	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Tax Deducted at Source	7.32	11.63	13.20
Income Tax Refundable	1.82	1.82	0.69
	9.15	13.45	13.89

NOTE 5 : INVENTORIES

	₹ In Lakhs		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Stock of Shares	3.42	3.42	3.42
	3.42	3.42	3.42

NOTE 5 : OTHER CURRENT FINANCIAL ASSETS

	₹ In Lakhs		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Receivable Against Sale of Share			
	-	-	-

NOTE 6 : CASH AND BANK BALANCES

	₹ In Lakhs		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash and cash equivalents			
Balances with banks :			
On current accounts	1.75	105.93	41.01
Cash on hand	0.11	0.07	0.10
Total	1.87	106.00	41.11

NOTE 7 : FINANCIAL ASSETS- LOANS

₹ In Lakhs

	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Advance to Parties			
-Oxive Environmental Management Pvt Ltd.	32.42	32.42	32.42
-SPML Infra Ltd	827.50	739.93	893.22
-SPML Industries Ltd	156.52	156.53	131.53
-Techno Mech Services Pvt Ltd	103.84	112.65	112.65
- Apollo Pipes Ltd	25.00	25.00	25.00
- N K Construction Group	40.00	40.00	-
- Om Metals Ratnakar Pvt Ltd	100.64	100.64	-
Other advances	27.34	30.79	27.36
Total	1,313.27	1,237.96	1,222.20

Note 7.1 : Due to Investment and financial Business nature of the Company, Ind AS 109 not applied on financial assets of the Company.

SPML INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 8 : SHARE CAPITAL

	₹ In Lakhs		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Authorized capital			
11,000,000 equity shares (previous year: 11,000,000) ₹ 10 par value per share	1,100.00	1,100.00	1,100.00
	1,100.00	1,100.00	1,100.00
Issued, subscribed and paid-up capital			
10,438,364 equity shares (previous year: 10,438,364) ₹ 10 par value per share	1,043.84	1,043.84	1,043.84
	1,043.84	1,043.84	1,043.84

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year

Equity Shares

	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	1,04,38,364	1,043.84	1,04,38,364	1,043.84	1,04,38,364	1,043.84
Calls in arrears	-	-	-	-	-	-
Outstanding at the end of the year	1,04,38,364	1,043.84	1,04,38,364	1,043.84	1,04,38,364	1,043.84

b. Rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. The details of shareholders holding more than 5% equity shares is set below:

	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Zoom Industrial Services Ltd	25,16,000	24.10%	25,16,000	24.10%	25,16,000	24.10%
Technomechanical Services Pvt Ltd	15,02,320	14.39%	15,02,320	14.39%	15,02,320	14.39%

SPML INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 9 : OTHER EQUITY

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
A. Retained Earnings (movements given below)	1,026.01	992.87	940.86
B. Special Reserve	107.14	98.86	85.86
Total - Other equity	1,133.15	1,091.73	1,026.72
A. Amalgamation Reserve			
Opening Balance	912.90	912.90	1212.90
Less:- Transferred to General Reserve	0.00	0.00	300.00
Closing Balance	912.90	912.90	912.90
B. Special Reserve			
Opening Balance	98.86	85.86	85.86
Add:- Additions during the Year	8.28	13.00	0.00
Closing Balance	107.14	98.86	85.86
C. General Reserve			
Opening Balance	8.08	3.08	-
Add:- Transferred from Amalgamation Reserve	-	-	300.00
Add:- Transferred from Profit and Loss A/c	5.00	5.00	225.00
Less:- Bonus Shares Issued	-	-	521.92
Closing Balance	13.08	8.08	3.08
D. Profit & Loss A/c			
Opening Balance	71.89	24.88	24.88
Add:- Additions during the Year	41.42	65.00	0.00
Less: Transferred to General Reserve	5.00	5.00	0.00
Less: Transferred to Special Reserve	8.28	13.00	0.00
Closing Balance	100.03	71.89	24.88

Movement in Retained Earnings

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Profit and Loss	100.03	71.89	24.88
Amalgamation Reserve	912.90	912.90	912.90
General Reserve	13.08	8.08	3.08
Closing Balance	1,026.01	992.87	940.86

SPML INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 10 : OTHER FINANCIAL LIABILITIES

₹ In Lakhs

Particulars	Non- Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Other Financial Liabilities	-	-	-
Total	-	-	-

NOTE 10.1 : PROVISIONS

₹ In Lakhs

Particulars	Non- Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
	-	-	-
Total	-	-	-

NOTE 10.2 : SHORT TERM BORROWINGS

₹ In Lakhs

Particulars	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured			
Original Tradelink Pvt Ltd	10.48	79.06	159.14
Sri Narayan Mercantile Pvt Ltd	0.00	0.00	234.48
Zoom Industrial Services Limited	40.23	40.21	27.50
Total	50.71	119.27	421.12

Note 10.3 : Due to Investment and financial Business nature of the Company, Ind AS 109 not applied on financial assets of the Company. However the Company will apply the same from the next financial year and onwards.

SPML INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 11 : OTHER CURRENT LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade Payables	28.88	44.16	34.46
Statutory Liability	0.10	3.25	3.45
TOTAL	28.98	47.40	37.91

NOTE 11.1 : CURRENT TAX LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income Tax Payable	7.72	6.12	6.12
Current Year Income Tax	14.71	21.17	12.06
TOTAL	22.43	27.29	18.18

SPML INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020
12 Revenue from Operations

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest Income	73.24	116.25
Profit on Sale of Investment	0.41	5.69
Other	-	-
	73.65	121.95

13 Changes In Inventory

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Opening balance	3.42	3.42
Less : Closing balance	3.42	3.42
	-	-

13 Employee Benefit Expenses

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salaries and wages	-	-
Managerial Remuneration	8.80	3.30
Staff Welfare	0.11	0.13
	8.91	3.43

14 Finance Costs

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest on Unsecured Loan	3.81	27.29
Bank / Demat Charges	0.02	0.04
	3.83	27.33

15 Other Expenses

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Auditors' Remuneration (Refer Note: 15.1)	0.59	0.59
Travelling and Conveyance	0.13	0.12
Rent	0.30	-
Office Expenses	0.12	0.53
Printing & Stationery	0.18	0.02
Legal & Professional	0.47	1.92
Listing Expenses	-	0.24
Donation Paid	-	0.51
Filing Fee	0.78	0.63
Interest on TDS/Late filing fees on TDS/Taxes	1.55	0.45
Miscellaneous Expenses	0.14	-
	4.26	5.01

15.1 Auditors' Remuneration

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Audit Fees	0.59	0.41
Other Services	-	0.18
	0.59	0.59

SPML INDIA LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2020

NOTE 16 : Effect of IND AS adoption on the Balance Sheet as on March 31, 2019 and April 1, 2018

