



SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SPML INFRA LIMITED (“COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (“VC/OAVM”) ON FRIDAY THE 15TH DAY OF JULY, 2022 AT 12.30 PM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To approve the Memorandum of Understanding/Loan Agreement entered between the Company and the Unsecured Financial Creditor(s) (Non-Promoter(s))

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

RESOLVED THAT the Memorandum of Understanding (MOU)/Loan Agreement entered between the Unsecured Financial Creditor(s) and the Company as approved by the Board of Directors of the Company at their meeting held on 28th May, 2022 for settlement of dues of financial creditors by conversion of Unsecured Loan into Equity, a copy of which MOU/agreement duly initialed by the Chairman is available for inspection, be and is hereby approved.

RESOLVED FURTHER THAT subject to applicable provisions of the act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

2. To approve the issuance of equity shares to Unsecured Financial Creditors (Non-Promoter(s)) by way of conversion of Unsecured Loan

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (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, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”),

Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, 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 of the Company be and is hereby accorded, for conversion of Unsecured Loan into equity shares. by creation, offer, allot and issue, in one or more tranches, upto a maximum of 27,66,090 (Twenty Seven Lakh Sixty Six Thousand Ninety Only) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 57/- per equity share (including a premium of Rs. 55/- per equity share) aggregating upto Rs. 15,76,67,130/- (Rupees Fifteen Crore Seventy Six Lakh Sixty Seven Thousand One Hundred Thirty Only) to the unsecured financial creditors, (non-promoter(s)) (hereinafter referred to as the “Proposed Allottees”) the list of which is provided in the explanatory statement.

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 share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

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

Place: Kolkata
Date: 17th June, 2022

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Swati Agarwal
Company Secretary

Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circular dated April 8, 2020, April 13, 2020 and May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 (hereinafter,

collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their Extra Ordinary General Meetings (EGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical presence of the members at the common venue. In compliance with amended provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the EGM of the Company is being held through VC/OAVM on Friday, the 15th day of July, 2022 at 12.30 P.M. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.

3. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e, F-27/2, Okhla Industrial Area, Phase-II, New Delhi- 110020, which shall be deemed to be venue of the meeting.
4. In accordance with the said requirement of the above MCA Circular and the SEBI Circular the Notice will be sent only through e-mail to those Shareholders whose mail ids are registered with the Company or the Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd; or the Depository participants through electronic means only. The Notice of the Extra Ordinary General Meeting of the Company shall be available on the Company’s website www.spml.co.in and on the website of the Stock Exchanges where the equity shares of the Company are listed. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the EGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the EGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to info@spml.co.in with a copy marked to evoting@nsdl.co.in.
7. Since the EGM will be held through VC/OAVM, Route map is not provided with the notice.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of EGM. Members desirous of inspecting the same may send their requests at cs@spml.co.in from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
 10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
 11. In case of joint holders attending the EGM, 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.
 12. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 13. 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.
 14. 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.
 15. Members will be able to attend the EGM through VC or OAVM or view the live webcast of the EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the EGM
 16. 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, (as amended) and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 June 15, 2020, September 28, 2020, December 31, 2020, 08th December, 2021, 23rd June, 2021, 08th December, 2021 and 05th May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the EGM will be provided by NSDL.
 17. Voting rights of the Members (for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 08th July, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date 08th July, 2022 shall only be entitled to avail the facility of remote e-voting.
 18. The login -id and password for participation and voting at the meeting has been separately provided along with this notice. Any Member as on the cut-off date who has not received the login id and password may obtain the same by sending a request at mdpldc@yahoo.com.
 19. The Board of Director has appointed Mr. Tumul Maheshwari, Company Secretary in whole-time practice, New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 20. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
 21. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.spml.co.in and on the website of NSDL immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchanges. Due to the current COVID 19 pandemic situation, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
 22. Only those members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the EGM.
- 1. Instructions For Members for Remote E-Voting and Joining General Meeting are as under:-**
- The remote e-voting period begins on Tuesday, the 12th day of July, 2022 at 09:00 A.M. and ends on Thursday, the 14th day of July, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08th July, 2022 may cast their vote electronically. The voting right of shareholders shall be

in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08th July, 2022.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>
	<p>2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>

