

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 37th Annual General Meeting of the Members of SPML Infra Limited will be held on Saturday, the 29th, day of September, 2018 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, 2018 and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditor for the financial year 2018-19**

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-imbursement 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 2018-19, 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 authorise the Board of Director to borrow in excess of paid up capital and free reserves of the Company pursuant to provision of Section 180(1)(c) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Company at its Annual General Meeting held

on 26th September, 2014, with regard to authorization to the Board of Directors to borrow in excess of paid up capital and free reserves of the Company, the consent of the Company be and is hereby accorded in pursuance of the provision of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with relevant Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to any approvals, consents, sanctions, permissions as may be required from any governmental authorities and all other appropriate statutory and regulatory authorities, to the Board of Directors of the Company (which term shall include any committee thereof for exercising the powers conferred) to borrow money by way of loans, debentures (whether secured or unsecured), notes, bonds, deposits or any other instruments, from time to time as and when required, from any bank and/or other financial institution and/or foreign lender and/or any body corporate entity and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 2000 Crores (Rupees two thousand cores only) for fund based borrowing and Rs. 4000 Crores (Rupees four thousand cores only) for non-fund based borrowings, notwithstanding that the money so borrowed together with the monies already borrowed by the Company, if any, may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company to finalize, settle, and execute such documents, deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary to give effect to the aforesaid resolution."

5. **To authorise to the Board of Directors to mortgage, hypothecate or create charge on all or any part of the movable and immovable properties of the Company**

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Company at its Annual General Meeting held on 26th September, 2014 with regard to authorizing the Board of Directors of the Company to mortgage, hypothecate or create charge on the movable and immovable properties of the Company the consent of the Company be and is hereby accorded in pursuance of the provision of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to any approvals, consents, sanctions, permissions as may be required from any governmental authorities and all other appropriate statutory and regulatory authorities, to the Board of Directors of the Company (which term shall include any committee thereof for exercising the powers conferred) for creation of mortgage/hypothecation/pledge/charge/security in addition to the existing mortgage(s), charges(s) and hypothecation(s), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, with or without the power to enter upon and take possession of the assets of the Company together with the power to take over the management of any business or concern of the company, in event of default, on all or any of the movable and or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings / financial assistance obtained or to be obtained from banks, public financial institutions, body corporates or any other party and / or to give a collateral security for the borrowings / guarantees of any group / associate Company or otherwise to charge the assets of the Company, for monies availed or to be availed by way of loans, (in foreign currency and / or in rupee currency) and securities (comprising fully or partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and or Secured / Un-Secured Premium Notes and / or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued the said loans, borrowings, debentures, bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s) to be issued by the Company, from time to time, up to value not exceeding the limits approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest / additional / penal interest, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, debenture trust deeds or any other document, entered into or to be entered into between the Company and the lenders, agents and trustees in respect of the said

loans, borrowings, debentures, bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to sub- delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company and to negotiate with the lending entities and to finalize, settle, and execute such documents deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgages/charges as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds or things and take all such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution.”

6. **Reclassification of status of some of the existing promoters as Public Shareholders**

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the requisite Rules framed there under including any statutory modification(s) or re-enactment(s) thereof to the above for the time being in force, and subject to the requisite approvals from the Stock Exchange(s) viz. BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities Exchange Board of India (SEBI) and any other appropriate Regulatory Authority, as may be considered necessary, the consent of the Shareholders of the Company be and is hereby accorded for re-classification of the status of Mr. Anil Kumar Sethi, Anil Kumar Sethi (HUF), Mrs. Priti Devi Sethi, Mrs. Vinita Sethi and M/s. International Constructions Limited, (holding equity shares of the Company as referred in the explanatory statement), forming part of the existing Promoters of the Company from Promoter category to Public category.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for continuance of the appointment of Mr. Subhash Chand Sethi & Mr. Sushil Kumar Sethi being the relative of Mr. Anil Kumar Sethi as the Key Managerial Personnel (KMP) of the Company post reclassification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts,

deeds, matters or things as may be considered necessary, proper and expedient to give effect to this resolution and to delegate all or any of the powers conferred under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate including filing of requisite application for reclassification to the Stock Exchanges where the shares of the Company are listed or any other regulatory body including SEBI or concerned authorities, as may be required.”

