

SPML India Limited
Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity **- SPML India Limited**
2. Quarter ending **- 30-Sept-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 Appoint ment	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
Mr.	Manoj Kumar Gangwal	06659068	AASPG8203F	Executive	23-07-20	18-08-20		01.07.1972	1	0	2	1
Mrs.	Neeta Boochra	07644471	AGTPB5148D	Non-Executive- Independent	18-08-20	18-08-20	05	26.10.1964	1	2	2	2
Mr.	Shalin Jain	08389442	ALDPJ8813E	Non-Executive- Independent	20-05-20	23-07-20	05	17-06-1984	2	3	4	3
Mr.	Sushil Kumar Sethi	00062927	AMGPS8647D	Non-Executive	18-08-20	18-08-20		22-07-1958	2	0	1	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. Neeta Boochra	ID	Chairperson	18-08-20	
2	Mr. Shalin Jain	ID	Member	23-07-20	
3	Mr. Manoj Kumar Gangwal	ED	Member	18-08-20	

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Neeta Boochra	ID	Member	18-08-20	
2	Mr. Shalin Jain	ID	Chairperson	23-07-20	
3	Mr. Manoj Kumar Gangwal	ED	Member	18-08-20	

c. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. Neeta Boochra	ID	Chairperson	18-08-20	
2	Mr. Shalin Jain	ID	Member	23-07-20	
3	Mr. Sushil Kumar Sethi	NED	Member	18-08-20	

- Mr. Deepak Kumar Jain has resigned on 23.07.2020
- Mr. Aanchal Sethi has resigned on 08.08.2020
- Mr. Sunil Kumar Gupta
- Mr. Manoj Kumar Gangwal appointed as AD on 23.07.2020 and MD as 18.08.2020
- Mr. Sushil Kumar Sethi was appointed as NED on 18.08.2020
- w.e.f 20.05.2020

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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
20-May-2020	23-Jul-2020	Yes	3	1
	18-Aug-2020	Yes		
	02-Sep-2020	Yes		

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	23-Jul-2020	Yes Required quorum of 2 members was met	2	1	20-May-2020	63
Audit Committee	18-Aug-2020	Yes Required quorum of 2 members was met	2	1		25
NRC	23-Jul-2020	Yes Required quorum of 2 members was met	2	1	20-May-2020	63
NRC	18-Aug-2020	Yes Required quorum of 2 members was met	2	1		25

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
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	Not Applicable

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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:

Name : **Ravi Garg**
Designation : **Company Secretary & Compliance Officer**
Date : **14.10.2020**

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ANNEXURE II

Name of Listed Entity **- SPML India Limited**
Quarter ending **- 30- Sept-2020**

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	Yes

Name : **Ravi Garg**
Designation : **Company Secretary & Compliance Officer**
Date : **14.10.2020**