	3.	If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4.	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants		You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is, send through e-mail and holding shares as of the cut-off date i.e. **08th July, 2022** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **08th July, 2022** may follow steps mentioned in the Notice of the EGM under Step 1:"Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to Ms. PallaviMhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@spml.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@spml.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@spml.co.in latest by 5.00 p.m. (IST) on Saturday, 09th day of July, 2022.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@spml.co.in latest by 5.00 p.m. (IST) on Saturday, 09th day of July, 2022. The same will be replied by the company suitably
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker

will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.

9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. Members who need assistance before or during the EGM, can contact Ms.PallaviMhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:

Item No. 1 & 2

Company has taken unsecured loan from various entities to meet the working capital requirement of the Company.

Due to financial crunch and cash flow mismatch, Company is unable to discharge the liabilities of the unsecured financial creditors (non-promoter). Hence, it is proposed to convert the outstanding loan of proposed financial creditors into Equity Shares of the Company as settlement terms which will also improve the cash flow of the Company. Accordingly, Company has entered into a Memorandum of Understanding (MOU) with some of the unsecured financial creditors (non-promoter) to convert their outstanding unsecured loan with interest into equity shares of the Company. Therefore, Board at its meeting held on 28th May, 2022 approved the aforesaid Memorandum of Understanding for conversion of upto Rs. 15,76,70,140/- Rupees Fifteen Crore Seventy Six Lakh Seventy Thousand One Hundred Forty Only) the outstanding unsecured loan in to equity shares of the following financial creditors as mentioned herein below, subject to the approval of Shareholders.

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

Name of Financial Creditors	Maximum Amount of Unsecured Loan to be Converted into Equity	Category
Pravesh Credit And Securities Ltd	20,088,000	Unsecured Financial Creditor (Non-Promoters)
Radha Fincom Ltd	17,577,000	
Angeliqua Trade links Pvt Ltd	12,555,000	
Dhanvirdhi Consultants Pvt. Ltd.	12,273,260	
MKJ Enterprises Limited	13,728,630	
KPJ Infracom Pvt Ltd (Formerly Konark Towers Pvt. Ltd.	44,504,750	
Gangadhar Resources Pvt Ltd	13,28,500	
Fi Hi Fintech Pvt. Ltd (Formerly Fame Distributors Pvt Ltd)	73,06,750	
Abhiruchi Vision Pvt Ltd	62,77,500	
Unicon Vanijya Pvt Ltd	62,77,500	
Viable Finance & Housing Pvt Ltd	62,77,500	
Mech And Ger Tech Services (India) Pvt Ltd	50,22,000	
Bothra Commotrade Pvt. Ltd.	44,53,750	
Total	15,76,70,140	

Accordingly, the Board has resolved to offer, allot and issue upto 27,66,090 (Twenty Seven Lakh Sixty Six Thousand Ninety Only) Equity Shares of face value of Rs. 2/- each to the Unsecured Financial Creditors under non-promoter category (as mentioned in point no.(g)) at an issue price of Rs. 57/- per Equity Share (including a premium of Rs. 55/-) aggregating upto Rs. 15,76,67,130/- (Rupees Fifteen Crore Seventy Six Lakh Sixty Seven Thousand One Hundred Thirty Only) by way of conversion of existing unsecured loan.

The information pertaining to the proposed allotment are stated below:

- a. **Objects of the Issue:** To improve the financials of the Company and to comply with the settlement terms with some of the unsecured financial creditors (Non-Promoter), it is proposed to convert their outstanding unsecured loan into Equity Shares of the Company.
- b. **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue upto 27,66,090 nos. of

fully paid-up equity shares of the Company having a face value of Rs. 2 /- (Rupees Two Only) each.

