



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 is hereby given that the 38th Annual General Meeting of the Members of SPML Infra Limited will be held on Tuesday, the 24th day of September, 2019 at 03:30 PM at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following Businesses:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditor for the financial year 2019-20**

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

“RESOLVED THAT pursuant to the provisions of Section 148 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. 1,00,000/- (Rupees One Lakhs only) plus applicable taxes and re-imbursalment of out of pocket expenses, as approved by the Board of Directors to be paid to M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452), who has been appointed by the Board of Directors as the 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 2019-20, be and is hereby ratified.

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

4. **To Appoint Mrs. Pavitra Joshi Singh (DIN: 08355578) 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Pavitra Joshi Singh (DIN: 08355578), who was appointed as an Additional Director of the Company with effect from 25th February 2019 by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 25th February 2019 upto 24th February 2024.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. **To re-appoint Mr. Sarthak Behuria (DIN: 03290288), as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sarthak Behuria (DIN: 03290288), who was appointed as an Independent Director of the Company at the 33rd Annual General Meeting of the Company and who holds office upto 25th September 2019 and who being eligible meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the regulation 16(1) (b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect

and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director; be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 26th September 2019 upto 25th September 2024.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. **To re-appoint Mr. Prem Singh Rana (DIN: 00129300), as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Prem Singh Rana (DIN: 00129300), who was appointed as Independent Director of the Company at the 33rd Annual General Meeting of the Company and who holds office upto 25th September 2019 and who being eligible meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director; be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 26th September 2019 upto 25th September 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Mr. Prem Singh Rana is attaining the age of 75 (Seventy Five) years on 10th September, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 3 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. **To re-appoint Mr. Subhash Chand Sethi (DIN:00464390) Chairman & Whole Time Director of the Company**

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Subhash Chand Sethi, Chairman and Whole-time Director of the Company for a period of 5 (Five) consecutive years with effect from 1st January, 2020, upon such terms and conditions as detailed out in the Explanatory Statement annexed hereto, including remuneration payable from time to time, which at all times shall be within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ viz. Nomination & Remuneration Committee, Audit Committee or any other Committee of the Board thereof) shall have liberty to alter and vary the terms and conditions of the said reappointment and remuneration as may deem fit in accordance with the provisions of the Companies Act, 2013 and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 / Schedule V of the Act.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Subhash Chand Sethi (DIN: 00464390) as Chairman and Whole-time Director of the Company, the Company will pay to Mr. Subhash Chand Sethi (DIN: 00464390) in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites, allowances as minimum remuneration, in accordance with the provisions of Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

8. **To Re-appoint Mr. Sushil Kumar Sethi (DIN: 00062927), as the Managing Director of the Company**

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sushil Kumar Sethi (DIN:00062927), Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 1st January, 2020, upon such terms and conditions as detailed out in the Explanatory Statement annexed hereto, including remuneration payable from time to time, which at all times, shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ viz. Nomination & Remuneration Committee, Audit Committee or any other Committee of the Board thereof) shall have liberty to alter and vary the terms and conditions of the said reappointment and remuneration as may deem fit in accordance with the provisions of the Companies Act, 2013 and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 / Schedule V of the Act.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sushil Kumar Sethi (DIN: 00062927) as Managing Director of the Company, the Company will pay Mr. Sushil Kumar Sethi (DIN:00062927) in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites, allowances as minimum remuneration, in accordance with the provisions of Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

**By Order of the Board
For SPML Infra Limited**

**Sd/-
Abhay Raj Singh
Company Secretary**

**Date: 30.05.2019
Place: Gurgaon**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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.

A proxy from, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting (i.e., on or before 22nd September, 2019 at 03:30 PM). 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 the meeting.

A person can act as 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.

2. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of this notice.

4. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 17th September 2019 to Tuesday, 24th September 2019 (both days inclusive) for the purpose of Annual General Meeting.

