

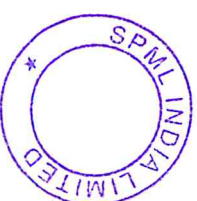
SPML India Limited
Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity - **SPML India Limited**
2. Quarter ending - **31-Dec-2019**

i. Composition of Board of Director

| Title (Mr. / Ms) | Name of the Director | DIN | PAN | Category (Chairperson / Executive/Non - Executive/ Independent/ Nominee) | Initial Date of Appointment | Date of Appointment | Tenure | Date of Birth | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post Chairperson in Audit / Stakeholder Committee held listed entity including this list entity |
|---------------------------|----------------------------|----------|------------|--|-----------------------------------|------------------------|--------|---------------|---|---|---|--|
| Mrs. | Sandhya Rani Setti | 01109163 | AMGPS8642G | Chairperson- Executive | 06-01-14 | 01-09-17 | -- | 10.11.1964 | 1 | 0 | 1 | 1 |
| Mrs. | Aanchal Sethi | 03588023 | AHZPB0530C | Non-Executive | 06-01-14 | 06-01-14 | -- | 06.11.1985 | 2 | 0 | 3 | 0 |
| Mr. | Sunil Kumar Gupta | 01999025 | AECPG0566M | Non-Executive- Independent | 25-11-17 | 25-11-17 | 05 | 04.11.1957 | 1 | 1 | 2 | 1 |
| Mr. | Deepak Kumar Jain | 08432228 | ABBPJ9408B | Non-Executive- Independent | 12-11-19 | 12-11-19 | 05 | 17.09.1973 | 1 | 1 | 2 | 0 |



ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------|----------|------------------------|------------------|----------------|
| 1 | Mr. Sunil Kumar Gupta | ID | Chairperson | 25-11-2017 | |
| 2 | Mr. Deepak Jain | ID | Member | 12-11-2019 | |
| 3 | Mrs. Aanchal Sethi | NED | Member | 06-01-2014 | |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|---------------------------|----------|------------------------|------------------|----------------|
| 1 | Mrs. Sandhya Rani Sethi # | ED | Chairperson | 01-09-2017 | |
| 2 | Mr. Sunil Kumar Gupta | ID | Member | 25-11-2017 | |
| 3 | Mr. Deepak Jain | ID | Member | 12-11-2019 | |

#The Company vide its Board Meeting held on 03rd January, 2020 has appointed Mrs. Aanchal Sethi as Non-Executive Director - Chairman of the Stakeholders Relationship Committee instead of Mrs. Sandhya Rani Sethi in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

c. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------|----------|------------------------|------------------|----------------|
| 1 | Mr. Sunil Kumar Gupta | ID | Chairperson | 25-11-2017 | |
| 2 | Mr. Deepak Jain | ID | Member | 12-11-2019 | |
| 3 | Mrs. Aanchal Sethi | NED | Member | 06-01-2014 | |



iii. Meeting of Board of Directors

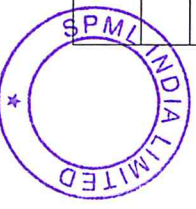
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 07-Aug-19 | 12-Nov-19 | Yes | 4 | 2 |
| 30-Aug-19 | | n/a | n/a | n/a |
| 02-Sept-19 | | n/a | n/a | n/a |
| 10-Sept-19 | | n/a | n/a | n/a |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present | Date(s) of meeting during of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|-------------------------------------|---|---|-----------------------------|---|--|--|
| Audit Committee | 12-Nov-2019 | Yes Required quorum of 2 members was met | 3 | 2 | 25-Sept-2019 | 48 |
| Nomination & Remuneration Committee | 12-Nov-2019 | Yes Required quorum of 2 members was met | 3 | 2 | -- | -- |
| Stakeholders Relationship Committee | 12-Nov-2019 | Yes Required quorum of 2 members was met | 3 | 2 | -- | -- |

v. Related Party Transactions

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |




Corporate Governance Report

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **No***
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable***
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:
- 5.

**The status of the Company was Unlisted Entity for the quarter ended 31st December, 2019. However the Company vide its Board Meeting held on 03rd January, 2020 has appointed Non-Executive Director as Chairman of the said committee in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.*

Name :  Ravi Garg
Designation : Company Secretary & Compliance Officer
Date : 15.01.2020



ANNEXURE II

Name of Listed Entity
Quarter ending

- SPML India Limited
- 31-Dec-2019

Affirmations

| Broad Heading | Regulation Number | Compliance Status |
|--|--------------------------------------|-------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | n/a** |

****The status of the Company was Unlisted Entity for the quarter ended 31st December, 2019. Hence the said clause is not applicable to the Company for the said quarter.**

Name : Ravi Garg
Designation : Company Secretary & Compliance Officer
Date : 15.01.2020

