



SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

Registered Office: F 27/2, Okhla Industrial Area, Phase II, New Delhi – 110020

Tel.: 011-26387091 • Fax: 011-26386003 • E-mail: info@spml.co.in • Website: www.spml.co.in

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of SPML Infra Limited will be held on Friday, the 30th September, 2016 at 11: 30 A.M. at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016 to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone Financial Statement of the Company for the year ended March, 31, 2016 and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company and the report of Auditors thereon for the year ended March 31, 2016.
2. To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

(a) **“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Walker Chandiook & Co., LLP, Chartered Accountants (**ICAI Registration No. 001076N/N500013**), who were appointed as the Joint Statutory Auditors of the Company for a term of 5 years from the conclusion of the 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting, to be held the Calendar year 2019, be and is hereby ratified to hold office of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2017 to conduct the audit for the financial year 2016-17 on such remuneration as may be decided by the Board of Directors of the Company.”

(b) **“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants (**Firm Registration No. 0003645N**), who were appointed as the Joint Statutory Auditors of the Company for a term of

3 years from the conclusion of the 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting, to be held in the Calendar year 2017, be and is hereby ratified to hold office of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2017 to conduct the audit for the financial year 2016-17 on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Sushil Kumar Roongta as an Independent Director 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, 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 Listing Regulations, Mr. Sushil Kumar Roongta (**DIN 00309302**), who was appointed as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from the 07th November 2015 upto the date of 39th Annual General Meeting to be held in the Calendar year 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration amounting to Rs. 85,000/- (Rupees Eighty Five thousand only) plus service tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board payable to M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452) as Cost Auditor to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time for the financial year 2016-17, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. To approve the issuance of equity shares to promoters / non promoters entity on preferential basis

To consider and if thought fit, to pass the following resolution as an Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 42, 62 (1) (c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders be and is hereby accorded to offer, issue and allot, in one or more tranches, upto a maximum of 75,51,250 Equity Shares of Rs. [2/-] each on a preferential basis at an issue price of Rs. 80/- per Equity Share (including a premium of Rs. 78/- per equity share) aggregating up to Rs. 60,41,00,000/- (Rupees

Sixty Crores and Forty One Lacs Only) to persons / entities falling under the Promoters / non promoters group (hereinafter referred to as the “Investors” or the “Proposed Allottees”), the list of which is provided in the explanatory statement, by way of preferential allotment in lieu of the value of the unsecured loans as determined by an Independent Valuer.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity shares of the Company are currently listed and the same shall be subject to lock-in as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT the “Relevant Date” for determination of applicable offer price for issue of equity shares on preferential basis be fixed as 31st August, 2016, being the date 30 days prior to the date on which the shareholders shall pass the special resolution to consider the proposed preferential issue (i.e. 30th September, 2016).

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 74 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the issuance and allotment of Equity Shares shall be completed within 15 (fifteen) days from the date of passing of the special resolution by the shareholders.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board (including any committee thereof) be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to any Director or Key Managerial Personnel (KMP) of the Company as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, etc. and such other approvals as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable.”

7. To approve the authorization for the keeping of the register of Member at Kolkata

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

“**RESOLVED THAT** pursuant to provisions of Section 88 and 94 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the consent of the Members be and is hereby accorded to keep the Register of Members and other securities of the Company (as may be issued by the Company from time to time) at the office of the Company’s Registrar and Share Transfer Agent at Kolkata or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to notify the situation of Register of Member to the Registrar of Companies, NCT of Delhi and Haryana”