5. The Shareholders in their 36th Annual General Meeting held on 29th September, 2017, had appointed M/s Maheshwari & Associates, Chartered Accountants (FRN No. 311008E), Kolkata, as Statutory Auditor of the

Company for a term of five years to hold office from the conclusion of 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the Calendar Year 2022, subject to ratification of their appointment by the Shareholders at every subsequent Annual General Meeting. However, the Companies Amendment Act, 2017 notified by the Ministry of Corporate Affairs on 7th May, 2018 has dispensed off with the requirement of seeking ratification of the appointment of Statutory Auditor at every Annual General Meeting. Hence, notice of 38th Annual General Meeting does not contain the resolution pertaining to ratification of appointment of Statutory Auditor.

6. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is/are provided in the "Annexure" to the Notice.
7. Members, proxies or Authorized Representatives are requested to bring to the Meeting the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No. The Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Resolution authorising their representative to attend and vote on their behalf at the meeting.
8. **Transfer of unclaimed/unpaid dividend & corresponding shares to the Investor Education and Protection Fund (IEPF):** Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, to the Investor Education and Protection Fund (IEPF) established by the Central Government, the detail of which has been uploaded on the Company's website www.spml.co.in.
9. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has, during financial year 2018-19, transferred Equity Shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, after following the prescribed procedure, the detail shares so transferred to the IEPF Authority are available on the website of the Company at www.spml.co.in.
10. The Notice of the AGM along with the attendance slip and Proxy form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s), unless a Member request for the hard copy of the same. For the Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
12. Members may also note that the Notice of the AGM and the Annual Report of the Company for the Financial Year 2018-19 will also be available on the Company's website at www.spml.co.in
13. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days from the date of dispatch of Notice until the date of the Annual General Meeting.
14. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date on Tuesday, 17th September 2019. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. Tuesday, 17th September 2019 may obtain the login Id and password by sending a request at mdpldc@yahoo.com.
15. **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/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), email address, bank details for payment of dividend, etc. A form for capturing the additional details is annexed to the Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).
16. Members holding shares in physical form are requested to intimate the change of address if any, to Registrar and Share Transfer Agent of the Company, viz. M/s Maheshwari Datamatics Pvt. Ltd., having their office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 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. Members holding shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on November 11, 2018 to permit transfer of listed securities only in the dematerialized form with a depository with effect from 1st April, 2019. In view of the above and the inherent benefits of holding shares in electronic form, shareholders holding shares in physical form are advised to dematerialize their shares.

17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. 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.
19. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. The route map showing directions to reach the venue of the AGM is annexed.
21. **E-voting:** In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Company is providing e-voting facility to all of its members to enable them to cast their vote electronically for the items listed in Notice for the 38th Annual General Meeting of the Company. The Members have options to vote either through e-voting or through the Ballot Forms. The Company has engaged services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to the Members.
22. The Board of Director has appointed Mr. R. S. Bhatia, Company Secretary in whole-time practice, New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
23. The facility for voting, through Ballot Paper, will also be available at the AGM and the Members attending the AGM, who have not cast their vote by remote e-voting, shall be eligible to exercise their right at AGM through ballot papers. Members who have casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
24. Members can opt for only one mode of voting i.e. either by physical ballot or remote e-voting. In case Members cast their votes through both the modes then voting casted through e-voting shall be treated as valid and the voting through physical ballot Form shall be treated as invalid.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
26. **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 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 on Tuesday, 17th September 2019 and who have not casted their vote by remote e-voting 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 casted 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 at 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.
27. **Instructions for e-Voting are as follows:**
 - (i) The voting period begins on Saturday, the 21st Day of September, 2019 at 09:00 A.M. and ends on Monday, the 23rd Day of September, 2019 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) Tuesday, 17th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:-
- (v) For CDSL : 16 digits beneficiary ID
- (vi) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
- (vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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.
- (x) 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> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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 (iv) above.

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) 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.

- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN relevant for the SPML Infra Limited.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xx) 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.
- (xxi) 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.

