

06<sup>th</sup> September, 2021

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: Annual Report and Notice Convening the 40<sup>th</sup> Annual General Meeting of the Company**

Dear Sirs,

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and furtherance to our letter dated 12<sup>th</sup> August, 2021 Company is submitting herewith the Notice convening the 40<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, the 29<sup>th</sup> day of September, 2021 at 02:30 P.M. through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") for taking the same on record.

Further as per the requirement of Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the copy of Annual Report is also attached for your record.

The copy of the above Notice and the Annual Report is also available on the website of the Company at [www.spml.co.in](http://www.spml.co.in)

Kindly take the above on record.

Thanking you,

**For SPML Infra Limited**

*Swati Agarwal*

**Swati Agarwal**  
Company Secretary



**SPML INFRA LIMITED**

22, Camac Street, Block-A, 3rd Floor, Kolkata- 700 016  
Ph: +91 33 4009 1200/234/247  
E-mail: [info@spml.co.in](mailto:info@spml.co.in) | Website: [www.spml.co.in](http://www.spml.co.in)  
CIN: L40106DL1981PLC012228

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

### NOTICE

**Notice** is hereby given that the 40<sup>th</sup> (Fortieth) Annual General Meeting of the Members of SPML Infra Limited will be held through Video Conferencing or other Audio Visual Means (“VC/OAVM”) on Wednesday, the 29<sup>th</sup> day of September, 2021 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, 2021 and the reports of the Board of Directors and Auditor’s thereon.
2. To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retire by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. **To Appoint Mr. Tirudaimarudhur Srivastan Sivashankar (DIN: 02720714), as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Tirudaimarudhur Srivastan Sivashankar (DIN: 02720714), who was appointed as an Additional Director of the Company in the independent category with effect from 08th June, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect 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 appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 08th June, 2021 upto 07<sup>th</sup> June, 2026.

**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 above resolution.”

4. **To Appoint Mr. Charan Singh (DIN: 09238002), as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee Mr. Charan Singh (DIN: 09238002), who was appointed as an Additional Director in the independent category of the Company with effect from July 07, 2021 by the Board of Directors, who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect 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 appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 07, 2021 upto July 06, 2026.

**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 above resolution.”

**5. To ratify the Remuneration of Cost Auditor for the Financial Year 2021-22**

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. Deepak Mittal & Co., Cost Accountants bearing (ICWAI Membership No. 43973), 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 2021-22, 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.”

**6. Shifting of Registered Office of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 12, 13 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 30 of the Companies (Incorporation) Rules 2014 and other relevant Rules applicable, if any (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations and subject to approval of the Central Government and/or any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force, the consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the “Union Territory of Delhi” to the State of “West Bengal” and accordingly, Clause II of the Memorandum of Association of the Company be altered and substituted by the following Clause.

**II. The Registered Office of the Company will be situated in the State of West Bengal**

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, on receipt of the Order of the Central

Government, the registered office of the Company be shifted from F-27/2, Okhla Industrial Area Phase-II, New Delhi -110020 situated under the jurisdiction of the Registrar of Companies, “Delhi” to 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016, situated under the jurisdiction of Registrar of Companies, Kolkata in the state of “West Bengal”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter called as the Board, which term shall be deemed to include any person(s) authorised and or any Committee of Directors, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution or any of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and to execute all such documents, deeds, petitions, affidavits, and writings and filing the same with the Registrar of Companies, the Central Governments, or any other prescribed Authority, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company and to agree to and make and accept such conditions, modification and alterations stipulated by any of the authorities, statutory or otherwise, while according approval, consents as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

**7. To Disclose the Corrigendum Issued by the Company Pertaining to Extra Ordinary General Meeting held on 25.03.2021 for the Disclosure of Pre and Post Shareholding of Allottees in Case of Conversion of Loan into Equity to Promoters**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with Chapter V of the SEBI (Issue of Capital and Disclosures) Requirements Regulations, 2018 the members of the Company do hereby ratify the corrigendum dated 24th May, 2021 to the Extra Ordinary General Meeting of the Company held on 25th March, 2021 pertaining to item no. 2 of the Notice in relation to the disclosure of Pre and Post Shareholding of allottees.”

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

Sd/-

**Swati Agarwal**  
Company Secretary

Date: 12th August, 2021  
Place: Kolkata

## 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 outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 39/2020, No. 02/2021 and No. 10/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, December 31, 2020, January 13, 2021 and June 23rd, 2021 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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 Wednesday, the 29th day of September, 2021 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 March 31,, 2021 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](http://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](http://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 [cs@spml.co.in](mailto:cs@spml.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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 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 only in electronic mode. Members desirous of inspecting the same may send their requests at [cs@spml.co.in](mailto:cs@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 September 23, 2021 to September 29, 2021 (both days inclusive) for the purpose of Annual General Meeting.
12. **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 upto 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.

13. 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.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.

15. **Update 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).

16. 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 dematerialise their shares.

17. 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.
18. 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.
19. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant, immediately of:-
- The change in the residential status on return to India for permanent settlement.
  - 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.
20. 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
21. 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, May 05, 2020, December 31, 2020 and June 23, 2021 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 AGM will be provided by NSDL.
22. 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. September 22, 2021. 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 September 22, 2021 shall only be entitled to avail the facility of remote e-voting.

