



SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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

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

NOTICE

Notice is hereby given that the 39th (Thirty Ninth) Annual General Meeting of the Members of SPML Infra Limited will be held through Video Conferencing or other Audio Visual Means (“VC/OAVM”) on Thursday, the 17th day of December, 2020 at 2.30 pm to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and the consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditor’s thereon.
2. To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year 2020-21

To consider and if thought fit, to pass the following resolution, with or without modification(s), 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 the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable taxes and re-imbursalment of out of pocket expenses be paid to M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452), who have been appointed by the Board of Directors as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2020-21, 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 re-appoint Mr. Dinesh Kumar Goyal (DIN: 02576453), as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution, with or without modifications, as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 & 17A and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Dinesh Kumar Goyal (DIN: 02576453), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 31st August, 2020 till 30th August, 2025.

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

5. Reclassification of status of Mr. Harshvardhan Sethi from Promoters Shareholder to Public Shareholder

To consider and if thought fit, to pass the following resolution, with or without modifications(s), as an **Ordinary 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) where the shares of the company are listed, 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. Harshvardhan Sethi from "Promoter Category" to Public Category" since the applicant is neither involved in the management nor holding any stake in the Company and has also not entered into any shareholders agreement with the Company nor he has got any veto rights or special information rights or special rights as to voting power or control of the Company, nor associated with the business of the Company in any way, nor enjoying any benefits whatsoever from the Company.

RESOLVED FURTHER THAT the Promoter seeking reclassification, subsequent to re-classification as public, shall not be represented on the Board of the Company or shall not act as a Key Managerial Person of the Company.

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 forms and returns with the Ministry of Corporate Affairs and filing requisite application for reclassification to the Stock Exchanges where the shares of the Company are listed within the permitted time or any other regulatory body including SEBI or other concerned authorities, as may be considered appropriate to give effect to this resolution."

6. Reclassification of status of Mr. Rishab Sethi from Promoters Shareholder to Public Shareholder

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary 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. where the shares of the company are listed, 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. Rishab Sethi from "Promoter Category" to Public Category" since he is neither involved in the management nor holding any stake in the Company, , nor associated with the business of the Company in any way, nor enjoying any benefits whatsoever from the Company..

RESOLVED FURTHER THAT the Promoter seeking reclassification, subsequent to re-classification as public, shall not be represented on the Board of the Company or shall not act as a Key Managerial Person for a period of not less than three years from the date of such re-classification.

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 forms and returns with the Ministry of Corporate Affairs and filing requisite application for reclassification to the Stock Exchanges where the shares of the Company are listed within the permitted time or any other regulatory body including SEBI or other concerned authorities, as may be considered appropriate to give effect to this resolution."

7. Reclassification of status of Mr. Deepak Sethi from Promoters Shareholder to Public Shareholder

To consider and if thought fit, to pass the following resolution, with or without modifications(s), as an **Ordinary 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) where the shares of the company are listed,

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. Deepak Sethi from “Promoter Category” to Public Category” since he is neither involved in the management nor in the day to day affairs of the Company, nor holding any controlling stake in the company, nor associated with the business of the Company in any way, nor enjoying any benefits whatsoever from the Company..

RESOLVED FURTHER THAT the Promoter seeking reclassification, subsequent to re-classification as public, shall not be represented on the Board of the Company or shall not act as a Key Managerial Person for a period of not less than three years from the date of such re-classification.

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 forms and returns with the Ministry of Corporate Affairs and filing requisite application for reclassification to the Stock Exchanges where the shares of the Company are listed within the permitted time or any other regulatory body including SEBI or other concerned authorities, as may be considered appropriate to give effect to this resolution.”

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

Date: 12th November, 2020
Place: Kolkata

Sd/-
Subhash Chand Sethi
Chairman

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. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure - A to this Notice
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (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 Annual General Meetings (AGM) 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 AGM of the Company is being held through VC/OVAM on Thursday, the 17th day of December, 2020 at 2.30 pm. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.
3. The Company will conduct the AGM 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 along with the Annual Report consisting of financial statements including Board's Report, Auditors' Report and other documents forming part thereto for the financial year ended 31st March, 2020 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 Annual Report and the Notice of the Annual 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 AGM 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 AGM 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 AGM 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 AGM. 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 AGM will be held through VC/OAVM, Route map is not provided with the notice.
8. The attendance of the Members attending the EGM/ AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC /OAVM.
10. 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 AGM. Members desirous of inspecting the same may send their requests at info@spml.co.in from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.
11. The Register of Members and Share Transfer Books of the Company will be closed from 11th December, 2020 to 17th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
12. 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 39th Annual General Meeting does not contain the resolution pertaining to ratification of appointment of Statutory Auditor.

13. Transfer of unclaimed/unpaid dividend & corresponding shares to the Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, (thereafter no dividend is declared by the Company) 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.

14. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has, transferred all the Equity Shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, after following the prescribed procedure, the detail shares so transferred to the IEPF Authority are available on the website of the Company at www.spml.co.in.