(xix) 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)

Pursuant to provisions of Section 102 of the Companies Act, 2013, the material facts concerning the Special Business at Item Nos. 3,4,5,6,7 & 8 of the accompanying Notice are enumerated herein below:

Item No: 3

Pursuant to provision of 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 30th May, 2019 has appointed M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452) as the Cost Auditor of the Company for the Financial Year 2019-20 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus service tax as Applicable and re-imbursalment 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. Therefore, 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 as set out at item no. 3 for the approval of the Members. None of the Director is interested in this resolution.

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 25th February, 2019 appointed Mrs. Pavitra Joshi Singh as an Additional Independent Women Director with effect from 25th February, 2019 for the term of 5 (five) consecutive years to hold office from 25th February, 2019 to 24th February, 2024 subject to the approval of Shareholders.

Mrs. Pavitra Joshi Singh, aged about 42 years, (MBA -Human Resource) is a Director HR at PepsiCo., India and Head of Talent Acquisition - Asia, Middle East and North Africa (AMENA). Mrs. Singh has a rich and diverse experience of 17+ years. She has led large teams and multiple cross functional groups across geographies. She recently moved into a global

role leading Global Campus for PepsiCo based out of India. Prior to this she was leading Talent Acquisition for India Region where she was responsible for strengthening PepsiCo's EVP in a digital era and building a strong pipeline of future leaders. Prior to the TA role she was heading the entire gamut of Talent Management (performance management, leadership & development, culture and change management) & Diversity and Inclusion for India Region.

Mrs. Singh has worked with American Express and Fair Isaac before joining PepsiCo in 2006. Very recently, she was recognized in the Women Ahead list of 2016 as one of Corporate India's fastest rising women leaders.

Mrs. Singh has given her consent to act as the Director of the Company and has also given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that, she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

Keeping in view her vast experience and knowledge, it will be appropriate and in the best interest of the Company that Mrs. Singh be appointed as Independent Directors of the Company for the term of 5 (five) consecutive years to hold office from 25th February, 2019 to 24th February, 2024.

The Copy of the draft letter for appointment of Mrs. Singh setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

Except Mrs. Singh, being an appointee none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

The Board recommends the ordinary Resolution as set out in item No. 4

Item No. 5 & 6

The members of the Company at their Meeting held on 26th September, 2014 approved the appointment of Mr. Sarthak Behuria and Mr. Prem Singh Rana as an Independent Director of the Company on the Board of your Company pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement (now Regulation 17 & 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for a period of 5 (five) years w.e.f 26th September, 2014. Both the directors will complete their term on 25th September, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Sarthak Behuria and Mr. Prem Singh Rana as an Independent Directors of the Company for the next 5 (five) years with effect from 24th September, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

The Company has received the declaration from Mr. Behuria and Mr. Rana that they are eligible for re-appointment as an Independent Director for the 2nd term and provided their consent in writing to act as Independent Director in the relevant Form pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and a declaration under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is in view that their skills, rich experience, knowledge, contributions, continued valuable guidance would benefit the Company. Further, the Board opined that both Mr. Behuria and Mr. Rana fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive independent director who has attained the age of 75 (Seventy Five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Prem Singh Rana will attain the age of 75 years on 10th September, 2021 and hence continuation beyond 75 years requires the approval of members by way of a special resolution. The Board recommends the same to the Shareholder for their approval

Except Mr. Behuria and Mr. Rana, being appointee none of the other Directors/Key Managerial Personal of the Company/ their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 & 6 of the Notice

The Board of Directors of the Company recommends that the Resolution, as set out in Item No. 5 & 6, be passed as a Special Resolution.