		As at March 31, 2019 (End of Last Period presented under previous GAAP)			As at April 1,2018 (Date of Transition)		
					₹ In Lakhs		
Particulars	Foot note	As per Previous GAAP	Effect of Transition to IND AS	As per Ind-AS	As per Previous GAAP	Effect of Transition to IND AS	As per Ind-AS
ASSETS							
Non-current assets							
(a) Financial assets							
(i) Investments		968.70	-	968.70	1,267.16	-	1,267.16
(b) Other non-current assets		-	-	-	-	-	-
(c) Deferred Tax assets		-	-	-	-	-	-
		968.70	-	968.70	1,267.16	-	1,267.16
Current assets							
(a) Financial assets		3.42	-	3.42	3.42	-	3.42
(b) Financial assets							
(i) Other Current Financial Assets		-	-	-	-	-	-
(ii) Cash and cash equivalents		106.00	-	106.00	41.11	-	41.11
(iii) Loans		1,237.96	-	1,237.96	1,222.20	-	1,222.20
(c) Other current assets		13.45	-	13.45	13.89	-	13.89
		1,360.83	-	1,360.83	1,280.61	-	1,280.61
Total assets		2,329.53	-	2,329.53	2,547.77	-	2,547.77
EQUITY AND LIABILITIES							
Equity							
(a) Equity Share capital		1,043.84		1,043.84	1,043.84		1,043.84
(b) Other Equity		1,091.73	-	1,091.73	1,026.72	-	1,026.72
Total equity		2,135.56	-	2,135.56	2,070.56	-	2,070.56
LIABILITIES							
Non- Current liabilities							
(a) Financial liabilities							
(i) Other Financial Liabilities		-	-	-	-	-	-
(ii) Provisions		-	-	-	-	-	-
Current liabilities							
(a) Financial liabilities							
(i) Short term borrowings		119.27		119.27	421.12		421.12
(b) Other current liabilities		47.40	-	47.40	37.91	-	37.91
(c) Current Tax Liabilities		27.29	-	27.29	18.18		18.18
		193.96	-	193.96	477.21	-	477.21
Total liabilities		193.96	-	193.96	477.21	-	477.21
Total equity and liabilities		2,329.53	-	2,329.53	2,547.77	-	2,547.77

SPML INDIA LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 17 Effect of IND AS adoption on the Statement of Profit and Loss for the year ended March 31, 2019

		Previous GAAP	Effect of Transition to IND AS	2018-19
Particulars	Footnote Reference	₹ In Lakhs	₹ In Lakhs	₹ In Lakhs
Income				
Revenue from Operations		121.95	-	121.95
Other Income		-	-	-
		121.95	-	121.95
Expenses				
Employee benefits expense		3.43	-	3.43
Finance costs		27.33	-	27.33
Other Expenses		5.01	-	5.01
		35.77	-	35.77
Profit/(loss) before exceptional items and tax from continuing operations		86.18	-	86.18
Exceptional Items		-	-	-
Profit/(loss) before tax from continuing operations		86.18	-	86.18
Tax Expense				
Current tax		21.17	-	21.17
Tax for earlier years		-	-	-
Deferred tax		-	-	-
Income Tax Expense		21.17	-	21.17
Profit for the year from Continuing Operations		65.00	-	65.00
Other Comprehensive Income (OCI)				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-Measurement gains on defined benefit plans				-
Income Tax effect			-	-
Other Comprehensive Income for the year		-	-	-
Total Comprehensive Income for the year (III+IV)		65.00	-	65.00

SPML INDIA LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 18 Reconciliation of Total Equity as on March 31, 2019 and April 1, 2018

₹ In Lakhs			
Particulars	Footnote reference	As at March 31, 2019 (End of Last Period presented under previous GAAP)	As at April 1, 2018 (Date of Transition)
Total Equity (Shareholders' funds) under previous GAAP		2,135.56	2,070.56
Impact of Impairment on Investments		-	-
Deferred Tax impact		-	-
Impact of impairment of Capital Advance		-	-
Impact of Writing back Advance for Supplies		-	-
Impact of Fair valuation of Investment		-	-
Impact of MAT		-	-
Fair valuation of Guarantee		-	-
Total Adjustment to Equity		-	-
Total Equity under IND AS		2,135.56	2,070.56

Note 19. Commitment and Contingencies

₹ In Lakhs			
Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
a. Guarantees given			
Against Loans taken by a Subsidiary	-	-	-
Against Sales tax	-	-	-
Others	-	-	-
Total	-	-	-

SPML INDIA LIMITED**Notes to Financial Statements as at and for the year ended March 31, 2020**

Note 20. Disclosure in respect of Related Parties pursuant to Ind AS 24**List of Related Parties****I. Parent and Subsidiary Companies:**

Name of related parties	Nature of relationship	% of Holding
SPML India Ltd	Holding	100.00
20th Century Engineering Ltd	Subsidiary	65.36

II Key Management Personnel

Name of related parties	Nature of relationship
Mrs. Sandhya Rani Sethi*	Managing Director
Mrs. Aanchal Sethi	Director
Mr. Siddharth Jain	Chief Financial Officer
Mr. Ravi Garg	Company Secretary

Note - * Mrs Sandhya Rani Sethi had been resigned form positions of Director & Key Managerial Personnel on 20th May and Mrs Aanchal Sethi has been appointed as key Managerial Personnel in his place .

III Relatives of Key Management Personnel

Name of related parties	Nature of relationship
Rishabh Sethi	Son of Managing Director
Sushil Kumar Sethi	Husband of Managing Director

IV Entities where Key Management Personnel & their relatives have significant influence with whom transactions have taken

Name of Related Parties
Technomechanical Services Pvt Ltd
Zoom Industrial Services Ltd
Subhash Systems Pvt Ltd
SPML Industries Ltd
SPML Infra Ltd
Oxive Environmental Management Pvt Ltd
Arihant Leasing & Holding Ltd

SPML INDIA LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 21
A. During the year the following transactions were carried out with the related parties in the ordinary course of business:

Transaction	Related Party	Rs in Lakhs	
		Year ended 31st March, 2020	Year ended 31st March, 2019
Interest Income	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd	73.24	102.72
Rent Expenses	Entities where significant influence is exercised by KMP and / or relatives Technomechanical Services Pvt Ltd	0.30	-
Loans/Advance Given/Repaid	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd Technomechanical Services Pvt Ltd SPML Industries Ltd Zoom Industrial Services Ltd	158.65 10.00 - -	174.33 4.00 25.00 10.80
Loans/Advance Taken/Repaid	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd Technomechanical Services Pvt Ltd SPML Industries Ltd Zoom Industrial Services Ltd	136.99 18.51 0.01 0.02	- 420.08 4.01 23.51
Key Management Personnel Compensation	Sandhya Rani Sethi Ravi Garg	4.00 4.80	12.00 1.20

B. Balances outstanding at the year end:

Outstanding	Related Party	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Payable	Entities where significant influence is exercised by KMP and / or relatives	-	-	-
	Zoom Industrial Services Ltd	40.23	40.21	27.50
		-	-	-
	Key Management Personnel	-	-	-
	Sandhya Rani Sethi	0.72	15.32	6.22
	Ravi Garg	0.80	0.80	-
	Relative of Key Management Personnel			
	S K Sethi HUF	23.78	23.78	23.78
Receivable	Aanchal Sethi	0.48	0.48	0.48
	Entities where significant influence is exercised by KMP and / or relatives	-	-	-
	Technomechanical Services Pvt Ltd	103.84	112.65	112.65
	Oxive Environmental Management Pvt Ltd	32.42	32.42	32.42
	SPML Industries Ltd	156.52	156.53	131.53
	SPML Infra Ltd	827.50	739.93	893.22

C. Details of remuneration to Key Managerial Personnel is given below

Particulars	2019-20	2018-19
- Short-term employee benefits	8.80	13.20
- Post employment benefits	-	-
- Share based payment	-	-
	8.80	13.20

Notes:

a) Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash except as otherwise mentioned.

Note 22 Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

a) Financial assets and liabilities measured at fair value at 31 March 2020

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				
	-			-

Financial assets and liabilities measured at fair value at 31 March 2019

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL				

(b) Financial instruments at amortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled

(c) During the year there has been no transfer from one level to another

SPML INDIA LIMITED**Notes to Financial Statements as at and for the year ended March 31, 2020****Note 23. Financial risk management objectives and policies**

The Company's principal financial liabilities, comprise of borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The Company has various financial assets such as trade receivables, loans, investments, short-term deposits and cash & cash equivalents, which arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's Board of Directors assures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company.

