

25th July, 2024

To,

National Stock Exchange
Exchange Plaza,
Plot No. C/1, G Block,
Bandra (E), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

(NSE Scrip Code: SPMLINFRA)

(BSE Scrip Code: 500402)

Sub: Postal Ballot Notice (only through remote e-voting only) Intimation under Regulation 30

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot together with Explanatory Statement sent to the members of the Company whose names appeared on the Register of Members/List of Beneficial Owners as on Cut-off date i.e. Friday, 19th July, 2024.

The copy of the above Notice is also available on the website of the Company at www.spml.co.in

Kindly take the above on record.

Thanking you,
For SPML Infra Limited

Swati
Agarwal

Digitally signed by
Swati Agarwal
Date: 2024.07.24
17:12:35 +05'30'

Swati Agarwal
Company Secretary

SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

113, Park Street, South Block, 7th Floor, Kolkata- 700 016

Ph: +91 33 2264 0307 / 0308

E-mail: info@spml.co.in | Website: www.spml.co.in

Regd. Office: F-27/2, Okhla Industrial Area, Phase-II, New Delhi-110020





SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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

Tel.: 011-26387091 • E-mail: cs@spml.co.in • Website: www.spml.co.in

POSTAL BALLOT NOTICE

(Pursuant to Provision of Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA”) (“**MCA Circulars**”), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the Company seeks approval of the Members, via Postal Ballot through remote e-voting process (“**e-voting**”).

An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice (the “**Postal Ballot Notice**”). The Notice will also be placed on the website of the Company at www.spml.co.in and the website of NSDL. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively

In compliance with aforesaid MCA Circulars, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Rules as amended from time to time and Secretarial Standard-2 on General Meetings, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participant or the Company’s Registrar and Share Transfer Agent (RTA), Maheshwari Datamatics Pvt. Ltd. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Tumul Maheshwari, Practising Company Secretary (Membership No. 16464) to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period commences on Monday, 29th July, 2024 at 09.00 A.M. IST and ends on Tuesday, 27th August, 2024 at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M. IST on Tuesday, 27th August, 2024. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer’s report will be announced not later than 48 hours from the conclusion of the e-voting. The results of the Postal Ballot will be posted on the Company’s website at www.spml.co.in and the website of NSDL. The results will also be intimated to NSE and BSE, where the equity shares of the Company are listed

RESOLUTIONS

SPECIAL BUSINESS

1. Appointment of Mr. Manoj Kumar Digga (DIN: 01090626) as an Executive Director of the Company

To consider, and if thought fit, to pass as a **SPECIAL RESOLUTION** the following:

Mr. Manoj Kumar Digga, (DIN: 01090626) pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Mr. Manoj Kumar Digga, (DIN: 01090626) as an Executive Director of the Company for a period of 5 (Five) consecutive years with effect from 30th May, 2024 to 29th May, 2029, liable to retire by rotation upon such terms and conditions as detailed out in the Explanatory Statement annexed hereto,.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Manoj Kumar Digga, (DIN: 01090626) as Director of the Company, the Company will pay Mr. Manoj Kumar Digga, (DIN: 01090626) in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites, allowances as minimum remuneration, in accordance with the provisions of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 read with Schedule V of the Act.

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

**By order of the Board of Directors
For SPML Infra Limited**

**-sd-
Swati Agarwal
Company Secretary**

Place: Kolkata

Date: 30th May, 2024

NOTES:

1. 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.
2. In line with the MCA and SEBI Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only.
3. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 19th July, 2024 (“cut-off date”). Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
4. A copy of this Postal Ballot Notice is also available on the Company’s website at www.spml.co.in, the relevant sections on website of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of the NSDL www.nsdcl.co.in.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Companies website www.spml.co.in and on the website of NSDL www.nsdcl.co.in, and on website of the Stock Exchanges i.e. BSE and NSE.