Item No. 7

The Members at the 33rd Annual General Meeting held on 26th September, 2014 approved the re-appointment of Mr. Subhash Chand Sethi as Chairman and Whole Time Director, of the Company with effect from 1st January, 2015. Mr. Subhash Chand Sethi will complete his present term on 31st December, 2019. Considering the wholehearted sincerity and commitment dedicated by Mr. Subhash Chand Sethi towards the development and growth of the Company, the Board, via its approval at its meeting held on 30th May, 2019 based on the recommendation of the, Nomination and Remuneration Committee, recommends reappointment of Mr. Subhash Chand Sethi, in his aforesaid capacity of a Chairman & Whole Time Director of the Company. The Members are informed that the Audit Committee also approved the proposed re-appointment. The details of the proposed terms and conditions including remuneration payable to him are set out below:

Term of Appointment

With effect from 1st January, 2020 to 31st December, 2024

Salary and Perquisites

Sl. No.	Particulars	Details
1.	Basic Salary	Rs. 9 Lakh per month
2.	Commission	1% of the net profit of the Company
3.	House Rent Allowance	a) The expenditure incurred by the Company in hiring unfurnished accommodation will be subject to 60% of the Basic Salary, over and above 10% payable by him or 60% of the Basic Salary as house rent allowance shall be given. b) The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary.
4	Medical Reimbursement	Subject to ceiling of one month salary in a year or three month salary over a period of 3 years
5	Leave Travel Concession	For self and family, once in a year incurred in accordance with the Rules specified by the Company
6	Reimbursement of Club Fees	Payment of Club Membership fees subject to maximum of three clubs
7	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.

Minimum Remuneration

Where in any financial year(s) during the currency of the tenure of Mr. Subhash Chand Sethi as the Chairman and Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Subhash Chand Sethi in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Companies Act, 2013 (as amended) (the "Act").

Other terms and conditions

Apart from the above said salary, Mr. Subhash Chand Sethi shall also be entitled to the following benefits / perquisites:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- c. Encashment of leave at the end of the tenure.
- d. Reimbursement of medical expenses subject to the ceiling of one month's salary.
- e. Payment of Insurance Premium subject to ceiling of one month's salary.
- f. Reimbursement of bills for use of mobiles and phone/ fax at residence including internet broadband.
- g. Provision of car with maintenance, driver and actual fuel for business use;
- h. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be approved by the Board of Directors of the Company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Chairman and Whole Time Director, and all other Managing Directors and Whole Time Directors of the Company taken together, shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Subhash Chand Sethi has been received by the Company. Based on the declarations received from Mr. Subhash Chand Sethi, in Form DIR-8, he is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and he has given his consent to act as a Director of the Company, in Form DIR-2. Mr. Subhash Chand Sethi is not related to any of the Directors of the Company and does not hold any shares in the Company.

Mr. Subhash Chand Sethi shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

Further, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

The other requisite details of Mr. Subhash Chand Sethi have been annexed hereto, marked as Annexure.

None of the Directors or Key Managerial Personnel of the Company except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi, Mr. Deepak Sethi and their relatives except to the extent of their shareholding, is in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice.

The Board of Directors of the Company recommends that the Resolution, as set out in Item No. 7, be passed as a Special Resolution.

Item No. 8

The Members at the 33rd Annual General Meeting held on 26th September, 2014 approved the re-appointment of Mr. Sushil Kumar Sethi as Managing Director of the Company with effect from 1st January, 2015 and ending on 31st December, 2019. Considering the wholehearted sincerity and commitment dedicated by Mr. Sushil Kumar Sethi towards the development and growth of the Company, the Board, via its approval at its meeting held on 30th May, 2019 based on the recommendation of the Nomination and Remuneration Committee, recommends reappointment of Mr. Sushil Kumar Sethi, in his aforesaid capacity of a Managing Director of the Company. The Members are informed that the Audit Committee also approved the proposed re-appointment. The details of the proposed remuneration payable to him are set out below:

Term of Appointment

With effect from 1st January, 2020 to 31st December, 2024

Salary and Perquisites

Sl. No.	Particulars	Details
1.	Basic Salary	Rs. 9 Lakh per month
2.	Commission	1% of the net profit of the Company
3.	House Rent Allowance	a) The expenditure incurred by the Company in hiring unfurnished accommodation will be subject to 60% of the Basic Salary, over and above 10% payable by him or 60% of the Basic Salary as house rent allowance shall be given. b) The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary.
4	Medical Reimbursement	Subject to ceiling of one month salary in a year or three month salary over a period of 3 years
5	Leave Travel Concession	For self and family, once in a year incurred in accordance with the Rules specified by the Company
6	Reimbursement of Club Fees	Payment of Club Membership fees subject to maximum of three clubs
7	Personal Accident Insurance	Premium not to exceed Rs. 10,000/- per annum.