By Order of the Board of Director

Abhay Raj Singh
Company Secretary

Date: 22nd August, 2016

Place: Gurgaon

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a credited copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September 2016 to 30th September 2016, (both days inclusive) for the purpose of Annual General Meeting.
6. Members/Proxies are requested to bring the duly filled in Attendance Slip, enclosed herewith, for attending the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company’s Registrar & Share Transfer Agent.
8. Members are requested to note that all dividends remaining unclaimed for seven years from the date they become first due for payment are now required to be transferred to the “Investor Education and Protection Fund” (IEPF) established by the Central Government under the provisions of the Companies Act. Members shall not be able to claim any unpaid dividend neither from the fund nor from the Company once unclaimed dividends are transferred to IEPF. It may be noted that unpaid dividend for the financial year ended 31st March 2009 shall become due for transfer to IEPF in the month of October 2016.
9. Brief resume of the Directors, seeking appointment/ re- appointment at this AGM, including nature of their expertise in specific functional areas and names of companies in which they hold directorship and/or membership/ chairmanship of Board/ Committees, as stipulated in regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure attached to the Notice. The Board of Directors of the Company commends their appointment/ re-appointment.
10. The Notice of the AGM, along with the attendance slip, Proxy form and ballot form is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
11. Members may also note that the Notice of the AGM and the Annual Report 2015-16 will also be available on the Company’s website www.spml.co.in
12. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 23rd September 2016. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of

the notice and is holding shares as on the cut-off date i.e. 23rd September 2016 may obtain the login ID and password by sending a request at mdpldc@yahoo.com.

13. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is annexed to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar & Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

Members holding shares in physical form are requested to intimate the change of address, if any, to the Registrar & Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata - 700 001 and/or to the Company Secretary at the Corporate Office of the Company at 65, Institutional Area, Sector-32, Gurgaon-122001, quoting their folio numbers. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.

14. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
15. **e-voting:** In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company for the 35th AGM is providing to its members the facility to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The detailed instructions on e-voting are provided separately under the head Instructions for e-Voting.
16. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.
17. The Board of directors has appointed Mr Tumul Maheshwari of M/s PTM & Co., Company Secretary in whole time practice (ACS-16464), New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
18. Members who do not have access to remote e-voting

facility may send duly completed Ballot Form (enclosed with this AGM Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at "The Scrutinizer, SPML Infra Limited, SPML House, 65, Institutional Area, Sector-32, Gurgaon-122001 (Haryana)", in the enclosed postage pre-paid self-addressed envelope, not later than Thursday, 29th September 2016 (5:00 p.m.). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Ballot Form received after this date will be treated as invalid.

19. A Member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
20. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
21. **Poll at the meeting:** After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for e-voting and postal ballot and poll. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 23rd September 2016 and who have not casted their vote by remote e-voting or postal ballot, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

The Scrutinizer after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

The results, after the same are declared by the Chairman or any other person authorised by the Chairman, along with the Scrutinizer's Report, shall be placed on the website of the Company www.spml.co.in and shall also be communicated to CDSL and the stock exchanges where the shares of the company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

22. **Information and other Instructions for e-Voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements) regulations, 2015, the Company provides to its members, the facility to exercise their votes at the 35th AGM by electronic means and the businesses may be transacted through e-voting as per instructions given below:

- (i) The voting period begins on Tuesday, 27th September 2016 at 09:00 A.M. and ends on Thursday, 29th September 2016 at 05:00 P.M. During this period the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID:-
 - a. For CDSL : 16 digits beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v) above.
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant for the SPML Infra Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statements set out all material facts relating to all special businesses mentioned under Item Nos. 4 & 5 of the accompanying Notice.

Item No. 4

In terms of the provisions of Section 161 read with 149, on recommendation of the Nomination & Remuneration Committee, the of Directors at its Meeting held on 07th November, 2015 has appointed Mr. Sushil Kumar Roongta as Additional Director under the Category of Independent Director for a term of 5 consecutive years with effect from 07th November, 2015 till the date of 39th Annual General Meeting to be held in the Calendar year 2020., In term of Section 161, Mr. Sushil Kumar Roongta shall holds office upto the date of this meeting, subject to appointment by the Shareholder as Director.

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

The Board recommends to the shareholders the regularization of the appointment of Mr. Sushil Kumar Roongta as the Director

of the Company in the category of independent director under the provisions of Section 149(4) of the Companies Act, 2013 and rules made thereunder read with Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sushil Kumar Roongta, former Executive Chairman of Steel Authority of India (SAIL) during 2006-2010 is an Electrical Engineer from BITS, Pilani has also done PG Diploma in Business Management (International Trade) from IIFT, New Delhi. He is well known for his strategic acumen in the Industry and had been referred by the Industry and the Government for various issues and had also been part of various Government and Industry forums and expert panels.