The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortized cost includes security deposits, Loans given and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

a) Credit Risk Management**1. Credit Risk Rating**

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

- A. Low Credit Risk
- B. Moderate Credit risk
- C. High credit risk

The Company provides for Expected Credit Loss based on the following:

Asset Group	Description	Provision for Expected Credit Loss*
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Medium Credit Risk	Trade receivables, loans and other financial assets	12 month expected credit loss/life time expected credit loss
High Credit Risk	Trade receivables, loans and other financial assets	Life time expected credit loss

*Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

Credit Rating	Particulars	March 31, 2020	March 31, 2019	April 1, 2018
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans and other financial assets	14.43	122.87	58.41
High Credit Risk	Loans and Trade Receivables	2,264.68	2,206.66	2,489.36

b) Credit Risk Exposure

Provision for Expected Credit Loss

The Company provides for expected credit loss based on 12 month and lifetime expected credit loss basis for following financial assets:

March 31, 2020

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	950.51	-	950.51
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,313.27	-	1,313.27
Security Deposits	0.90	-	0.90
Cash and cash Equivalents	1.87	-	1.87
Other Bank Balances	-	-	-
Other Financial Assets	12.57	-	12.57

March 31, 2019

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	968.70	-	968.70
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,237.96	-	1,237.96
Security Deposits	-	-	-
Cash and cash Equivalents	106.00	-	106.00
Other Bank Balances	-	-	-
Other Financial Assets	16.87	-	16.87

April 1, 2018

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	1,267.16	-	1,267.16
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,222.20	-	1,222.20
Security Deposits	-	-	-
Cash and cash Equivalents	41.11	-	41.11
Other Bank Balances	-	-	-
Other Financial Assets	17.30	-	17.30

B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of Financial Liabilities

The table below analyse the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities

March 31, 2020

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	50.71	-	-	50.71
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	28.98	-	-	28.98

March 31, 2019

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	119.27	-	-	119.27
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	47.40	-	-	47.40

April 1, 2018

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	421.12	-	-	421.12
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	37.91	-	-	37.91

C. Market Risk**a. Interest Rate Risk**

The Company has taken debt to finance its working capital , which exposes it to interest rate risk. Borrowings issued at variable rates expose the Company to interest rate risk.

Interest Rate Risk Exposure

Particulars	March 31, 2020	March 31, 2019	April 1, 2018
Variable Rate Borrowing	-	-	-
Fixed Rate Borrowing	50.71	119.27	421.12

Interest rate sensitivity

Profit or loss and equity is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	March 31, 2020	March 31, 2019
Interest Sensitivity*		
Interest Rates increase by 100 basis points		
Interest Rates decrease by 100 basis points		

*Holding all other variables constant

b. Price Risk

The Company's exposure to price risk arises from investments held and classified as FVTPL or FVOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity Analysis

Particulars	March 31, 2020	March 31, 2019
Price Sensitivity*		
Price increase by 5%- FVOCI		
Price decrease by 5%- FVOCI		
Price increase by 5%- FVTPL		
Price decrease by 5%- FVTPL		

*Holding all other variables constant

SPML INDIA LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 24. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Company's overall strategy remains unchanged from previous year. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company's policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio. The Company is subject to externally imposed capital requirements under NBFC provisions. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents). Equity comprises share capital and free reserves (total reserves excluding OCI). The following table summarizes the capital of the Company:

	₹ In Lakhs		
	31-Mar-20	31-Mar-19	01-Apr-18
Borrowings	50.71	119.27	421.12
Trade payables	-	-	-
Less: cash and cash equivalents	1.87	106.00	41.11
Net debt	48.85	13.27	380.01
Equity and Free Reserve	2,069.85	2,036.70	1,984.70
Capital and net debt	2,118.70	2,049.97	2,364.71
Gearing ratio	2.36%	0.65%	19.15%

Note 25: Deferred Tax Asset

	₹ In Lakhs		
	31-Mar-20	31-Mar-19	01-Apr-18
Deferred Tax Assets arising out of:			
Impairment Loss recognised on Non Current Investments	-	-	-
Impairment of Capital Advance	-	-	-
Gross Deferred Tax Assets	-	-	-
Deferred Tax Liabilities arising out of:			
Interest Income on Guarantee given	-	-	-
Fair valuation of Investments	-	-	-
Write back of Advance for Supplies	-	-	-
Gross Deferred Tax Liabilities	-	-	-
Net Deferred Tax Asset	-	-	-

Note 26. Earning Per Share

Particulars	For the year ended 31st March,2020	For the year ended 31st March,2019
	₹ In Lakhs	₹ In Lakhs
Net profit available for Equity Shareholders	41.42	65.00
Weighted Average number of Equity shares	1,04,38,364	1,04,38,364
Basic and Diluted Earnings Per Share (In Rupees)	0.40	0.62

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants

FRN : 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain

Director

DIN: 08389442

Aanchal Sethi

Managing Director

DIN: 03588023

Ravi Garg

Company Secretary

Siddharth Jain

Chief Financial Officer

CONSOLIDATED FINANCIAL STATEMENT

INDEPENDENT AUDITORS' REPORT

The Members of SPML INDIA LIMITED

Report on the Audit of Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **SPML INDIA LIMITED (CIN – U51109WB1988PLC092362)** ("the Company"), which comprise the Consolidated Balance Sheet as at March 31, 2020, Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income and Consolidated Statement of Cash Flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as "Ind AS financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including the statement of Other Comprehensive Income and cash flows for the year ended on that date.

Emphasis of Matter

Cancellation of Certificate of Registration (COR No. B-05.07060 dated January 17, 2018) under Section 45-IA of the RBI Act'1934 vide Order dated August 21, 2020 and company is taking necessary action on the same , as explained by the Management.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including annexure to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- c) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended
- d) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors and report of the SA of its subsidiary companies, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- e) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls refer to our separate Report in “**Annexure B**”; and
- f) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended and others, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Holding Company & Subsidiary Company does not have any pending litigation which would impact its financial position in its financial statements
 - ii. The Holding Company & Subsidiary Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Holding Company & Subsidiary Company.
 - iv. As explained to us that the Holding Company & Subsidiary Company have complied with MSME and other regulatory Provisions during the year.

For SPML & ASSOCIATES
Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
(Partner)
Membership No: 092132

Place: New Delhi
Date: 23/07/2020

UDIN: - 20092132AAAABN6522

“Annexure B” to the Independent Auditor’s Report
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SPML India Limited** as on 31st March, 2020 in conjunction with our audit of the consolidated financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company considering essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its Subsidiary Companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively under the direct supervision of the company's directors as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For SPML & ASSOCIATES
Chartered Accountants
FRN: 0136549W

CA Mahesh Gattani
(Partner)
Membership No: 092132

Place: New Delhi
Date: 23/07/2020

UDIN: - 20092132AAAABN6522

SPML INDIA LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

₹ In Lakhs

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
ASSETS				
Non-current assets				
(a) Financial assets				
(i) Investments	3	959.55	987.74	1,286.21
(ii) Other non-current financial assets	4	100.90	100.00	100.00
(c) Deferred Tax Assets	25	-	-	-
		1,060.45	1,087.74	1,386.21
Current assets				
(a) Inventories	5	11.67	11.67	11.67
(b) Financial assets				
(i) Other Current Financial Assets	5	-	-	-
(ii) Cash and cash equivalents	6	4.70	108.67	43.94
(iii) Loans & Advance	7	1,351.70	1,265.05	1,248.40
(c) Other current assets	4.1	9.27	14.09	14.40
		1,377.34	1,399.47	1,318.41
TOTAL ASSETS		2,437.79	2,487.21	2,704.62
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	8	991.84	991.84	991.84
(b) Other Equity	9	1,208.50	1,168.34	1,104.42
Total Equity		2,200.34	2,160.18	2,096.25
Minority Interest		83.73	82.85	81.64
LIABILITIES				
Non- Current liabilities				
(a) Financial liabilities				
(i) Other financial liabilities	10	-	-	-
(ii) Provisions	10.1	-	-	-
		-	-	-
Current liabilities				
(a) Financial liabilities				
(i) Short term borrowings	10.2	88.61	157.17	458.93
(b) Other current liabilities	11	36.26	53.99	43.91
(c) Current Tax Liabilities	11.1	28.86	33.03	23.88
		153.73	244.18	526.72
Total liabilities		153.73	244.18	526.72
TOTAL EQUITY AND LIABILITIES		2,437.79	2,487.21	2,704.62