Minimum Remuneration

Where in any financial year(s) during the currency of the tenure of Mr. Sushil Kumar Sethi as the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Sushil Kumar Sethi in respect of such

financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Companies Act, 2013 (as amended) (the "Act").

Other terms and conditions

Apart from the above said salary, Mr. Sushil Kumar Sethi shall also be entitled to the following benefits / perquisites:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- c. Encashment of leave at the end of the tenure.
- d. Reimbursement of medical expenses subject to the ceiling of one month's salary.
- e. Payment of Insurance Premium subject to ceiling of one month's salary.
- f. Reimbursement of bills for use of mobiles and phone/ fax at residence including internet broadband.
- g. Provision of car with maintenance, driver and actual fuel for business use;
- h. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be approved by the Board of Directors of the Company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Managing Director and the other Whole Time Directors of the Company taken together, shall be within the limits prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Sushil Kumar Sethi has been received by the Company Based on the declarations received from Mr. Sushil Kumar Sethi, in Form DIR-8, he is not disqualified from being appointed as a Director, in terms of Section 164 of the Act and he has given his consent to act as a Director of the Company, in Form DIR-2. Mr. Sushil Kumar Sethi is not related to any of the Directors of the Company and does not hold any shares in the Company.

Mr. Sushil Kumar Sethi shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

Further, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary with requisite approvals as required under the Act.

The other requisite details of Mr. Sushil Kumar Sethi have been annexed hereto, marked as Annexure.

None of the Directors or Key Managerial Personnel of the Company except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi, Mr. Deepak Sethi and their relatives except to the extent of their shareholding, is in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice.

The Board of Directors of the Company recommends that the Resolution, as set out in Item No.8 be passed as a Special Resolution.

