

SPML India Limited
Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity - **SPML India Limited**
2. Quarter ending - **31-Mar-2020**

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 Sethi	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

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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. Aanchal Sethi	ED	Chairperson	03-01-2020	
2	Mr. Sunil Kumar Gupta	ID	Member	25-11-2017	
3	Mr. Deepak Jain	ID	Member	12-11-2019	

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	

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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
12-Nov-19	03-Jan-2020	Yes	4	1
	06-Feb-20	Yes	4	2

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	06-Feb-20	Yes Required quorum of 2 members was met	4	2	12-Nov-2019	86

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

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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 – **Yes**
 - 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**
5. 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:

**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 : **14.05.2020**

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ANNEXURE II

Name of Listed Entity **- SPML India Limited**
Quarter ending **- 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 : 14.05.2020