- c. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.
- d. **Pricing of the Issue:** The issue of equity shares to the unsecured financial creditors will be at Rs. 57/- per Equity Share (including a premium of Rs. 55/-) which is higher than the calculated price in accordance with the SEBI (ICDR) Regulations, 2018.
- e. **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than

the minimum price determined as on the Relevant Date in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws.

The Floor Price is Rs. 56.20 is determined as per pricing formula prescribed under Regulation 164 of SEBI (ICDR) for the Preferential Issue of Equity Shares. The price per Equity Share of Rs. 57/- (Rupees Fifty Seven only) is higher than the above Floor Price determined in accordance SEBI ICDR Regulations and as per the Valuation Report which is derived at Rs 28.22/- received by Mr. Nikhil Jain, a

Registered Valuer (Reg. No. IBBI/RV/06/2019/12211).

- f. **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is 15th June, 2022, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- g. **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the following unsecured financial creditors under Non-Promoter category of the Company:

Sl. No.	Name of the Allottees	Maximum number of Equity Shares	Total amount
1	Pravesh Credit And Securities Ltd	352,420	20,087,940
2	RadhaFincom Ltd	308,360	17,576,520
3	AngeliquaTradelinksPvt Ltd	220,260	12,554,820
4	Dhanvirdhi Consultants Pvt. Ltd.	215,320	12,273,240
5	MKJ Enterprises Limited	240,850	13,728,450
6	KPJ InfracomPvt Ltd (Formerly Konark Towers Pvt. Ltd.)	780,780	44,504,460
7	Gangadhar Resources Pvt Ltd	23,300	1,328,100
8	FI HI Fintech Pvt. Ltd (Formerly Fame Distributors Pvt Ltd)	128,180	7,306,260
9	Abhiruchi Vision Pvt Ltd	110,130	6,277,410
10	UniconVanijyaPvt Ltd	110,130	6,277,410
11	Viable Finance & Housing Pvt Ltd	110,130	6,277,410
12	Mech And Ger Tech Services (India) Pvt Ltd	88,100	5,021,700
13	BothraCommotrade Pvt. Ltd.	78,130	4,453,410

- h. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

- i. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on

account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

- j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Sl. No.	Name of the Allottees	Category	Ultimate Beneficial Owner
1	Pravesh Credit And Securities Ltd	Bodies Corporate	Mr. Rajesh Kumar Surana
2	RadhaFincom Ltd		
3	AngeliquaTradelinksPvt Ltd		
4	Dhanvirdhi Consultants Pvt. Ltd.		
5	MKJ Enterprises Limited		
6	KPJ InfracomPvt Ltd (Formerly Konark Towers Pvt. Ltd.)		
			Mr. Manish Sureka
			Mrs. Pooja Modi
			Mr. Mahendra Kumar Jalan
			Mr. Romy Patni

Sl. No.	Name of the Allottees	Category	Ultimate Beneficial Owner
7	Gangadhar Resources Pvt Ltd	Bodies Corporate	Mr. Romy Patni
8	FI HI Fintech Pvt. Ltd (Formerly Fame Distributors Pvt Ltd)		
9	Abhiruchi Vision Pvt Ltd		Mr. Santosh Kumar Jain
10	UniconVanijyaPvt Ltd		Mr. Krishna Kumar Sharma
11	Viable Finance & Housing Pvt Ltd		Mr. Amit Kumar
12	Mech And Ger Tech Services (India) Pvt Ltd		Mr. Puneet Saraogi
13	BothraCommotrade Pvt. Ltd.		Mrs. Manju Bothra

k. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:

Sl. No.	Name of the Allottees	Pre-Preferential Shareholding		No. of Shares proposed to be allotted	Post-Preferential Shareholding	
		No. of Shares	%		(No. of Shares)	%
1	Pravesh Credit And Securities Ltd	-	-	352,420	352,420	0.78
2	RadhaFincom Ltd	-	-	308,360	308,360	0.68
3	AngeliquaTradelinks Pvt Ltd	-	-	220,260	220,260	0.48
4	Dhanvirdhi Consultants Pvt. Ltd.	-	-	215,320	215,320	0.47
5	MKJ Enterprises Limited	-	-	240,850	240,850	0.53
6	KPJ Infracom Pvt Ltd (Formerly Konark Towers Pvt. Ltd.	-	-	780,780	780,780	1.72
7	Gangadhar Resources Pvt Ltd	-	-	23,300	23,300	0.05
8	FI HI Fintech Pvt. Ltd (Formerly Fame Distributors Pvt Ltd)	-	-	128,180	128,180	0.28
9	Abhiruchi Vision Pvt Ltd	-	-	110,130	110,130	0.24
10	UniconVanijyaPvt Ltd	-	-	110,130	110,130	0.24
11	Viable Finance & Housing Pvt Ltd	-	-	110,130	110,130	0.24
12	Mech And Ger Tech Services (India) Pvt Ltd	-	-	88,100	88,100	0.19
13.	Bothra Commotrade Pvt. Ltd.	-	-	78,130	78,130	0.17

- l. Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.
- m. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** The Company has not come up with any issue of securities during the current financial year. However, Company has converted 1,627,465 nos. of Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- each allotted to members of the of promoter group into 3,254,930 Equity Shares of face value of Rs. 2/- each, at a price of Rs. 50/- per equity share including premium of Rs. 48/- per equity share on 06th April, 2022.
- n. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** This allotment is proposed to be made to Proposed allottees, mentioned at point no(c) in lieu of conversion of their debt. The issuance of equity shares, shall be adjusted against the Unsecured Loan availed by the Company from these Proposed allottees. It is not an allotment being made for consideration other than cash.
- o. Lock in restrictions:** The equity shares to be issued and allotted to the Promoters shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

- p. **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://www.spml.co.in/company-corporate-announcements>.
- q. **Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- r. **Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- s. **Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters

or directors is willful defaulters or a fraudulent Borrower.

- t. **Current and proposed Status of the Proposed Allottee post preferential issue:-** The proposed allotment shall be made to the unsecured financial Creditors of the Company and after allotment they will become the shareholders of the Company in the public category.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 1 & 2 for the approval of the members.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

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

**-sd-
Swati Agarwal
Company Secretary**

Place: Kolkata
Date: 17th June, 2022

Annexure-1

Sl. No.	Category	Pre issue Shareholding		Pre issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	Promoter Holding				
1	Indian				
	Individual/ HUF	4,672,800	10.95	4,672,800	10.28
	Bodies Corporates	12,307,330	28.84	12,307,330	27.08
	Any Other Specify	-	-	-	-
	Sub-Total (A1)	16,980,130	39.78	16,980,130	37.36
2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	16,980,130	39.78	16,980,130	37.36
B	Non-Promoter Holding				
1	Institutional Investors				
	Foreign Portfolio Investors	228	0.00	228	0.00
	FI's Banks/ UTI	1,155,406	2.71	1,155,406	2.54
	Total (B1)	1,155,634	2.71	1,155,634	2.54
2	Non- Institutional Investors				
	Bodies Corporates	5,024,701	11.77	7,790,791	17.14
	Indian Public	11,843,944	27.75	11,843,944	26.06
	Clearing Member	161,981	0.38	161,981	0.36
	Others including NRI's	1,880,679	4.41	1,880,679	4.14
	Foreign Company	5,493,876	12.87	5,493,876	12.09
	IEPF	139,261	0.33	139,261	0.31
	Total (B2)	24,544,442	57.51	27,310,532	60.09
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)	25,700,076	60.22	28,466,166	62.64
	Total (A+B)	42,680,206	100.00	45,446,296	100.00