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

**Date: 13.08.2018
Place: Kolkata**

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

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 27th September, 2018 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 Saturday, 22nd September 2018 to Saturday, 29th September 2018 (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 37th Annual General Meeting does not contain the resolution pertaining to ratification of appointment of Statutory Auditor.

6. Details of Directors retiring by rotation 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): The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, 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. Further, in terms of the requirements as provided in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, the detail shares so transferred to the IEPF Authority are available on the website of the Company at www.spml.co.in. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in.

Shareholders may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Shareholders are advised to visit www.iepf.gov.in or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.

The Shareholders are also advised that, in case they have not claimed the dividend pertaining to the financial year 2010-11 or it remains unclaimed to claim the same by requesting the Company or the RTA before 21st September 2018, after which the company shall proceed to transfer shares corresponding to such unpaid dividend to the IEPF Authority. Individual letters to

the concerned shareholders have already been sent by the Company and a notice in this regard has also been published in Business Standard on 3rd August 2018 both in Hindi and English edition.

9. 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.
 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. Members may also note that the Notice of the AGM and the Annual Report of the Company for the Financial Year 2017-18 will also be available on the Company's website at www.spml.co.in
 12. 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 despatch of Notice until the date of the Annual General Meeting.
 13. 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 Saturday, 22nd day of September, 2018. 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. Saturday, 22nd September, 2017 may obtain the login Id and password by sending a request at mdpldc@yahoo.com.
 14. **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).
 15. 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 June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, shareholders holding shares in physical form are advised to dematerialise their shares.
16. 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.
 17. 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.
 18. 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.
 19. The route map showing directions to reach the venue of the AGM is annexed.
 20. **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 37th 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.
 21. 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.
 22. 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.

23. 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.

24. **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 Saturday, 22nd day of September, 2018 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.

25. Instructions for e-Voting are as follows:

- (i) The voting period begins on Wednesday, the 26th Day of September, 2018 at 09:00 A.M. and ends on Friday, the 28th Day of September, 2018 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) Saturday, 22nd day of September, 2018 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:-
 - a. For CDSL : 16 digits beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for the SPML Infra Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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. 4, 5 & 6 of the accompanying Notice are enumerated herein below:

Item No. 4 & 5

The Members of the Company in the Annual General Meeting (AGM) held on 26th September, 2014 had vide Special Resolution accorded the consent for borrowing any sum or sums of money in excess of aggregate of the paid-up share capital and its free reserves, not exceeding in the aggregate of Rs. 1,000 Cr for fund based borrowing and Rs. 4,000 Cr for non-fund based borrowings.

During last couple of the years Company had faced many ups and down viz. liquidity issues, challenges in debt servicing due to inter alia slower than envisaged recovery in the economy and infrastructure sector, delay in realization of debtors, delay & inadequate allocation of fund by Public Health and Engineering Department (PHED), Rajasthan being one of the largest Customer of the Company resulted in the delayed execution of the Projects, increased interest cost for the Company due to increase in the working capital requirement and non-realization of claims / receivables. To cope up with the above practical hurdle in the Business Operation, the Company in consultation with the Lender Banks had come up with implementation of the Scheme for Sustainable Structuring of Stressed Assets ("SPML S4A Scheme") as one of the considerable moves to strengthened the financial stability & condition of the Company. In pursuance to "SPML S4A Scheme", some portion of the non-fund based borrowing has been converted into the fund based borrowing vide allotment of Optionally Convertible Debentures (OCDs) to the Lender Banks that also resulted into conversion of temporary loans into non temporary loans.