Mr. Sushil Kumar Roongta was associated with Vedanta Ltd. as Managing Director, Aluminum & Power Business in the year 2011. He also serves as Principal Advisor, Essar Steel India Limited. He has also been associated with various leading Companies like ACC Ltd, Jubilant Industries Ltd, Axis Bank, HPCL, Shipping Corpn. of India Ltd. and Neyveli Lignite Corpn. Ltd. in various capacities.

He is recipient of several awards and accolades including SCOPE Award for Excellence & Outstanding Contribution to the Public Sector Management-Individual Category and Alumnus of the Year Award of IIFT.

The Board considers that Mr. Sushil Kumar Roongta's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sushil Kumar Roongta as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sushil Kumar Roongta, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to get its Cost Records audited by a Qualified Cost Accountant, who should be a member of the Institute of Cost Accountants of India. Accordingly, on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th May, 2016 has appointed M/s. Bikaram Jain & Associates, Cost Accountants bearing (**ICWAI Membership No. 32452**) as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of Rs. 85,000/- (Rupees Eighty Five thousand only) plus service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit

As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

M/s Bikram Jain & Associates have furnished their Consent to act as the Cost Auditors as well as a certificate stating their eligibility for appointment as Cost Auditors of the Company.

Your Directors recommend the Ordinary Resolution set out at item no. 5 for the approval of the members. None of the Director is interested in this resolution.

Item No. 6

Your Board at its meeting held on 22nd August, 2016, subject to necessary approvals, has approved the proposal to offer 75,51,250 Equity Shares of Rs. 2/- each to the unsecured loan holders (as mentioned below) on a preferential basis at an issue

price which is higher of the price derived in terms of the ICDR Regulation or Rs. 80/- per Equity Share (including a premium of Rs. 78/- per equity share) aggregating up to Rs. 60,41,00,000/- (Rupees Sixty Crores and Forty One Lacs Only) in lieu of the value of the unsecured loan as valued by an Independent Valuer in accordance with Regulation 73(3) of the ICDR Regulations.

The detail of unsecured loans proposed to be converted into equity shares is as under:

Name	Amount	Category
Mr. Sushil Kumar Sethi	1,00,00,000	Promoter
M/s SPML Industries Limited	6,93,00,000	Promoter Group
M/s Zoom Industrial Services Limited	12,88,00,000	Promoter Group
M/s SPM Engineers Limited	10,00,00,000	Promoter Group
M/s Bharat Hydro Power Corporation Limited	22,60,00,000	Promoter Group
M/s Om Metals Infraprojects Ltd.	7,00,00,000	Public
Total	60,41,00,000	

Sl. No.	Category	Pre – Issue		Preferential Offer	Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares	No. of Shares held	% of Shareholding
A	Shareholding of Promoter and Promoter Group					
1.	Indian					
(a)	Individual / HUF	11030840	30.10	125000	11155840	25.25
(b)	Bodies Corporate	10845745	29.59	6551250	17396995	39.35
(e)	Any Other (Specify)	-	-	-	-	-
	Sub – Total (A)(1)	21876585	59.69	-	28552835	64.60
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-
	Total Shareholding of Promoters and Promoters Group (A) = (A)(1) + (A)(2)	21876585	59.69		28552835	64.60
B	Non-Promoter Holding					
1	Institutional Investors	13000	0.04	-	13000-	.03
2	Non Institutional					
(a)	Bodies Corporates	11844381	32.32	875000	12719381	28.77
(b)	Directors and Relatives	-	-	-	-	-
(c)	Indian Public	2502883	6.83	-	2502883-	5.66
(d)	Other (including NRI's)	413427	1.13	-	413427-	0.94
	Sub-Total (B) = (B)(1) + (B)(2)	14773691	40.32	875000	15648691	35.40
	TOTAL (A) + (B)	36650276	100.00	7551250	44201526	100.00

a. The time within which the preferential issue shall be completed:

As required under Chapter VII of the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Annual General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

b. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the year.

c. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee, the percentage of post preferential issue capital that may be held by it and change in control, if any, in the issuer consequent to the preferential issue:

Sl no	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre Allotment Holding		No. of equity shares to be allotted	Post Allotment Holding	
				No. of Shares held	% of Share-holding		No. of Shares held	% of Share-holding
1.	Sushil Kumar Sethi	Promoter	Sushil Kumar Sethi	1072735	2.93	125000	1197735	2.71
2.	SPML Industries Limited	Promoter Group	<p>SPML Industries Limited is a Public Limited and subsidiary of a Listed Company.</p> <p>The ultimate beneficial owners of the Company are as below:</p> <p>a) 51% shares are held by M/s Zoom Industrial Services Limited which is a listed entity. Mrs. Sandhaya Rani Sethi & Mrs. Aanchal Sethi Directors of the Company are relatives of Mr. Sushil Kumar Sethi, Managing Director of SPML.</p> <p>b) 49% shares are held by M/s Subhash Systems Private Limited which is a closely held Private Limited Company, the shareholding of which owned by Mr. Sushil Kumar Sethi and his relatives.</p>	-	-	866250	866250	1.96
3.	Zoom Industrial Services Limited	Promoter Group	<p>Zoom Industrial Services Limited is Listed entity and is one of the existing promoter group company.</p> <p>Mrs. Sandhaya Rani Sethi & Mrs. Aanchal Sethi Directors of the Company are relatives of Mr. Sushil Kumar Sethi, Managing Director of SPML.</p>	3073510	8.39	1610000	4683510	10.60

4.	SPM Engineers Limited	Promoter Group	SPM Engineers Limited is one of the existing promoter group company. 30% of its shares are held by promoters and their relatives. However no individual promoter holds more than 25% or more of the total share capital of the Company. 45% of its shares are held by International Construction Limited which is a listed entity. Balance 25% is held by public.	1279665	3.49	1250000	2529665	5.72
5.	Bharat Hydro Power Corporation Limited	Promoter Group	Bharat Hydro Power Corporation Limited (BHPCL) is one of the existing promoter group company. Out of the total shareholding of BHPCL, 34.42% is held by SPML India Limited, which is a listed entity. Around 57% shares in BHPCL is held by the persons / entities falling under the promoter category, however no individual promoter holds more than 25% of the share capital of the Company. Balance shares are held by public.	1391470	3.80	2825000	4216470	9.54
6.	Om Metals Infraprojects Ltd.	Public	Om Metals Infraprojects Limited is a Public Listed Company. Mr. Sunil Kothari is the Mananing Director of the Company.	-	-	875000	875000	1.98

d. Change in the control or composition of the Board:

There shall be no change in the Board composition or control of the Company pursuant to the issue of equity shares under the preferential issue.

The members may also note that after the proposed issue of shares to the promoters and others through preferential allotment, the increase of promoter shareholder shall be 4.91%, which therefore does not encompass the requirement of open offer in compliance of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time till date.

e. Relevant Date:

The relevant date for the preferential issue, as per the SEBI (ICDR Regulation), as amended from

time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 31st August 2016, being the date 30 days prior to the date of Annual General Meeting (i.e. 30th September, 2016) at which the matter shall be placed before the Shareholders for their approval.

f. Pricing and undertaking to re-compute the price.

The equity shares will be allotted at a price of Rs. 80/- Share (including a premium of Rs. 78/- per equity share) which is in accordance with the provisions of Regulation 76 of the ICDR Regulations. Since, the Company is listed on both BSE Limited and NSE Limited, the trading volume of Equity Shares of the Company on both the stock exchanges will be considered to determine the highest trading volume for computation of

issue price. Further, the Company undertakes to re-compute the price of the equity shares being issued under preferential issue, if at all required, in terms of the provisions of the ICDR Regulations.