**By Order of the Board
For SPML Infra Limited**

**Date: 30.05.2019
Place: Gurgaon**

**Sd/-
Abhay Raj Singh
Company Secretary**

DETAILS OF THE DIRECTORS RETIRING BY ROTATION /SEEKING APPOINTMENT/ RE APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Name	Date of Birth & Age	Date of Appointment	Qualification	Brief Resume and Expertise in specific functional area	Terms and Conditions of Reappointment	Relationship between Directors inter-se	Directorship held in other listed Companies	Membership/Chairmanship of Committees of Other Board	Shareholding
Mr. Subhash Chand Sethi	14.08.1954 (65 Yrs)	01.06.1984	Graduate	Has 42 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. 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.	The proposed re-appointment of Mr. Subhash Chand Sethi shall be as the Whole time Director, who shall be liable to retire by rotation	Mr. Sushil Kumar Sethi is brother and Mr Deepak Sethi is the son of brother of Mr. Subhash Chand Sethi	Nil	Nil	1,523,280 equity shares comprising 4.16% of the total Share Capital of the Company
Mr. Sushil Kumar Sethi	22.07.1958 (61 Yrs)	27.08.1981	Graduate	He has experience of more than four decade in execution of EPC contracts relating to water supply, power and infrastructure development projects.	The proposed re-appointment of Mr. Sushil Kumar Sethi shall be as the Managing Director, who shall be liable to retire by rotation	Mr. Subhash Chand Sethi is brother and Mr. Deepak Sethi is the son of brother of Mr. Sushil Kumar Sethi	Nil	Nil	1,056,985 equity shares comprising 2.88% of the total Share Capital of the Company
Mr. Sarthak Behuria	02.03.1952 (67 yrs)	12.08.2010	BA, Economic (H), MBA	Former Chairman of Indian Oil Corporation Ltd and Bharat Petroleum Corporation Ltd. He has a vast experience and leadership quality across Finance, HR, Marketing and Strategic Planning.	The proposed re-appointment of Mr. Sarthak Behuria shall be as the Non-Executive Independent Director for the term of 5 years, who shall not be liable to retire by rotation	None	BLS International Services Limited	3	Nil
Mr. Prem Singh Rana	10.09.1946 (73 yrs)	10.02.2014	B. Tech in civil Engineering, PG in Town and County Planning, Ph. D in Transport Engineering and Management	Former Chairman and Managing Director of Housing and Urban Development Corporation (HUDCO). He has also been awarded Honorary Doctorate in Civil Law from University of Newcastle upon Tyne (U.K.)	The proposed re-appointment of Mr. Prem Singh Rana shall be as the Non-Executive Independent Director for the term of 5 years, who shall not be liable to retire by rotation	None	Nil	Nil	Nil
Mrs. Pavitra Joshi Singh	12.12.1977 (42 yrs.)	25.02.2019	MBA-Human Resource	Has rich and diverse experience of more than 17 years and is working as Director Human Resource at Pepsi Co India and Head of Talent Acquisition -Asia, Middle East and North Africa. She has led a large teams and multiple cross functional groups across geographies. She also worked with American Express and Fair Isaac She was also recognized in the Women Ahead list of 2016 as one of Corporate India's fastest rising women leaders.	The proposed re-appointment of Mrs. Pavitra Joshi Singh shall be as the Non-Executive Independent Woman Director for the term of 5 years, who shall not be liable to retire by rotation	None	Nil	Nil	Nil



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

**PROXY FORM
(Form No. MGT-11)**

[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 SPML INFRA LIMITED, hereby appoint

- Name:
Address:
E-mail ID: Signature: or failing him/her
- Name:
Address:
E-mail ID: Signature: or failing him/her
- Name:
Address:
E-mail ID: Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Tuesday, the 24th September, 2019 at 03:30 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 consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor’s thereon.
- To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390) , who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
- To ratify the remuneration of Cost Auditor for the financial year 2019-20
- Appointment of Mr. Pavitra Joshi Singh as an Independent Woman Director of the Company
- Re-Appointment of Mr. Sarthak Behuria as an Independent Director of the Company
- Re-appointment of Mr. Prem Singh Rana as an Independent Director of the Company
- Re-appointment of Mr. Subhash Chand Sethi as the Whole Time Director of the Company
- Re-appointment of Mr. Sushil Kumar Sethi as the Managing Director of the Company