15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.

16. **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).

17. 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 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016 quoting their folio numbers. Members holding shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).

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

18. 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.

19. 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.

20. 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.

21. Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM
22. 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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 venue voting on the date of the EGM/AGM will be provided by NSDL.
23. 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. 10th December, 2020. 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 10th December,, 2020 shall only be entitled to avail the facility of remote e-voting.
24. 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.
25. 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.
26. 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.
27. 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.
28. 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 AGM.
- 29. Instructions for e-Voting are as follows:**
- (i) The remote e-voting period begins on Monday the 14th Day of December, 2020 at 09:00 A.M. and ends on Wednesday, the 16th day of December, 2020 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) 10th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- 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 at <https://www.evoting.nsdl.com/>**
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- Details on Step 1 is mentioned below:**
- 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 ‘Shareholders’ section.
 3. A new screen will open. You will have to enter your User ID, your Password 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 :
 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user 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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 rsbhataiaacs@aol.com with a copy marked to evoting@nsdl.co.in.
2. 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.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) 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 RTA at the e-mail id mdpldc@yahoo.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit 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 RTA at the e-mail id mdpldc@yahoo.com.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. 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 (company email id).
3. 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 (company email id). The same will be replied by the company suitably.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT

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

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

Item No: 3

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to get its Cost Records audited by a Qualified Cost Accountant, who should be a Member of the Institute of Cost Accountants of India. Accordingly, on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 18th August, 2020 has appointed M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452) as the Cost Auditor of the Company for the Financial Year 2020-21 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus service tax as Applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit

As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Therefore, this resolution is put for the consideration of the shareholders. M/s Bikram Jain & Associates have furnished their Consent to act as the Cost Auditors as well as a certificate stating their eligibility for appointment as Cost Auditors of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 3 of the notice.

Your Directors recommend the Ordinary Resolution as set out at item no. 3 for the approval of the Members.

Item No.4

The members of the Company at their Meeting held on 28th September, 2015 approved the appointment of Mr. Dinesh Kumar Goyal as an Independent Director of the Company on the Board of your Company pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement (now Regulation 17 & 17A of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 for a period of 5 (five) years w.e.f 31st August, 2015.

The Board of Directors of the Company ('the Board') at the meeting held on 18th August, 2020, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), on the basis of the report of performance evaluation of Directors, recommended for the approval of the Members, the re-appointment of Mr. Dinesh Kumar Goyal as an Independent Directors of the Company for a term of 5 (five) consecutive years with effect from 31st August, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

The Company has also received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Mr. Dinesh Kumar Goyal as an Independent Director of the Company.

Accordingly, it is proposed to re-appoint Mr. Dinesh Kumar Goyal as an Independent Director for a second term of 5 consecutive years from 31st August, 2020 to 30th August 2025.

Mr. Dinesh Kumar Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Company has also received a declaration from Mr. Dinesh Kumar Goyal to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

A copy of the letter of re-appointment, setting out terms and conditions of his re-appointment, is available for inspection in the manner as stated in the notes to the notice.

Other details in respect of appointment of Mr. Dinesh Kumar Goyal, in terms of Regulation 36(3) of Listing Regulations, the Act, and Secretarial Standards on General Meetings is annexed to this notice.

Mr. Goyal is IAS of 1981 batch of Rajasthan Cadre ; Additional Chief Secretary, Govt. of Rajasthan and done his Ph.D from

Birla Institute of Technology & Science, and M.Sc from London School of Economics, UK(Decision Support System & MIS), He is expertise in project management and implementation, finance, law management, Administration, Corporate Governance and Technical Operations. The Board is of the view that his skills, rich experience, knowledge, contributions, continued valuable guidance would benefit the Company. Further, the Board opined that Mr. Dinesh Kumar Goyal fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and he is independent of the management of the Company.

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

The Board of Directors of the Company recommends that the Resolution, as set out in Item No. 4, be passed as a Special Resolution.

Item No. 5, 6 and 7

The Provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 w.e.f. 16th November, 2018, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein. The Members are hereby informed that 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. They have submitted the requisite application seeking reclassification pursuant to the Regulation 31A (2) and (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Company.

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	Mr. Harshvardhan Sethi	0	00.00
2	Mr. Rishab Sethi	0	00.00
3	Mr. Deepak Sethi	5,82,250	01.59
	Total Holdings	5,82,250	01.59

Mr. Harshvardhan Sethi, Mr. Rishab Sethi and Mr. Deepak Sethi (seeking reclassification) are presently enlisted as the 'Promoters' of SPML amongst other promoters and Mr. Deepak Sethi's present shareholdings in SPML is 01.59% as reflected above.

Neither of the above Promoters seeking reclassification is presently represented on the Board including Nominee director nor are they holding the position of Key Managerial Personnel in the Company, nor associated with business of the Company in any manner, nor drawing any kind of benefits whatsoever from the Company.