- g. Undertaking to put under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

- h. Lock-in requirement:

The equity shares to be allotted on preferential issue shall be subject to the lock-in period as applicable in accordance with the Chapter VII of the ICDR Regulations.

- i. Auditor's Certificate:

A certificate from the Auditors of the Company certifying that the proposed preferential issue of shares is being made in accordance with the requirements of Chapter VII of the ICDR Regulations shall be placed before the shareholders at the General Meeting.

- j. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

It is proposed that the unsecured loans shall be discharged by the issuance of 75,51,250 Equity Shares of Rs. 2/- each on a preferential basis at an issue price of Rs. 80/- per Equity Share (including a premium of Rs. 78/- per equity share) aggregating up to Rs. 60,41,00,000/- (Rupees Sixty Crores and Forty One Lacs Only). The valuation report received from M/s Sanjay Poddar & Company, Practicing Chartered Accountant and an Independent qualified valuer will also be placed at the General Meeting.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 6 for the approval of the members.

Mr. Subhsah Chand Sethi, Chairman, Mr. Sushil Kumar Sethi, Managing Director, Mr. Rishabh Sethi, Executive Director and Mr. Deepak Sethi, Director and their relatives being part of the promoter/ promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

None of the Directors except those mentioned above, Key Managerial Personnel and their relatives are, in any way, concerned or interested,

financially or otherwise in the said resolution, except to the extent of their individual shareholding in the Company.

Item No. 7

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed Special Resolution in advance.

As the Registrar and Transfer Agent of the Company is based at Kolkata, all the records with respect to the Register of Members are available at Kolkata. Therefore, in order to facilitate the easy access to the records with respect to the Register of Members to the members and other persons intending to have an inspection of Register of Members and other securities, it would be more appropriate that such register be kept at Kolkata.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers at the office of the Registrar and Transfer Agent ("RTA"), or at any other its office or place within the Kolkata city. A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Kolkata, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution proposed vide Item No. 7 to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

