



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

ADDENDUM TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON 30TH SEPTEMBER, 2016

The members may note that SPML Infra Limited had issued the Notice dated 22nd August 2016 (**the AGM Notice**) for convening the 35th Annual General Meeting (the AGM) of the Shareholders of the Company scheduled to be held on Friday, the 30th September, 2016 at 11: 30 A.M. at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016. The AGM Notice has already been dispatched to all the Shareholders in compliance of the provisions of the Companies Act 2013 read with Rules made thereunder.

Subsequent to the dispatch of the Notices, M/s Walker Chandio& Co. LLP, the Joint Auditors of the Company vide their email dated 7th September, 2016 has expressed their un-willingness to continue as the Joint Statutory Auditors of the Company for the FY 2016-17.

Therefore the item with respect to the ratification of their appointment as joint statutory auditors of the Company for the financial year 2016-17 mentioned in the Ordinary Businesses as Agenda Item no. 3(a) of the AGM Notice become void and shall not be considered by the Shareholders while voting on item No 3. However, the item no 3(b) with respect to the ratification of the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants as the Statutory Auditors of the Company shall be considered by the shareholders while voting.

The Company deems it appropriate to bring the factual position with respect to item no. 3 of the AGM Notice before all the stakeholders through this Addendum to enable the Shareholders to exercise their voting rights through e-voting facility or at the AGM on Informed basis. This Addendum to the AGM Notice shall form an integral part of the AGM Notice.

Therefore, the Agenda Item No. 3 under the heading ORDINARY BUSINESSES in the AGM Notice would read as under:

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration No. 0003645N), who were appointed as the Joint Statutory Auditors of the Company for a term of 3 years from the conclusion of the 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting, to be held in the Calendar year 2017, be and is hereby ratified to hold office of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2017 to conduct the audit for the financial year 2016-17 on such remuneration as may be decided by the Board of Directors of the Company.”

This Addendum to the AGM Notice is also available on the web site of the Company at www.spml.co.in and on the web site of CDSL.

By Order of the Board
For SPML Infra Limited

Place: Gurgaon
Dated: 20.09.2016

-sd-
Abhay Raj Singh
Company Secretary