Mr Harshvardhan Sethi, Mr. Rishab Sethi and Mr. Deepak Sethi have sought for re-classification from "Promoter Category" to "Public Category" pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the following grounds:

Mr. Harshvardhan Sethi is neither holding any shares in the Company nor has held the position of the Key Managerial Personnel/ Director in the Company. He was not directly or indirectly involved in the management and day to day affairs of SPML, neither having any control on the business activities of the Company. However, his immediate relative Mr. Subhash Chand Sethi, father, is holding the position of Whole Time Director, KMP in the Company.

Mr. Rishab Sethi is neither holding any shares in the Company nor holding any Managerial/ Director position in the Company. Further, for last 4 years, he has not engaged in any activities directly or indirectly with the other promoters of the Company, who are engaged in controlling the Company. However, his immediate relative Mr. Sushil Kumar Sethi, father, is holding the position of Managing Director, KMP in the Company.

Mr. Deepak Sethi is holding very insignificant shareholding which constitutes 01.59% of the total paid up capital of the Company that too is entirely pledged in favour of Lender Banks pursuant to Restructuring Scheme i.e. SPML S4A Scheme passed in the year 2017. Mr. Deepak Sethi has held the position of the Non-Executive Director in the Company till 12.11.2019. Although he has never held the position of the Key Managerial Personnel (KMP) in the Company and was not involved in the management, day to day affairs of SPML or in any other manner and as such he was not directly or indirectly exercising control over the affairs of SPML and was not having any special right through any formal or informal arrangements. Further his immediate relative(s) being his father, Mother, wife forming part of Promoter Group have already been reclassified as Public Category from Promoter Category and are also not holding any Managerial position in the Company.

Mr. Harshvardhan Sethi, Mr. Rishab Sethi and Mr. Deepak Sethi do not have any special rights through any formal or informal arrangements with the Company including through any shareholder agreements

None of the above three Promoters seeking re-classification are 'wilful defaulter' as per RBI Guidelines

None of the above three Promoters seeking re-classification are fugitive economic offender.

Further, subsequent to re-classification as "Public", Mr. Harshvardhan Sethi, Mr. Rishab Sethi and Mr. Deepak Sethi shall comply with the provisions as stipulated in Regulation 31A(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members are further informed that the Company is in compliance with the Provisions of Regulation 31A(3)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further as per Rule 19A of the Securities Contract (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 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 18th August, 2020 have considered and approved all the applications for reclassification as received by the Company as above from Promoter category to Public category subject to approval by the members and relevant regulatory authorities.

None of the Directors or Key Managerial Personnel of the Company except Mr. Subhash Chand Sethi, Mr. Sushil Kumar 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 shall abstain themselves from voting on the proposed Resolution.

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 by way of passing an Ordinary Resolution. In view of the stated requirement of the Stock Exchanges, the Board recommends the resolution as set out at Item No.5, 6 & 7 for the approval of the Members of the Company.

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

Date: 12th November, 2020
Place: Kolkata

Sd/-
Subhash Chand Sethi
Chairman

ANNEXURE - A

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

Name	Mr. Sushil Kumar Sethi	Mr. Dinesh Kumar Goyal
Date of Birth & Age	22.07.1958 (62 yrs)	25.12.1953 (66yrs)
Date of First Appointment on the Board of the Company	27.08.1981	31.08.2015
Qualification	Graduate	Ph. D (Decision, Support System & MIS), M.Sc (Gender Development), M.Sc System & Information) M S & B.Sc Hons (Gold Medalist)
Brief Resume and Expertise in specific functional area	He has experience of more than four decade in execution of EPC contracts relating to water supply, power and infrastructure development projects.	He is a retired IAS officer of 1981 batch from Rajasthan cadre, having more than three decades of experience of working in the Government department in various sectors and has held various senior positions. He also has a vast experience in infrastructure and energy sector with Govt. Of Rajasthan. He also served as Commissioner, Jaipur Development Authority, Govt. of Rajasthan and also worked as a director with Jaipur Metro Rail Corporation Ltd
Terms and Conditions of appointment/ Reappointment	Mr. Sushil Kumar Sethi is retiring by rotation and seeking appointment	Independent Director for a period of five years not liable to retire by rotation.
Relationship with other Directors/ KMP of the company	He is the brother of Mr. Subhash Chand Sethi Chairman & Whole Time Director of the Company	None
Directorship held in other Companies	1. SPML India Ltd.	1. H.G. Infra Engineering Ltd. 2. The Byke Hospitality Ltd.
Membership/Chairmanship of Committees of Other Board	Nil	4
Shareholding	1,056,985 equity shares comprising 2.88% of the total Share Capital of the Company	Nil
Number of Board meeting attended during the year	3	5

SHAREHOLDERS PARTICULAR FOR ELECTRONIC MANDATE CLEARING SERVICES(ECS)

To
(In case of Physical Holding)
MaheshwariDatamatics 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