7. The remote e-voting period begins on Monday, 29th July, 2024 at 09.00 A.M. IST and ends on Tuesday, 27th August, 2024 at 05.00 P.M. IST. 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) Friday, 19th July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 19th July, 2024.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.

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

- 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. .
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b)	For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to to Mr. Pratik Bhatt (022-24994738), Ms. Pallavi Mhatre (022-24994545) or Mr. Amit Vishal (022-24996360) at evoting@nsdl.co.in

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS FOR THE PROPOSED SPECIAL RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE

Item No. 1

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under resolution of the accompanying Notice.

Mr Manoj Kumar Digga assumed the role of Chief Operating Officer of the Company on September 15, 2020, and became a key member of the Leadership Team. Recognizing Mr. Manoj Kumar Digga's significant contributions and aligning with the Company's talent strategy, the Board, via its approval at its meeting held on 30th May, 2024, based on the recommendation of the, Nomination and Remuneration Committee, recommends the appointment of Mr. Manoj Kumar Digga as a Director of the Company, effective from May 30, 2024, designated as "Executive Director", for a term of 5 years until May 29, 2029. During his tenure as Director of the Company, he shall be subject to retirement by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Furthermore, the appointment of Mr Manoj Kumar Digga as Executive Director, effective May 30, 2024, and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Manoj Kumar Digga brings to the Company, the Board recommends the approval of shareholders for appointment of Mr. Manoj Kumar Digga as an Executive Director, as detailed out in resolution. The details of the proposed remuneration payable to him are set out below:

Sl. No.	Particulars	Details
1	Basic Salary	Rs. 5 Lakh per month
2	House Rent Allowance	Rs. 2.50 Lakh per month
3	Other Allowance	Rs. 2.24 Lakh per month

Apart from the above fixed remuneration Mr. Manoj Digga shall also be entitled for F.Y. 2024-25 to the following:

One-time-Performance Bonus of Rs. 30.00 Lakh for successful restructuring

Annual Variable pay of Rs. 20.00 Lakh on achieving certain milestones

Minimum Remuneration

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

Other terms and conditions

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

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be approved by the Board of Directors of the Company.

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

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

The terms and conditions of the remuneration of Mr. Manoj Kumar Digga as above may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Manoj Kumar Digga, subject to such approvals as may be required.

Statement containing required information pursuant to Section II of Schedule V of the Act for Mr. Manoj Kumar Digga in case of Inadequate Profit have been annexed hereto, marked as Annexure-A

The other requisite details of Mr. Manoj Kumar Digga have been annexed hereto, marked as Annexure-B.

Save and except Mr. Manoj Kumar and his relatives, to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Promoters, Directors or Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors of the Company recommends that the Resolution, as set out in Item No. 1, be passed as a Special Resolution.

**By order of the Board of Directors
For SPML Infra Limited**

**-sd-
Swati Agarwal
Company Secretary**

Place: Kolkata

Date: 30th May, 2024

Annexure-A

Statement containing required information pursuant to Section II of Schedule V of the Act for all the Executive Directors in case of Inadequate Profit:

I. General Information

1. Nature of industry

Erection, Procurement and Construction (EPC)

2. Date or expected date of commencement of commercial production:

Not Applicable

3. Financial performance based on given indicators

Financial year 2023-24	(Rs. in Lacs)
Revenue from operations	1,31,838.40
Profit before Tax	2,072.25
Profit after Tax	1,951.62

4. Foreign investments or collaborations, if any.

As of 31st March, 2024 the aggregate number of Equity Shares held by Foreign Company is 54,93,876 Equity Shares of Rs. 2/- each which constitutes 11.22 % of the Paid up Equity Share Capital of the Company.

There is no foreign collaboration for any equity investment.

II. Information about Managerial Personnel

1. Background details

Mr. Manoj Kumar Digga joined as Chief Financial Officer of the Company in 2020. He is an accomplished financial leader who with a proven track record in financial management and strategic planning, Mr. Digga has played a pivotal role in the company's recent restructuring efforts. His exceptional leadership and expertise have significantly contributed to SPML Infra's financial health and strategic direction, making him an invaluable asset to the organization.