By Order of the Board of Director

Abhay Raj Singh
Company Secretary

Date: 22nd August, 2016
Place: Gurgaon

ANNEXURE

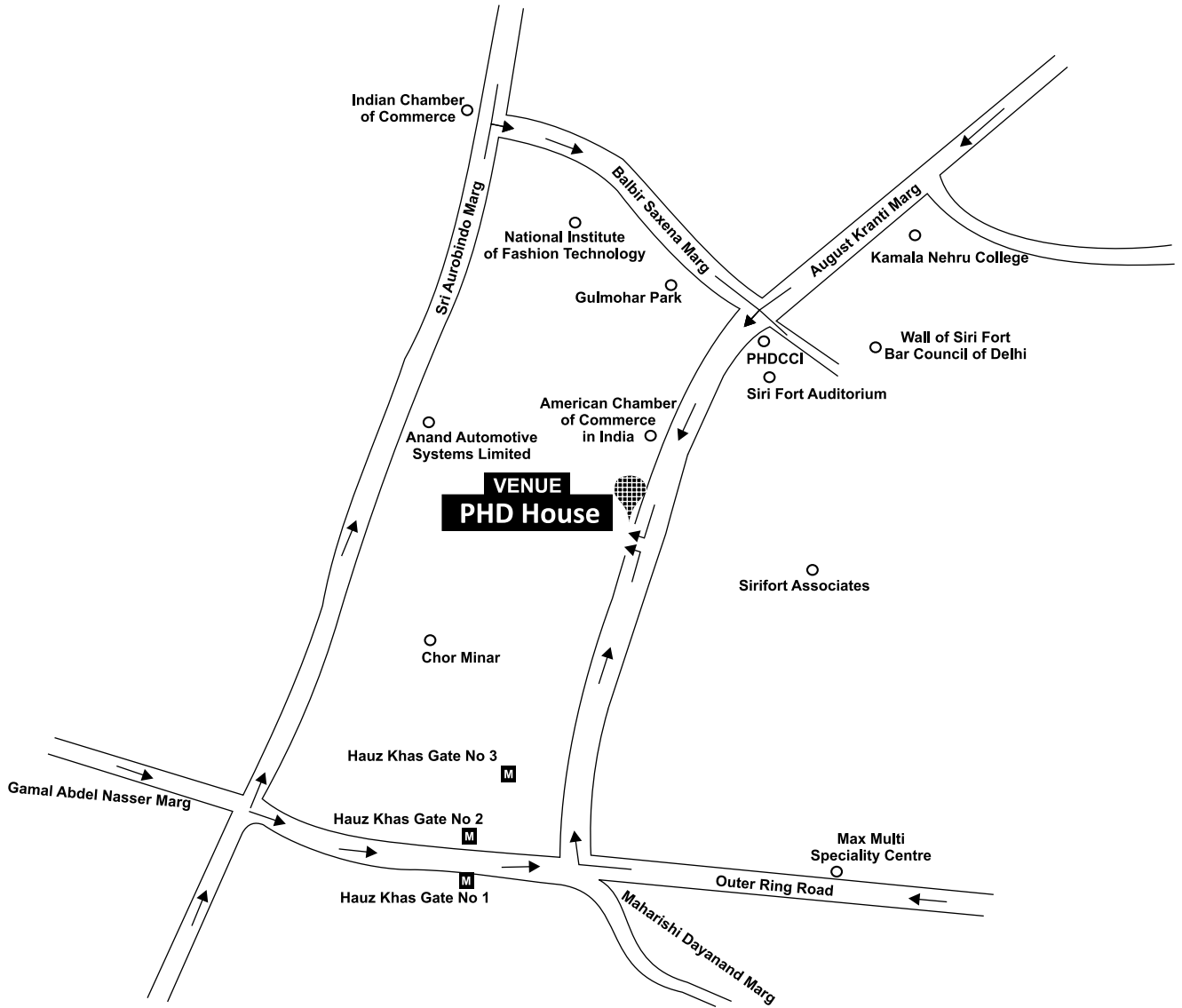
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

PARTICULAR	MR. SUBHASH CHAND SETHI	MR. SUSHIL KUMAR ROONGTA
Date of Birth & Age	14.08.1954 (62 years)	09.05.1950 (66 Years)
Qualification	Graduate	Graduate Electrical Engineering from BITS, Pilani and PG Diploma in Business Management (International Trade) from IIFT, New Delhi – Gold Medalist
Expertise in specific functional area	Has 41 years of experience in contract financing and contract execution and management. He brings with him a wealth of experience in contract financing and contract execution and management. His contract management skills have enabled the group to execute turnkey projects successfully. Time and again, he has lead initiatives under challenging circumstance, complex terrains across the length and breadth of the country. A hard task master, his innovative leadership management is a source of constant inspiration.	Has more than 43 years of experience in his area. He has been the Chairman of Steel Authority of India Ltd. (SAIL). His astute understanding of the micro aspects of the business at ground level, global and strategic vision, helped him transform SAIL from a position of a just large steel PSU, to one of the most admired steel companies in the world. He has also served as Managing Director of Vedanta Aluminium Limited, Chairman of Talwandi Saboo Power Limited and Director in Sterlite Energy Limited. He is the Chairman, Board of Governors, IIT, Bhubaneswar and Member of Board of Management, JKL University, Jaipur. He is recipient of several awards and accolades including SCOPE Award for Excellence & Outstanding Contribution to the Public Sector Management-Individual Category and Alumnus of the Year Award of IIFT.
Directorship held in Other public Companies	<ul style="list-style-type: none"> - Bharat Hydro Power Corporation Limited - SPML Energy Limited - Subhash Kabini Power Corporation Limited - Mizoram Mineral Development Corporation Limited - Mizoram Power Development Corporation Limited - Gurha Thermal Power Company Limited - SPML Infra Developers Limited - Mizoram Infrastructure Development Company Limited 	<ul style="list-style-type: none"> - Jubilant Industries Limited - ACC Limited - Talwandi Sabo Power Limited - Jubilant Agri and Consumer Products Ltd. - Bharat Aluminium Co. Ltd. - Hero Steels Ltd.
Membership/ Chairmanship of Audit and Share Transfer/ Investors' Grievance Committee	<ol style="list-style-type: none"> 1. SPML Infra Limited - Stakeholder Relationship Committee 2. Subhash Kabini Power Corporation Limited - Audit Committee 3. SPML Energy Limited - Audit Committee 4. Bharat Hydro Power Corporation Limited - Audit Committee 	<ol style="list-style-type: none"> 1. Jubilant Industries Limited - Stakeholder Relationship Committee 2. Jubilant Industries Limited - Audit Committee 3. Jubilant Agri and Consumer Products Limited- Audit Committee 4. ACC Limited - Audit Committee
Shareholding	2,147,810 equity shares comprising 5.86% of the total Share Capital of the Company	NIL
Relationship between directors inter-se	Mr. Subhash Chand Sethi is the brother of Mr. Sushil Kumar Sethi as per relative in terms of relative as defined rule 4 of The Companies (Specification of Definitions details) Rules, 2014.	NIL