Further, in view of the above said structuring, the Company is evaluating various opportunities for its growth. This would require sufficient resources to be available for various activities including capital expenditure, working capital, growth opportunities, expansion and general corporate purposes from time to time. Therefore, it would be prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for the aforesaid plans.

Hence it is proposed to revise the overall borrowing limits of the Company, such that the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves, up to a limit in the aggregate of Rs. 2,000 Cr for fund based borrowing and Rs. 4,000 Cr for non-fund based borrowings.

The borrowings of the Company may, if necessary, be secured by way of creation of charge/mortgage/pledge/hypothecation on the Company's assets including in addition to existing charges comprising of the movable/immovable, tangible/intangible properties of the Company, present or future in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the resolution at item no.5. The documents relating to charge and/or mortgage and/

or pledge and/or hypothecation in favour of the lender(s))/ agent(s)/trustee(s) may contain the provisions /power to take over the management of any business or concern of the company, in event of default, on all or any of the movable and or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings / financial assistance obtained or to be obtained from banks, public financial institutions, body corporates or any other party and / or to give a collateral security for the borrowings / guarantees of any group / associate Company or otherwise to charge the assets of the Company, for monies availed or to be availed by way of loans, (in foreign currency and / or in rupee currency) and securities (comprising fully or partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and or Secured / Un-Secured Premium Notes and / or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued the said loans, borrowings, debentures, bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s) to be issued by the Company, from time to time, up to value not exceeding the limits approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time.

Therefore it is desired to increase the overall limit of the borrowing limit along with limit for creation of mortgages, charges, hypothecation for an amount not exceeding the borrowing limit as approved by the members/Shareholders.

The resolutions contained in Item No. 4 & 5 of the accompanying Notice; accordingly, seek shareholders' consent by way of Special Resolution for increasing the borrowing limits and creation of mortgages, charges, etc. thereon and for authorizing the Board of Directors [including committee thereof] of the Company to complete all the formalities in connection therewith.

None of the Directors or 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 the resolutions for the approval of the Members as Special Resolution(s).

Item No. 6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein. Some of the promoters of the Company who are included in the existing list of promoters of the Company have expressed their desire that they should be reclassified from Promoter category to Public category. And thereby they have submitted the requisite application

seeking reclassification pursuant to the Regulation 31A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief detail of the shareholding of the Promoters seeking reclassification is enumerated herein below:

S No	Name of promoters seeking reclassification into public category	No of Shares Held	% of total Share Capital
1	Anil Kumar Sethi (HUF)	3,34,735	0.91
2	Anil Kumar Sethi	17,75,780	4.85
3	Vineeta Sethi	59,600	0.16
4	Priti Devi Sethi	-	-
5	International Constructions Ltd.	8,80,945	2.40
	Total Holdings	30,51,060	8.32

Mr. Anil Kumar Sethi (aged about 65 years) included in the Promoter group of the Company had held the position of Director (from 27.8.1981), Whole Time Director, Vice Chairman and Chairman in the Company, however since 29th May 2012 he is not associated with the company in any manner except to the extent of holding shares. He along with his HUF, his wife Mrs. Priti Devi Sethi, his Daughter in law Mrs. Vineeta Sethi and a Body Corporate M/s International Constructions Limited (hereinafter referred to us '**Anil Kumar Sethi & Group**') are presently enlisted as the '**Promoters**' of SPML amongst other promoters and their present shareholdings altogether in SPML is 8.32%.

Mr **Anil Kumar Sethi & Group** have sought for re-classification pursuant to Regulation 31A (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the following grounds:

- Mr. Anil Kumar Sethi has held the directorship of the Company since 1981, however from 29th May, 2012 he is not involved in the Management, day to day affairs of SPML or in any other manner and as such he does not directly or indirectly exercises control over the affairs of SPML.