See accompanying notes to the Financial Statements

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants
FRN : 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain
Director
DIN: 08389442

Ravi Garg
Company Secretary

Aanchal Sethi
Managing Director
DIN: 03588023

Siddharth Jain
Chief Financial Officer

SPML INDIA LIMITED**Consolidated Statement of Profit and Loss for the year ended March 31, 2020**

₹ In Lakhs

Particulars	Notes	2019-20	2018-19
Income			
Revenue from Operations	12	75.13	123.12
Other Income	13	-	-
Total Income (I)		75.13	123.12
Expenses			
Employee benefits expense	14	8.91	3.43
Finance costs	15	3.83	27.33
Depreciation		-	-
Other Expenses	16	5.24	6.02
Total Expenses (II)		17.98	36.78
Profit /(Loss) for the year (I-II)		57.15	86.34
Tax Expenses			
Income Tax Expenses		14.86	21.21
Income Tax Expenses (Earlier Years)		1.26	-
Profit /(Loss) for the year		41.04	65.13
Other Comprehensive Income (OCI)			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		-	-
Re-Measurement gains on defined benefit plans		-	-
Other Comprehensive Income for the year		-	-
Total Comprehensive Income for the year		41.04	65.13
Earnings per share - Basic and Diluted (Nominal value ` 10 per share)	27	0.39	0.62

See accompanying notes to the Financial Statements

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants

FRN: 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain

Director

DIN: 08389442

Aanchal Sethi

Managing Director

DIN: 03588023

Ravi Garg

Company Secretary

Siddharth Jain

Chief Financial Officer

SPML INDIA LIMITED				
CIN : U51109WB1988PLC092362				
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020				
₹ In Lakhs				
Particulars		Note no.	As at 31st March 2020	As at 31st March 2019
A	Cash flows from operating activities			
	Profit before tax		57.15	86.34
	Adjustments:			
	Depreciation		-	-
	Profit on Sale of Shares		-	-
	Loss on Sale of Shares		-	-
	Interest income			
	Interest and financing charges		3.83	27.33
	Operating cash flows before working capital changes		60.99	113.67
	Adjustments for			
	Decrease/ (Increase) in inventories		-	-
	Decrease/(Increase) in Trade and Other Current Assets		(81.84)	(16.33)
	(Decrease)/Increase in Trade payables		-	-
	(Decrease)/Increase in Current Liabilities and provisions		(90.46)	(282.54)
	Cash generated from operations		(111.30)	(185.20)
	Income-tax (paid)		16.12	21.21
	Net cash from operating activities		(127.42)	(206.40)
B	Cash flows from investing activities			
	Purchase of tangible and intangible asset		-	-
	Proceeds from sale of Investment		28.19	298.47
	Changes in Non Current Assets		(0.90)	-
	Movement in Other Non-Current Assets			
	Movement in Loan and Advances		-	-
	Interest received		-	-
	Net cash from investing activities		27.29	298.47
C	Cash flows from financing activities			
	Increase in Provisions		-	-
	Change in Other Financial Liabilities		-	-
	Finance Charges		(3.83)	(27.33)
	Net cash from financing activities		(3.83)	(27.33)
	Net increase in cash and cash equivalents		(103.97)	64.73
	Cash and cash equivalents at the beginning of the year		108.67	43.94
	Cash and cash equivalents at the end of the year		4.70	108.67
	Cash and cash equivalents	6	4.70	108.67
As per our report of even date				
FOR SPML & ASSOCIATES			For and on behalf of Board of Directors	
Chartered Accountants			SPML India Limited	
FRN : 0136549W				
CA Mahesh Gattani			Shalin Jain	Aanchal Sethi
Partner			(Director)	(Managing Director)
Membership No. 092132			DIN - 08389442	DIN - 03588023
Place: New Delhi			Ravi Garg	Siddharth Jain
Date: 23-07-2020			Company Secretary	Chief Financial Officer

SPML INDIA LIMITED

Consolidated Statement of Changes in Equity for the year ended March 31, 2020 and March 31, 2019

A) Equity Share Capital
(also refer note 8)

As at April 1, 2018

As at March 31, 2019

As at March 31, 2020

Subscribed and fully paid-up		Total Equity share capital
No. of Shares	₹ In Lakhs	₹ In Lakhs
1,04,38,364	1,043.84	1,043.84
1,04,38,364	1,043.84	1,043.84
1,04,38,364	1,043.84	1,043.84

B) Other Equity
(also refer note 9)

	₹ In Lakhs
	Reserves and Surplus
	Retained earnings (including Other Comprehensive Income)
Balance as at April 1, 2018	1,018.56
Addition during the year	52.13
Other comprehensive income for the year	-
Total comprehensive income	1,070.69
Balance as at March 31, 2019	1,070.69
Profit for the year	32.76
Other comprehensive (loss) for the year	-
Total comprehensive income for the year	1,103.44
Balance as at March 31, 2020	1,103.44

See accompanying notes to the Financial Statements

2

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants

FRN: 0136549W

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**CA Mahesh Gattani
Partner
Membership No. 092132Shalin Jain
Director
DIN: 08389442Aanchal Sethi
Managing Director
DIN: 03588023Place: New Delhi
Date: 23-07-2020Ravi Garg
Company SecretarySiddharth Jain
Chief Financial Officer

SPML India Limited
Notes to the consolidated financial statements as at 31st March 2020

1 Corporate Information

M/s SPML India Limited was incorporated on 9th August, 1988 with the Registrar of Companies, NCT of Kolkata. The Company is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on metropolitan stock exchange of India Ltd. The Company is engaged in the business of Investment, Loan Financing and other contractual services.

2 Significant accounting policies

2.01 Basis of preparation and presentation

(i) These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) The estimates at 1 April 2018 and at 31 March 2019 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies). The estimates used by the Company to present these amounts in accordance with Ind-AS reflect conditions at 1st April 2018 and as of 31 March 2019.

(iii) In accordance with Ind-AS 101, the Group has presented reconciliations of Shareholders' equity under Previous GAAP and Ind AS as at March 31, 2019, and April 1, 2018 and of the Profit after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2019.

(b) Basis of measurement

These Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention, except for certain investments measured at fair value, Freehold Land measured at Fair value and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS (refer accounting policies for financial instruments, Property, plant and Equipment and employee benefits).

Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional and presentation currency.

(c) Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(d) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
 - Held primarily for the purpose of trading,
 - Expected to be realised within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
 - It is held primarily for the purpose of trading,
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.02 Property, plant and equipment.

Under the previous GAAP (Indian GAAP), property, plant and equipment were carried in the balance sheet at their carrying value being the cost of acquisition or construction less accumulated depreciation.

SPML India Limited
Notes to the consolidated financial statements as at 31st March 2020

The cost of property, plant and equipment includes freight, duties, taxes and other incidental expenses relating to the acquisition and installation of the respective assets. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Borrowing costs directly attributable to acquisition or construction of those assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

Advance paid towards the acquisition of assets outstanding at each balance sheet are shown under capital advances. The cost of property, plant and equipment not ready for their intended use before such date, are disclosed as capital work in progress.