Affix
Revenue
Stamp

Signed this _____ day of _____, 2019

Signature of Shareholder: _____

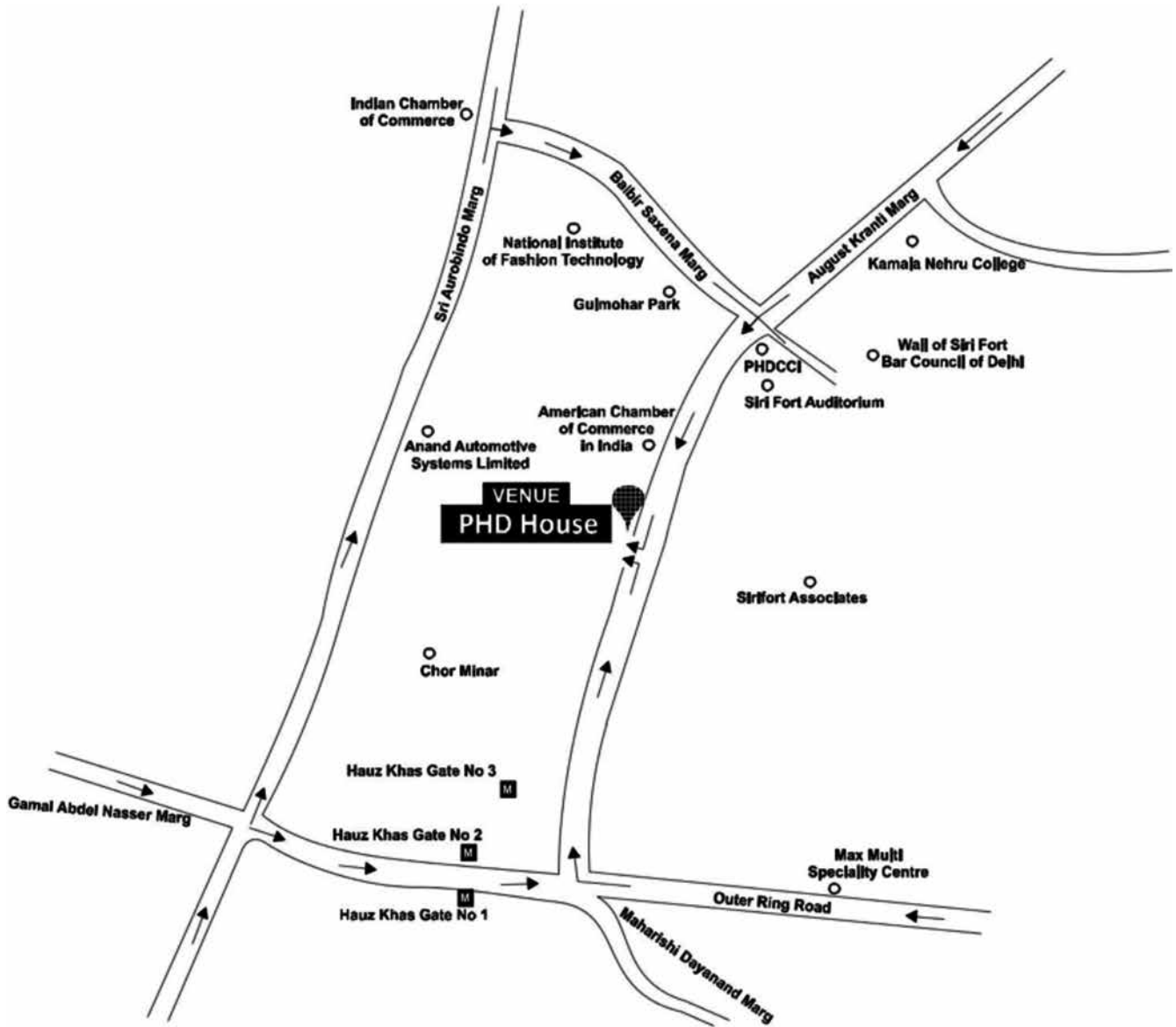
Signature of Proxy holder(s) _____

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



ROUTE MAP FOR THE 38TH ANNUAL GENERAL MEETING VENUE

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



SHAREHOLDERS PARTICULAR FOR ELECTRONIC CLEARING SERVICES (ECS) MANDATE

To
(In case of Physical Holding)
Maheshwari Datamatics Private Limited
A/c: SPML Infra Limited
23, R N Mukherjee Road,
5th 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



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

ATTENDANCE SLIP

38th Annual General Meeting

--

Name of the Member
(In Block Letters)

--

Name of Proxy, If any
(In Block Letters)
(In case Proxy attends
the meeting in place of member)

--

DP ID/Client ID/Folio No.

--

No. of Shares held

--

I/We hereby record my/our presence at the 38th Annual General Meeting of the Members of SPML Infra Limited scheduled to be held on Tuesday, the 24th September, 2019 at 3:30 pm at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016

Signature of the Proxy.....

Signature of the Member.....

Note:

- Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the entrance of the Meeting hall.
NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
- No briefcase, bag etc. shall be allowed inside the Meeting hall.
- Please bring your copy of the Annual Report to the Meeting.
- The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

NOTE: NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE MEETING

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

Note: Please read instructions carefully given in the Notice of the 38th Annual General Meeting of the Company before casting your vote through remote e-voting.