To support the "Green Initiative" measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company's RTA.

ROUTE MAP OF THE AGM VENUE

PHD House, 4/2, Siri Institutional Area,
August Kranti Marg, New Delhi – 110016





SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

Registered Office: F 27/2, Okhla Industrial Area, Phase II, New Delhi – 110020

Tel.: 011-26387091 ☒ Fax: 011-26386003 ☒ E-mail: info@spml.co.in ☒ Website: www.spml.co.in

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	:
Registered Address :	:
E-mail Id :	:
Folio No./Client ID :	:
DP ID :	:

I/We, being the member (s) of shares of the above name Company, hereby appoint

- Name:.....
Address:.....
E-mail ID:
Signature:..... or, failing him
- Name:.....
Address:.....
E-mail ID:
Signature:..... or, failing him
- Name:.....
Address:.....
E-mail ID:
Signature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, the 30th September, 2016 at 11:30 pm at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the audited standalone& consolidated Financial Statements of the Company for the year ended March 31, 2016 and the Reports of the Auditors’ and Board of Directors thereon.
- To appoint a Director in place of Mr. Subhash Chand Sethi (DIN:00464390), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- (a) To ratify the appointment of M/s Walker Chandiook &Co., LLP, Chartered Accountants as Statutory Auditors of the Company for the Financial year 2016-17
(b) To ratify the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial year 2016-17
- Appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company.
- To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.
- Approve the issuance of equity shares to Promoters / Non-promoters entities on preferential basis.
- Approve the authorisation for the keeping of Register of Members at Kolkata.

Signed this _____ day of _____, 2016

Signature of Shareholder:_____

Signature of Proxy holder(s)_____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHAREHOLDERS PARTICULAR FOR ELECTRONIC CLEARING SERVICES (ECS) MANDATE

To
(In case of Physical Holding)
Maheshwari Datamatic Private Limited
A/c: SPML Infra Limited
6 Mangoe Lane, Surendra Mohan Ghosh Sarani
2nd Floor, Kolkata – 700 001

To
(In Case of Electronic Holding)
The Depository Participant

Dear Sir,

Sub: FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

I wish to participate in the Electronic Clearing Services (ECS) and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. For Shares held in physical form
Folio No.:

2. For shares held in electronic form
(Shareholders holding shares in electronic form i.e. in Demat mode, should forward this form to their respective Depository Participant).
DP ID :
Client ID :

3. Shareholder's Name : Shri/Smt./Kum./M/s. :

4. Shareholder's Address

5. Particulars of Bank :
* Bank Name :
* Branch &Address :
* Mention the 9 digit-code number of the bank and :
branch appearing on the MICR cheque issued by
the bank
(Please attach the photocopy of a cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number)
* Account Type (Please Tick) : Savings Current Cash Credit
* Account Number :
(as appearing on the cheque book)

6. Date from which the mandate should be effective:.....

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company / Registrars & Share Transfer Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through ECS.

Place :
Date :

Signature of the First Shareholder