The Company has used the following useful economic lives to provide depreciation on its property, plant & equipment.

	Useful economic life (years)
Buildings (including temporary structure)	3-60
Furniture & Fixtures	10
Plant & Equipment	9-20
Computers	3-6
Vehicles	8-10
Office Equipment	5

reviewed at each financial year end and adjusted prospectively, if appropriate.

2.03 Impairment of property plant and equipment and intangible assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value using pre-tax discount rates and risks specific to the asset.

2.04 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods is shown to include Excise Duties and National Calamity Contingent Duty which are payable on manufacture of goods but excludes taxes such as VAT and Goods and Services Tax which are payable in respect of sale of goods and services. Revenue from the sale of goods and services is recognised when the Company performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery and in case of services, in the period in which such services are rendered.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of a financial asset or a financial liability to their gross carrying amount.

Others

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, net of taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity/services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

2.05 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2018, the group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

2.06 Inventories

Materials, components and stores & spares to be used in contracts are valued at lower of cost, or net realizable value. Cost is determined on weighted average basis.

Stock of trading goods is valued at lower of cost, or net realizable value. Cost is determined on First in First out (FIFO) basis.

Net Realizable Value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

Unbilled Revenue (WIP) is valued at net realizable value. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.07 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A Financial Assets

a) Classification

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

b) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

c) Subsequent measurement

Financial assets carried at amortised cost: A financial assets is measured at amortised cost if it is held within a business model whose objective is to hold asset in order to collect contractual cash flows and the contractual cash terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is accounted in profit or loss using the effective interest rate method. Impairment losses, forex gain / loss and gain / loss on derecognition of financial asset in this category is recognised in profit or loss.

Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI, if it is held withing a business model whose objective is achieved by both from collection of contractual cash flows and selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Further equity instruments where the company has made an irrevocable election based on its business model, to classify as instruments measured at FVTOCI, are measured subsequently at fair value through other comprehensive income.

Debt instruments - Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised. Interest income from these financial assets is included in other income using the effective interest rate method.

Equity instruments - Movements in the carrying amount are taken to OCI and there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividend from such investments are recognised in profit or loss.

Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. All gains and losses are recognised in profit or loss.

d) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 31 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach specified by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

e) Derecognition of financial assets

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

B Financial liabilities

a) Classification

The company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

b) Initial recognition and measurement

The company recognises financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities, that are not at fair value through profit or loss, are reduced from the fair value on initial recognition. Transaction costs that are directly attributable to the issue of financial liabilities at fair value through profit or loss are expensed in profit or loss.

c) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Amortised cost: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss: Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Derecognition of financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

C Financial guarantee contracts

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee or the estimated amount that would be payable to a third party for assuming the obligations.

(i) as Guarantor

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 and the amount initially recognised less cumulative amortisation, where appropriate.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(ii) as Beneficiary

Financial guarantee contracts are recognised as a financial asset at the time the guarantee is taken. The asset is initially measured at fair value and subsequently amortised over the guarantee period.

Where guarantees in relation to loans or other payables are provided by group companies for no compensation, the fair values are accounted for as contributions and recognised as part of equity.

D Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.08 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

2.09 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

'Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum alternate tax ('MAT') paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as 'MAT Credit Entitlement'. The company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax asset is defined in Ind AS 12 to include the carry forward of unused tax credits. MAT Credits are in the form of unused tax credits that are carried forward by the company for a specified period of time. Accordingly, MAT Credit Entitlement is grouped with Deferred Tax Asset (net) in the Balance Sheet.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

'Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

SPML India Limited
Notes to the consolidated financial statements as at 31st March 2020

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

2.11 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

2.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated.

2.13 Cash dividend and non-cash distribution to equity holders of the parent

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

SPML India Limited
Notes to the consolidated financial statements as at 31st March 2020

2.14 Earnings per share

The basic earnings per share is computed by dividing the net profit/ (loss) attributable to owner's of the company for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

2.15 Segment reporting

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the company performance and allocates resources based on an analysis of various performance indicators by business segments.

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

NOTE 3: INVESTMENTS

₹ In Lakhs

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
(a) Investment in unquoted equity instruments			
Arihant Leasing & Holding Limited	6.18	6.18	6.18
50,000 (Previous Year 50,000) shares @ ₹ 10/- each			
Mansarovar paper & Ind Ltd	0.02	0.02	0.02
100 (Previous Year 100) shares @ ₹ 100/- each			
Weston Electronics Ltd	0.05	0.05	0.05
100 (Previous Year 100) shares @ ₹ 100/- each			
Atlanto Grantio Limited	1.00	1.00	1.00
10,000 (Previous Year 10,000) shares @ ₹ 10/- each			
Zoom Industrial Services Ltd	67.02	67.02	67.02
4,41,850 (Previous Year 4,41,850) shares @ ₹ 10/- each			
Add Realty Ltd	-	-	89.31
Nil (Previous Year Nil) shares @ ₹ 100/- each			
Tara Holding Ltd	50.00	50.00	50.00
10,000 (Previous Year 10,000) shares @ ₹ 10/- each			
SPM Engineers Limited	67.63	67.63	67.63
2,65,000 (Previous Year 2,65,000) shares @ ₹ 10/- each			
Subhash Systems Private Limited	2.20	2.20	2.20
2200 (Previous Year 2200) shares @ ₹ 100/- each			
Bharat Hydro Power Corporation Limited	511.54	511.54	511.54
96,95,860 (Previous Year 96,95,860) shares @ ₹ 10/- each			
Om Metals Developers Pvt Ltd	-	-	2.90
Nil (Previous Year Nil) shares @ ₹ 10/- each			
Vedanta Infracon Pvt. Ltd.	5.00	5.00	5.00
50,000 (Previous Year 50,000) shares @ ₹ 10/- each			
Sanmati Buildcon Pvt. Ltd.	1.60	1.60	1.60
16,000 (Previous Year 16,000) shares @ ₹ 10/- each			
Sethi infratach Pvt Ltd	-	28.19	28.19
Nil (Previous Year 41,338) shares @ ₹ 10/- each			
Rishabh Homes Pvt Ltd	50.81	50.81	50.81
5,08,100 (Previous Year 5,08,100) shares @ ₹ 10/- each			
SPML Industries Ltd	23.34	23.34	-
50,000 (Previous Year Nil) shares @ ₹ 10/- each			
Aggregate value of unquoted investments at cost	786.38	814.57	883.44
(b) Investment in quoted equity instruments			
SPML Infra Ltd	154.62	154.62	168.81
31,19,055 (Previous Year 31,19,055) shares @ ₹ 2/- each			
TATA Motors Ltd	0.15	0.15	0.15
80 (Previous Year 80) shares @ ₹ 2/- each			
Tata Iron & Steel co.Ltd.	0.16	0.16	0.16
121 (Previous Year 121) shares @ ₹ 10/- each			
HFCL Ltd	12.81	12.81	12.81
65,000 (Previous Year 65,000) shares @ ₹ 10/- each			
Essar steel limited	0.03	0.03	0.03
50 (Previous Year 50) shares @ ₹ 10/- each			
IFB Agro Ind Limited	0.02	0.02	0.02
72 (Previous Year 72) shares @ ₹ 10/- each			
Ind bank Housing Limited	0.01	0.01	0.01
100 (Previous Year 100) shares @ ₹ 10/- each			
Mansarovar paper & Board Ltd	0.02	0.02	0.02
160 (Previous Year 160) shares @ ₹ 10/- each			