Before SPML Infra his last employment was with McNally Bharat Engineering Co; ltd and Vis Steel Ltd.

2. Past Remuneration

Remuneration last drawn in the capacity of Director of the Company by Mr. Manoj Kumar Digga is not applicable since his appointment as an Executive Director became effective on May 30th, 2024.

3. Recognition or awards

Not Applicable

4. Job Profile and suitability

Mr. Manoj Kumar Digga joined as Chief Financial Officer of the Company in 2020. He is an accomplished financial leader who with a proven track record in financial management and strategic planning, Mr. Digga has played a pivotal role in the company's recent restructuring efforts. His exceptional leadership and expertise have significantly contributed to SPML Infra's financial health and strategic direction, making him an invaluable asset to the organization.

Before SPML Infra his last employment was with McNally Bharat Engineering Co. Ltd and Visa Steel Ltd.

5. Remuneration paid from 01.04.2024:

As set out in resolution and explanatory statement

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The Nomination and Remuneration Committee and the Board of Directors have felt that considering his contribution to the Company, it is more than appropriate that Mr. Manoj Kumar Digga be paid the aforementioned remuneration, in accordance with Schedule V of the Act.

Further, the payment of aforesaid remuneration is reasonable and is subject to the limit of remuneration as per Schedule V of the Act

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed herein, Mr. Manoj Kumar Digga does not have any other pecuniary relationship with the Company.

III. Other Information

1. Reasons of loss or inadequate profits

The Company was going through the financial crunch, unable to pay dues of the financial creditor. Hence, the Consortium of lenders has assigned their entire debt to National Asset Reconstruction Company Ltd (NARCL). Thereafter, NARCL had restructure the debt of the Company.

2. Steps taken or proposed to be taken for improvement

The management of the Company is taking every possible step to improve the operation of the Company. With the resolution plan Company is in a position to reap the benefits of ample available market opportunities in water sector and for revival and turnaround.

3. Expected increase in productivity and profits in measurable terms

With Resolution Plan in place with substantial certainty of repayment of dues from identified sources, your Company is in a position to reap the benefits of ample available market opportunities in water sector and for revival and turnaround.

Annexure B

Details of Director seeking appointment

Name	Mr. Manoj Kumar Digga
DIN	01090626
Date of Birth (Age)	02 nd September, 1969 (55 yrs)
Qualification	Chartered Accountant, Company Secretary and Cost Accountant
Experience	33 years
Expertise	<p>Mr. Manoj Kumar Digga joined as Chief Financial Officer of the Company in 2020.</p> <p>He is an accomplished financial leader who with a proven track record in financial management and strategic planning, Mr. Digga has played a pivotal role in the company's recent restructuring efforts. His exceptional leadership and expertise have significantly contributed to SPML Infra's financial health and strategic direction, making him an invaluable asset to the organization.</p> <p>Before SPML Infra his last employment was with Mcnally Bharat Engineering Co; Ltd and Vis Steel Ltd.</p>
Date of first appointment on the Board	30 th May, 2024
Last drawn remuneration*	None
Details of remuneration sought to be paid	As set out in resolution and explanatory statement
Terms & conditions of the appointment	As set out in resolution and explanatory statement
Relation with other directors or Key Managerial Personnel of the Company	None
Number of Board Meetings attended during the Financial Year*	None
Membership/ Chairmanship of committees of other Boards	None
Shareholding in the Company	21,659 shares comprising of 0.04% of total shareholding
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None
Name of listed entities from which the person has resigned in the past three years	None

* Details such as the number of Board meetings attended during FY 2024-25 and the remuneration last drawn in the capacity of Director of the Company by Mr. Manoj Kumar Digga are not applicable since his appointment as an Executive Director became effective on May 30th, 2024.