Having rendered his services to SPML spanning over a period of more than 4 decades, Mr. Anil Kumar Sethi, aged about 65 years would now like to have a peaceful retired life.

- Similarly, other persons viz. M/s Anil Kumar Sethi – HUF, Mrs. Priti Devi Sethi, Mrs. Vineeta Sethi and M/s. International Constructions Ltd. are not involved in the Management and day to day activities of SPML and they do not directly or indirectly exercise control over the affairs of SPML. Further they had never held the position of Key Managerial Personnel in the Company.
- M/s International Constructions Limited (listed on NSE & CSE), being one of the promoter entities of SPML is controlled by Anil Kumar Sethi & his family wherein they are holding approx. 86.27% stake.

- Further '**Anil Kumar Sethi & Group**' do not have any special right through any formal or informal arrangement with the Company or Promoters or any person falling under the Promoters Group.
- The aforesaid classification shall not be counted for achieving the minimum Public Shareholding by the Company.
- The entire existing financial obligation would continue in their personal capacity even after the proposed re-classification from the Promoter category to Public category to safeguard the interest of the Lender Banks.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 13th August 2018, have approved all the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at

least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, requires that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at Item No. 6 for the approval of the Members of the Company.

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 and therefore they along with the Promoters seeking reclassification as above and any other related party shall abstain themselves from voting on the proposed Resolution.

By Order of the Board
For SPML Infra Limited

Date: 13.08.2018
Place: Kolkata

Abhay Raj Singh
Company Secretary

ANNEXURE

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

Name	Mr. Deepak Sethi
Date of Birth & Age	15th February, 1979 (39 years)
Date of Appointment	1st July, 2003
Qualification	Graduate
Brief Resume and Expertise in specific functional area	Mr. Deepak Sethi has over 15 years of experience in the field of strategy, marketing, finance, planning, project management, execution and operation. He has been instrumental in the development and execution of waste management projects, new ventures and startups.
Terms and Conditions of Reappointment	The proposed re-appointment of Mr Deepak Sethi shall be non-executive Directors, who shall be liable to retire by rotation
Relationship between Directors inter-se	Mr. Subhash Chand Sethi and Mr Sushil Kumar Sethi are brothers of father of Mr Deepak Sethi.
Directorship held in other listed Companies	Nil
Membership/Chairmanship of Committees of Other Boards	Nil
Shareholding	5,82,250 equity shares comprising 01.59 % of the total Share Capital of the Company



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

1. Name:
Address:
E-mail ID: Signature: or failing him/her
2. Name:
Address:
E-mail ID: Signature: or failing him/her
3. 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 37th Annual General Meeting of the Company, to be held on Saturday, the 29th September, 2018 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:

1. To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756) , who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To ratify the remuneration of Cost Auditor for the financial year 2018-19
4. To authorise the Board of Director to borrow in excess of paid up capital and free reserves of the Company pursuant to provision of Section 180(1)(c) of the Companies Act, 2013.
5. To authorise to the Board Of Directors to mortgage, hypothecate or create charge on all or any part of the movable and immovable properties of the Company
6. Reclassification of status of some of the existing promoters as Public Shareholders

