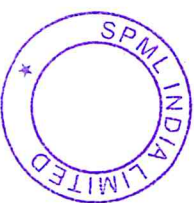


**Corporate Governance Report**

1. Name of Listed Entity – **SPML India Limited**
2. Quarter ending: **June 30, 2019**

**I. Composition of Board of Directors**

Title (Mr./ Ms./ Mrs.)	Name of the Director	DIN & PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of appointment in the current term / cessation		Tenure (in years)	Number of Directorship in listed entities including this listed entity as per Regulation 17A	Number of Independent Directorship in listed entities including this listed entity as per Regulation 17A	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]	Membership in Committees of the Company	Remarks
				Date of appoint- ment (DD-Mon- YYYY)	Date of cessation (DD-Mon- YYYY)							
Mrs.	Sandhya Rani Sethi	DIN – 01109163 PAN: AMGPS8642G	Chairperson- Executive	01-09-17	-	-	1	0	1	1	1	-
Mrs.	Aanchal Sethi	DIN – 03588023 PAN: AHZPB0530C	Non-Executive	06-01-14	-	-	1	0	3	0	1	-
Mr.	Sunil Kumar Gupta	DIN – 01999025 PAN: AECPG0566M	Non-Executive- Independent	25-11-17	-	05	1	1	2	1	2	-



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Company Remarks (Date of appointment)
1. Audit Committee	Mr. Sunil Kumar Gupta Mrs. Aanchal Sethi	Non-executive Independent - Chairman Non-executive - Member	25-11-2017 06-01-2014
2. Stakeholders Relationship Committee	Mrs. Sandhya Rani Sethi Mr. Sunil Kumar Gupta	Executive - Chairman Non-executive Independent - Member	01-09-2017 25-11-2017
3. Nomination and Remuneration Committee	Mr. Sunil Kumar Gupta Mrs. Aanchal Sethi	Non-executive Independent - Chairman Non-executive - Member	25-11-2017 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	Maximum gap between any two consecutive meetings (in number of days)	Company Remarks
06-Feb-19	13-May-19	59	-
20-Feb-19	10-June-19	28	-
25-Feb-19			
15-March-19			

## IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings (in number of days)	Company Remarks
Audit Committee	06-Feb-2019	12-May-2019	-- 2 members was present*	95	--

\*There is one Independent Director in the composition of Audit Committee who was present in the meeting.

## V. Related Party Transactions

Subject	Compliance status (Yes / No / NA)	Company Remarks
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	-	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-



Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes / No Yes
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; remuneration committee -</li> <li>• Stakeholders relationship committee</li> <li>• Risk management committee (applicable to the top 100 listed entities)</li> </ul>	Yes*
3. The above 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

*\*The status of the Company was Unlisted Entity for the said quarter.*

The report submitted for the previous quarter and year ended March 31, 2019 has been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

**Name :** Ravi Garg  
**Designation :** Company Secretary & Compliance Officer  
**Date :** 12.07.2019