Regency Ceramics Ltd 100 (Previous Year 100) shares @ ₹ 10/- each	0.01	0.01	0.01
Aggregate value of quoted investments at cost	167.83	167.83	182.03
(c) Investment in other securities			
Appolo Tyres Limited 72 (Previous Year 72) shares @ ₹ 10/- each	0.01	0.01	0.01
Escorts Limited 100 (Previous Year 100) shares @ ₹ 10/- each	0.01	0.01	0.01
Hindustan Power Plus Limited 160 (Previous Year 160) shares @ ₹ 10/- each	0.01	0.01	0.01
Videocon International Limited 100 (Previous Year 100) shares @ ₹ 10/- each	0.05	0.05	0.05
Aggregate value of quoted investments at cost	0.07	0.07	0.07
Investment in other than shares and securities			
Gold Coins	5.26	5.26	5.26
Investment in Housing Project	-	-	215.40
Aggregate value of investment	5.26	5.26	220.66
Aggregate value of total investments at cost	959.55	987.74	1,286.21

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

NOTE 4: OTHER FINANCIAL ASSETS (at amortised cost)

	Non-current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured Considered Good			
Advance for projects - M/s Om Sensation Properties Limited	100.00	100.00	100.00
Security Deposit with CDSL	0.90	-	-
	100.90	100.00	100.00

NOTE 4.1 : OTHER FINANCIAL ASSETS (at amortised cost)

₹ In Lakhs

	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Tax Deducted at Source	7.45	11.74	13.24
Income Tax Refundable	1.82	2.34	1.17
	9.27	14.09	14.40

NOTE 5 : INVENTORIES

₹ In Lakhs

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Stock of Shares	11.67	11.67	11.67
	11.67	11.67	11.67

NOTE 5 : OTHER CURRENT FINANCIAL ASSETS

₹ In Lakhs

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Receivable Against Sale of Share	-	-	-

NOTE 6 : CASH AND BANK BALANCES

₹ In Lakhs

	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash and cash equivalents			
Balances with banks :			
On current accounts	4.49	108.49	43.56
Cash on hand	0.21	0.17	0.38
Total	4.70	108.67	43.94

NOTE 7 : FINANCIAL ASSETS- LOANS

₹ In Lakhs

	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Advance to Parties			
-Oxive Environmental Management Pvt Ltd.	32.42	32.42	32.42
-SPML Infra Ltd	838.63	739.93	893.22
-SPML Industries Ltd	156.52	156.53	131.53
-Techno Mech Services Pvt Ltd	103.84	112.65	112.65
- Apollo Pipes Ltd	25.00	25.00	25.00
- N K Construction Group	40.00	40.00	-
- Om Metals Ratnakar Pvt Ltd	100.64	100.64	-
Other advances	54.64	57.88	53.56
Total	1,351.70	1,265.05	1,248.40

Note 7.1 : Due to Investment and financial Business nature of the Company, Ind AS 109 not applied on financial assets of the Company. However the Company will apply the same from the next financial year and onwards.

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements
NOTE 8 : SHARE CAPITAL

	₹ In Lakhs		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Authorized capital			
11,000,000 equity shares (previous year: 11,000,000) ₹ 10 par value per share	1,100.00	1,100.00	1,100.00
	1,100.00	1,100.00	1,100.00
Issued, subscribed and paid-up capital			
10,438,364 equity shares (previous year: 10,438,364) ₹ 10 par value per share	1,043.84	1,043.84	1,043.84
Less: Equity Share Capital held by Subsidiary	52.00	52.00	52.00
	991.84	991.84	991.84

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year
Equity Shares

	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	1,04,38,364	1,043.84	1,04,38,364	1,043.84	1,04,38,364	1,043.84
Calls in arrears	-	-	-	-	-	-
Outstanding at the end of the year	1,04,38,364	1,043.84	1,04,38,364	1,043.84	1,04,38,364	1,043.84

b. Rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has only one class of shares referred to as equity shares having a par value of ₹10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. The details of shareholders holding more than 5% equity shares is set below:

	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Zoom Industrial Services Ltd	25,16,000	24.10%	25,16,000	24.10%	25,16,000	24.10%
Technomechanical Services Pvt Ltd	15,02,320	14.39%	15,02,320	14.39%	15,02,320	14.39%

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

NOTE 9 : OTHER EQUITY

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
A. Retained Earnings (movements given below)	1,101.36	1,069.48	1,018.56
B. Special Reserve	107.14	98.86	85.86
Total - Other equity	1,208.50	1,168.34	1,104.42
A. Amalgamation Reserve			
Opening Balance	912.90	912.90	1212.90
Less:- Transferred to General Reserve	0.00	0.00	300.00
Closing Balance	912.90	912.90	912.90
B. Special Reserve			
Opening Balance	98.86	85.86	79.85
Add:- Additions during the Year	8.28	13.00	6.01
Closing Balance	107.14	98.86	85.86
C.General Reserve			
Opening Balance	8.08	3.08	-
Add:- Transferred from Amalgamation Reserve			300.00
Add:- Transferred from Profit and Loss A/c	5.00	5.00	225.00
Less:- Bonus Shares Issued	-	-	521.92
Closing Balance	13.08	8.08	3.08
D. Capital Reserve on Consolidation			
Opening Balance	58.41	58.41	157.41
Less: Transferred to General Reserve	-	-	125.00
Add:- Share Capital Issued to Subsidiary Company	-	-	26.00
Closing Balance	58.41	58.41	58.41
E. Profit & Loss A/c			
Opening Balance	90.09	44.16	121.13
Add:- Additions during the Year	41.04	65.13	29.32
Less: Transferred to General Reserve	5.00	5.00	100.00
Less: Transferred to Minority Interest	0.88	1.21	0.27
Less: Transferred to Special Reserve	8.28	13.00	6.01
Closing Balance	116.97	90.09	44.16

Movement in Retained Earnings

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Profit and Loss	116.97	90.09	44.16
General Reserve	13.08	8.08	3.08
Amalgamation Reserve	912.90	912.90	912.90
Capital Reserve on Consolidation	58.41	58.41	58.41
Closing Balance	1,101.36	1,069.48	1,018.56

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

NOTE 10 : OTHER FINANCIAL LIABILITIES

₹ In Lakhs

Particulars	Non- Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Other Financial Liabilities	-	-	-
Total	-	-	-

NOTE 10.1 : PROVISIONS

₹ In Lakhs

Particulars	Non- Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
	-	-	-
Total	-	-	-

NOTE 10.2 : SHORT TERM BORROWINGS

₹ In Lakhs

Particulars	Current		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured			
Original Tradelink Pvt Ltd	10.48	79.06	159.14
Sri Narayan Mercantile Pvt Ltd	0.00	0.00	234.48
Zoom Industrial Services Limited	64.13	64.11	51.31
SPML Industries Ltd	14.00	14.00	14.00
Total	88.61	157.17	458.93

Note 10.3 : Due to Investment and financial Business nature of the Company, Ind AS 109 not applied on financial assets of the Company. However the Company will apply the same from the next financial year and onwards.