Signed this _____ day of _____, 2018

Affix
Revenue
Stamp

Signature of Shareholder: _____

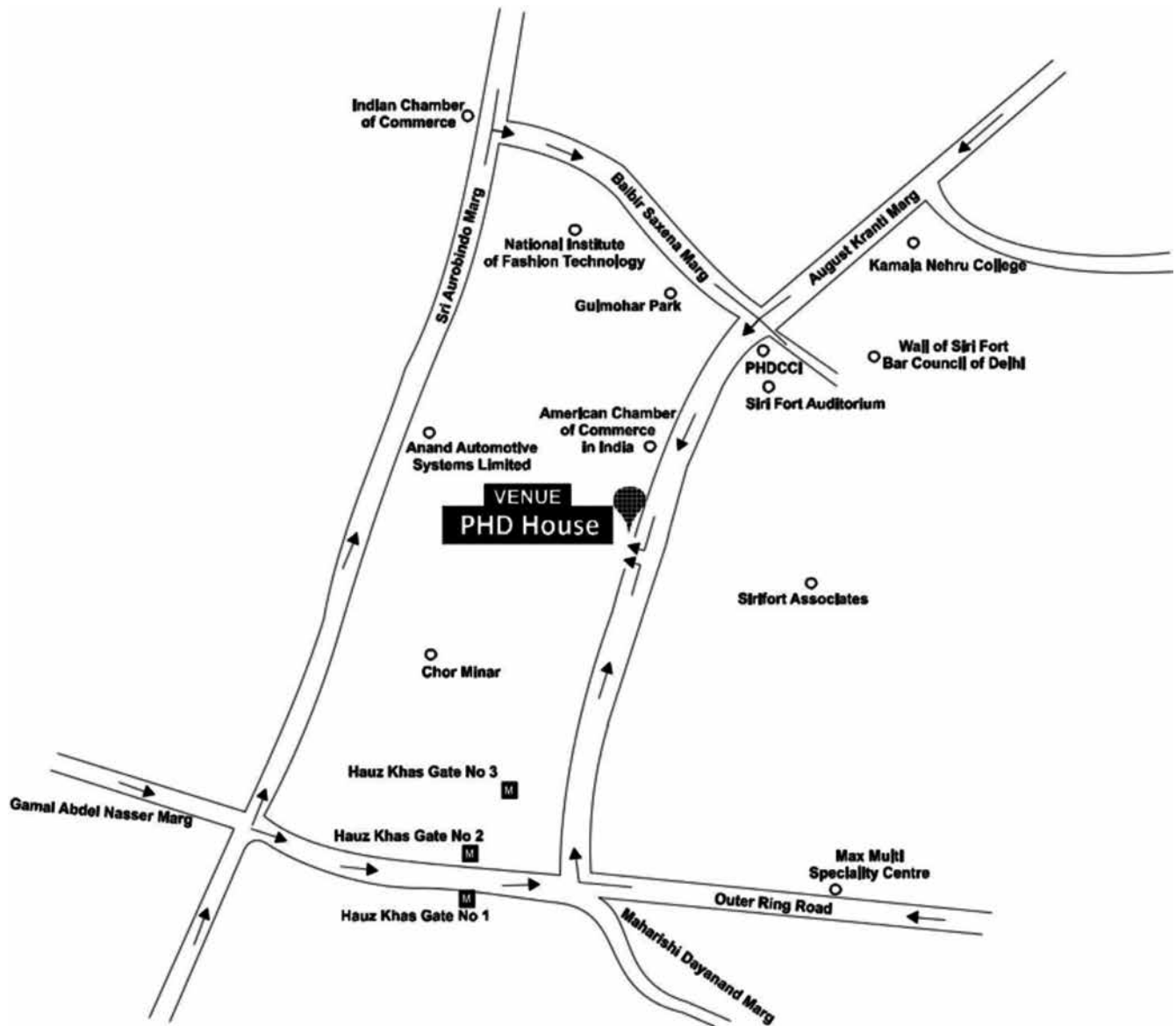
Signature of Proxy holder(s) _____

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 37TH 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

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ATTENDANCE SLIP

37th 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 37th Annual General Meeting of the Members of SPML Infra Limited scheduled be held on Saturday, the 29th day of September, 2018 at 03:30 PM at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016

Signature of the Proxy.....

Signature of the Member.....

Note:

1. 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.
2. No briefcase, bag etc. shall be allowed inside the Meeting hall.
3. Please bring your copy of the Annual Report to the Meeting.
4. 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 37th Annual General Meeting of the Company before casting your vote through remote e-voting.