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

NOTE 11 : OTHER CURRENT LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade Payables	36.11	50.74	40.45
Statutory Liability	0.15	3.25	3.45
TOTAL	36.26	53.99	43.91

NOTE 11.1 : CURRENT TAX LIABILITIES

₹ In Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income Tax Payable	14.00	11.85	11.82
Current Year Income Tax	14.86	21.17	12.06
TOTAL	28.86	33.03	23.88

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

12 Revenue from Operations

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest Income	74.49	117.43
Other	0.64	5.69
	75.13	123.12

13 Changes In Inventory

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Opening balance	44.18	44.18
Less : Closing balance	44.18	44.18
	-	-

14 Employee Benefit Expenses

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salaries and wages	-	-
Managerial Remuneration	8.80	3.30
Staff Welfare	0.11	0.13
	8.91	3.43

15 Finance Costs

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest on Unsecured Loan	3.81	27.29
Bank / Demat Charges	0.02	0.04
	3.83	27.33

16 Other Expenses

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Auditors' Remuneration (Refer Note: 15.1)	0.83	0.83
Travelling and Conveyance	0.13	0.12
Rent	0.30	-
Office Expenses	0.11	0.71
Postage & Telegram	0.02	-
Printing & Stationery	0.18	0.02
Legal & Professional	0.68	2.29
Listing Expenses	-	0.24
Donation Paid	-	-
Filing Fee	0.85	0.85
Interest on TDS/Late filing fees on TDS/Taxes	2.00	0.45
Miscellaneous Expenses	0.15	0.53
	5.24	6.02

16.1 Auditors' Remuneration

₹ In Lakhs		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Audit Fees	0.83	0.65
Other Services	-	0.18
	0.83	0.83

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements
NOTE 17 : Effect of IND AS adoption on the Balance Sheet as on March 31, 2019 and April 1, 2018

		As at March 31, 2019 (End of Last Period presented under previous GAAP)			As at April 1,2018 (Date of Transition)			
					₹ In Lakhs			
Particulars	Foot note	As per Previous GAAP	Effect of Transition to IND AS	As per Ind-AS	As per Previous GAAP	Effect of Transition to IND AS	As per Ind-AS	
ASSETS								
Non-current assets								
(a) Financial assets								
(i) Investments		987.74	-	987.74	1,286.21	-	1,286.21	
(b) Other non-current assets		100.00	-	100.00	100.00	-	100.00	
(c) Deferred Tax assets			-	-		-	-	
		1,087.74	-	1,087.74	1,386.21	-	1,386.21	
Current assets								
(a) Financial assets		11.67	-	11.67	11.67	-	11.67	
(b) Financial assets								
(i) Other Current Financial Assets		-			-	-	-	
(ii) Cash and cash equivalents		108.67	-	108.67	43.94	-	43.94	
(iii) Loans		1,265.05	-	1,265.05	1,248.40	-	1,248.40	
(c) Other current assets		14.09	-	14.09	14.40	-	14.40	
		1,399.47	-	1,399.47	1,318.41	-	1,318.41	
Total assets			2,487.21	-	2,487.21	2,704.62	-	2,704.62
EQUITY AND LIABILITIES								
Equity								
(a) Equity Share capital			991.84		991.84	991.84		991.84
(b) Other Equity			1,168.34	-	1,168.34	1,104.42	-	1,104.42
Total equity			2,160.18	-	2,160.18	2,096.25	-	2,096.25
Minority Interest			82.85		82.85	81.64		81.64
LIABILITIES								
Non- Current liabilities								
(a) Financial liabilities								
(i) Other Financial Liabilities								
(ii) Provisions		-	-	-	-	-	-	
		-	-	-	-	-	-	
Current liabilities								
(a) Financial liabilities								
(i) Short term borrowings		157.17		157.17	458.93		458.93	
(b) Other current liabilities		53.99	-	53.99	43.91	-	43.91	
(c) Current Tax Liabilities		33.03	-	33.03	23.88		23.88	
		244.18	-	244.18	526.72	-	526.72	
Total liabilities		244.18	-	244.18	526.72	-	526.72	
Total equity and liabilities		2,487.21	-	2,487.21	2,704.62	-	2,704.62	

Note 18 Effect of IND AS adoption on the Statement of Profit and Loss for the year ended March 31, 2019

		Previous GAAP	Effect of Transition to IND AS	2018-19
Particulars	Footnote Reference	₹ In Lakhs	₹ In Lakhs	₹ In Lakhs
Income				
Revenue from Operations		123.12	-	123.12
Other Income		-	-	-
		123.12	-	123.12
Expenses				
Employee benefits expense		3.43	-	3.43
Finance costs		27.33	-	27.33
Other Expenses		6.02	-	6.02
		36.78	-	36.78
Profit/(loss) before exceptional items and tax from continuing operations		86.34	-	86.34
Exceptional Items		-	-	-
Profit/(loss) before tax from continuing operations		86.34	-	86.34
Tax Expense				
Current tax		21.21	-	21.21
Tax for earlier years		-	-	-
Deferred tax		-	-	-
Income Tax Expense		21.21	-	21.21
Profit for the year from Continuing Operations		65.13	-	65.13
Other Comprehensive Income (OCI)				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-Measurement gains on defined benefit plans				-
Income Tax effect			-	-
Other Comprehensive Income for the year		-	-	-
Total Comprehensive Income for the year (III+IV)		65.13	-	65.13

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

Note 19 Reconciliation of Total Equity as on March 31, 2019 and April 1, 2018

₹ In Lakhs			
Particulars	Footnote reference	As at March 31, 2019 (End of Last Period presented under previous GAAP)	As at April 1, 2018 (Date of Transition)
Total Equity (Shareholders' funds) under previous GAAP		2,160.18	2,096.25
Impact of Impairment on Investments		-	-
Deferred Tax impact		-	-
Impact of impairment of Capital Advance		-	-
Impact of Writing back Advance for Supplies		-	-
Impact of Fair valuation of Investment		-	-
Impact of MAT		-	-
Fair valuation of Guarantee		-	-
Total Adjustment to Equity		-	-
Total Equity under IND AS		2,160.18	2,096.25

Note 20. Commitment and Contingencies

₹ In Lakhs			
Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
a. Guarantees given			
Against Loans taken by a Subsidiary	-	-	-
Against Sales tax	-	-	-
Others	-	-	-
Total	-	-	-

SPML INDIA LIMITED**Notes To The Consolidated Financial Statements**

Note 21. Disclosure in respect of Related Parties pursuant to Ind AS 24**List of Related Parties****I Key Management Personnel**

Name of related parties	Nature of relationship
Mrs. Sandhya Rani Sethi*	Managing Director
Mrs. Aanchal Sethi	Director
Mr. Siddharth Jain	Chief Financial Officer
Mr. Ravi Garg	Company Secretary

Note -* Mrs Sandhya Rani Sethi had been resigned form positions of Director & Key Managerial Personnel on 20th May and Mrs Aachal Sethi has been appointed as key Managerial Personnel in his place .

II Relatives of Key Management Personnel

Name of related parties	Nature of relationship
Rishabh Sethi	Son of Managing Director
Sushil Kumar Sethi	Husband of Managing Director

III Entities where Key Management Personnel & their relatives have significant influence with whom transactions have taken

Name of Related Parties
Technomechanical Services Pvt Ltd
Zoom Industrial Services Ltd
Subhash Systems Pvt Ltd
SPML Industries Ltd
SPML Infra Ltd
Oxive Environmental Management Pvt Ltd
Arihant Leasing & Holding Ltd

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements
Note 22

A. During the year the following transactions were carried out with the related parties in the ordinary course of business:

Transaction	Related Party	Rs in Lakhs	
		Year ended 31st March, 2020	Year ended 31st March, 2019
Interest Income	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd	75.75	103.90
Rent Expenses	Entities where significant influence is exercised by KMP and / or relatives Technomechanical Services Pvt Ltd	0.30	-
Loans/Advance Given/Repaid	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd Technomechanical Services Pvt Ltd SPML Industries Ltd Zoom Industrial Services Ltd Key Management Personnel Sandhya Rani Sethi	158.65 10.00 - - 10.23	174.33 4.00 25.00 10.80 -
Loans/Advance Taken/Repaid	Entities where significant influence is exercised by KMP and / or relatives SPML Infra Ltd Technomechanical Services Pvt Ltd SPML Industries Ltd Zoom Industrial Services Ltd	137.00 19.23 0.01 0.02	- 420.26 4.27 23.60
Key Management Personnel Compensation	Sandhya Rani Sethi Ravi Garg	4.00 4.80	12.00 1.20

B. Balances outstanding at the year end:

Outstanding	Related Party	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Payable	Entities where significant influence is exercised by KMP and / or relatives Zoom Industrial Services Ltd	64.13	64.11	51.31
	Key Management Personnel	-	-	-
	Sandhya Rani Sethi	-	15.32	6.22
	Ravi Garg	0.80	0.80	-
	Relative of Key Management Personnel			
	S K Sethi HUF	23.78	23.78	23.78
	Aanchal Sethi	0.48	0.48	0.48
Receivable	Entities where significant influence is exercised by KMP and / or relatives	-	-	-
	Technomechanical Services Pvt Ltd	99.53	108.76	109.04
	Oxive Environmental Management Pvt Ltd	32.42	32.42	32.42
	SPML Industries Ltd	142.52	142.53	117.53
	SPML Infra Ltd	838.63	739.93	893.22
	Key Management Personnel Sandhya Rani Sethi	9.51	-	-

C. Details of remuneration to Key Managerial Personnel is given below

Particulars	2019-20	2018-19
- Short-term employee benefits	8.80	13.20
- Post employment benefits	-	-
- Share based payment	-	-
	8.80	13.20

Notes:

a) Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash except as otherwise mentioned.

Note 23 Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

a) **Financial assets and liabilities measured at fair value at 31 March 2020**

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL	-	-	959.55	959.55

Financial assets and liabilities measured at fair value at 31 March 2019

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment at FVTPL	-	-	987.74	987.74

(b) **Financial instruments at amortized cost**

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled

(c) During the year there has been no transfer from one level to another

SPML INDIA LIMITED
Notes To The Consolidated Financial Statements

Note 24. Financial risk management objectives and policies

The Company's principal financial liabilities, comprise of borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's working capital requirements. The Company has various financial assets such as trade receivables, loans, investments, short-term deposits and cash & cash equivalents, which arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Board of Directors oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's Board of Directors assures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company.

The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortised cost includes security deposits, Loans given and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

a) Credit Risk Management

1. Credit Risk Rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

- A. Low Credit Risk
- B. Moderate Credit risk
- C. High credit risk

The Company provides for Expected Credit Loss based on the following:

Asset Group	Description	Provision for Expected Credit Loss*
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
Medium Credit Risk	Trade receivables, loans and other financial assets	12 month expected credit loss/life time expected credit loss
High Credit Risk	Trade receivables, loans and other financial assets	Life time expected credit loss

*Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognized in statement of profit and loss.

Credit Rating	Particulars	March 31, 2020	March 31, 2019	April 1, 2018
Low Credit Risk	Cash and cash equivalents, other bank balances, investments, loans and other financial assets	25.65	134.42	70.01
High Credit Risk	Loans and Trade Receivables	2,412.15	2,352.79	2,634.61

b) Credit Risk Exposure

Provision for Expected Credit Loss

The Company provides for expected credit loss based on 12 month and lifetime expected credit loss basis for following financial assets:

March 31, 2020

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	959.55	-	959.55
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,351.70	-	1,351.70
Security Deposits	100.90	-	100.90
Cash and cash Equivalents	4.70	-	4.70
Other Bank Balances	-	-	-
Other Financial Assets	20.94	-	20.94

March 31, 2019

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	987.74	-	987.74
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,265.05	-	1,265.05
Security Deposits	100.00	-	100.00
Cash and cash Equivalents	108.67	-	108.67
Other Bank Balances	-	-	-
Other Financial Assets	25.76	-	25.76

April 1, 2018

Particulars	Estimated Gross Carrying amount at default	Expected Credit Loss	Carrying amount net of Impairment Provision
Investments	1,286.21	-	1,286.21
Trade Receivables	-	-	-
Loans (Excluding Security deposits)	1,248.40	-	1,248.40
Security Deposits	100.00	-	100.00
Cash and cash Equivalents	43.94	-	43.94
Other Bank Balances	-	-	-
Other Financial Assets	26.08	-	26.08

B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of Financial Liabilities

The table below analyses the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities

March 31, 2020

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	88.61	-	-	88.61
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	36.26	-	-	36.26

March 31, 2019

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	157.17	-	-	157.17
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	53.99	-	-	53.99

April 1, 2018

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	458.93	-	-	458.93
Trade Payable	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Liabilities	43.91	-	-	43.91

C. Market Risk**a. Interest Rate Risk**

The Company has taken debt to finance its working capital, which exposes it to interest rate risk. Borrowings issued at variable rates expose the Company to interest rate risk.

Interest Rate Risk Exposure

Particulars	March 31, 2020	March 31, 2019	April 1, 2018
Variable Rate Borrowing	-	-	-
Fixed Rate Borrowing	88.61	157.17	458.93

Interest rate sensitivity

Profit or loss and equity is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	March 31, 2020	March 31, 2019
Interest Sensitivity*		
Interest Rates increase by 100 basis points		
Interest Rates decrease by 100 basis points		

*Holding all other variables constant

b. Price Risk

The Company's exposure to price risk arises from investments held and classified as FVTPL or FVOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity Analysis

Particulars	March 31, 2020	March 31, 2019
Price Sensitivity*		
Price increase by 5%- FVOCI		
Price decrease by 5%- FVOCI		
Price increase by 5%- FVTPL		
Price decrease by 5%- FVTPL		

*Holding all other variables constant

SPML INDIA LIMITED**Notes To The Consolidated Financial Statements****Note 25. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Company's overall strategy remains unchanged from previous year. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company's policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio. The Company is subject to externally imposed capital requirements under NBFC provisions. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents). Equity comprises share capital and free reserves (total reserves excluding OCI). The following table summarizes the capital of the Company:

	₹ In Lakhs		
	31-Mar-20	31-Mar-19	01-Apr-18
Borrowings	88.61	157.17	458.93
Trade payables	-	-	-
Less: cash and cash equivalents	4.70	108.67	43.94
Net debt	83.91	48.50	414.99
Equity and Free Reserve	2,093.20	2,061.32	2,010.39
Capital and net debt	2,177.11	2,109.82	2,425.38
Gearing ratio	4.01%	2.35%	20.64%

Note 26: Deferred Tax Asset

	₹ In Lakhs		
	31-Mar-20	31-Mar-19	01-Apr-18
Deferred Tax Assets arising out of:			
Impairment Loss recognised on Non Current Investments	-	-	-
Impairment of Capital Advance	-	-	-
Gross Deferred Tax Assets	-	-	-
Deferred Tax Liabilities arising out of:			
Interest Income on Guarantee given	-	-	-
Fair valuation of Investments	-	-	-
Write back of Advance for Supplies	-	-	-
Gross Deferred Tax Liabilities	-	-	-
Net Deferred Tax Asset	-	-	-

Note 27. Earning Per Share

Particulars	For the year ended 31st March,2020	For the year ended 31st March,2019
	₹ In Lakhs	₹ In Lakhs
Net profit available for Equity Shareholders	41.04	65.13
Weighted Average number of Equity shares	1,04,38,364	1,04,38,364
Basic and Diluted Earnings Per Share (In Rupees)	0.39	0.62

As per our report of even date

FOR SPML & ASSOCIATES

Chartered Accountants

FRN : 0136549W

CA Mahesh Gattani

Partner

Membership No. 092132

Place: New Delhi

Date: 23-07-2020

**For and on behalf of Board of Directors of
SPML INDIA LIMITED**

Shalin Jain

Director

DIN: 08389442

Aanchal Sethi

Managing Director

DIN: 03588023

Ravi Garg

Company Secretary

Siddharth Jain

Chief Financial Officer