23. 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](mailto:mdpldc@yahoo.com).
24. The Board of Director has appointed Mr. Tumul Maheshwari, Company Secretary in whole-time practice, New Delhi as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
25. 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.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.spml.co.in](http://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.
27. 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

## 28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday the 25<sup>th</sup> Day of September, 2021 at 09:00 A.M. and ends on Tuesday, the 28<sup>th</sup> day of December, 2021 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) September 22, 2021 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 September 22, 2021.

### 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

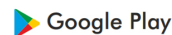
In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://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](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

- 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.*

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tumul11@yahoo.com](mailto:tumul11@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **September 22, 2021** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **September 22, 2021** may follow steps mentioned in the Notice of the AGM under Step 1:“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto: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](mailto:cs@spml.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@spml.co.in](mailto:cs@spml.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 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 AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting

or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@spml.co.in](mailto:cs@spml.co.in) latest by 5.00 p.m. (IST) on Friday, 24th day of September, 2021.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30

## 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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 08th June, 2021 appointed Mr. Tirudaimarudhur Srivastan Sivashankar (DIN: 02720714), as an Additional Director in independent category with effect from 08th June, 2021 for the term of 5 (five) consecutive years to hold office from 08th June, 2021 to 07th June, 2026 subject to the approval of Shareholders.

Mr. Tirudaimarudhur Srivastan Sivashankar, B. Tech in Electronics Engineering and MBA is a financial service professional with 3 decades of experience. He is currently an independent investor and a strategic advisor to Tonbo Imaging, a leading company in the space of thermal cameras and defence technology.

Mr. Sivashankar was Managing Director, Private Equity, Rohatyn group from 2013 to 2020 and was earlier with Citibank from 1991 to 2013 in a variety of roles across Private Equity, Capital Markets, Corporate Finance and Treasury. He has served on corporate boards of Sharekhan, Leapgreen Energy, Jana Small Finance Bank, You Broadband and NSL Power.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sivashankar holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sivashankar for the office of Independent Director of the Company.

The Company has received from Mr. Sivashankar (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

Keeping in view his vast experience and knowledge, it will be appropriate and in the best interest of the Company that Mr. Sivashankar be appointed as Independent Directors of the Company for the term of 5 (five) consecutive years to hold office from 08th June, 2021 to 07th June, 2026.

The Copy of the draft letter for appointment of Mr. Tirudaimarudhur Srivastan Sivashankar setting out the terms and conditions of his appointment is available for inspection by members in electronic mode.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Sivashankar, proposed to be appointed as Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director.

Other details in respect of appointment of Directors in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

Except the 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. 3 of the Notice.

The Board recommends the ordinary Resolution as set out in item No. 3.

### Item No.4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on July 07, 2021 appointed Mr. Charan Singh (DIN: 09238002), as an Additional Director in independent category with effect from July 07, 2021 for the term of 5 (five) consecutive years to hold office from July 07, 2021 to July 06, 2026 subject to the approval of Shareholders.

Mr. Charan Singh aged about 61 years, Master of Science (Agri), and Certified Associate of Indian Institute of Bankers (CAIIB). Mr. Charan Singh was the former Executive Director of UCO Bank. Mr. Charan Singh has a distinguished career in banking industry. He has 37 years of rich experience in banking area from 1983 to 2020. Mr. Singh assumed the charge as the Executive Director of UCO Bank on March 10, 2015 and

was General Manager in Bank of India, in charge of Human Resource Department.

Mr. Charan Singh joined Bank of India as Probationary Officer on July 04, 1983. His thirty-two years of service at Bank of India saw him rise in his career with key responsibilities held in Branches, Zonal Offices, Head Office and Kenya Overseas Office, covering a vast spectrum of banking operations. Basically an operations man, his career at Bank of India was spent in the field, where he could gauge the market pulse and take pro-active, result oriented measures to garner market share. He also held the post of Chairman of Aryavart Gramin Bank during his career in Bank of India. He is considered as one of the youngest and dynamic executive in the Banking Industry.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Charan Singh holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Charan Singh for the office of Independent Director of the Company.

The Company has received from Mr. Charan Singh (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

Keeping in view his vast experience and knowledge, it will be appropriate and in the best interest of the Company that Mr. Charan Singh be appointed as Independent Directors of the Company for the term of 5 (five) consecutive years to hold office from July 07, 2021 to July 06, 2026.

The Copy of the draft letter for appointment of Mr. Charan Singh setting out the terms and conditions of his appointment is available for inspection by members in electronic mode.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Sivashankar, proposed to be appointed as Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge

required for discharge of his duties as an Independent Director.

Other details in respect of appointment of Directors in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

Except the 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 recommends the ordinary Resolution as set out in item No. 4.

#### **Item No. 5**

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 August 12, 2021 has appointed M/s. Deepak Mittal & Co, Cost Accountants bearing (ICWAI Membership No. 43973) as the Cost Auditor of the Company for the Financial Year 2021-22 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus GST 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 Deepak Mittal & Co. has 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 is in any way concerned or interested in the proposed Ordinary Resolution as set out at item no. 5 of the notice.

Your Directors recommend the Ordinary Resolution as set out at item no. 5 for the approval of the Members

#### **Item No. 6**

Presently, the Company's Registered Office is situated at F-27/2, Okhla Industrial Area Phase-II, New Delhi -110020 in the Union Territory of Delhi. The Board of Directors of your Company at their meeting held on 29th June, 2021 have proposed to shift the Registered Office from "Union Territory of Delhi" to the "State of West Bengal" and the same is in the best interests of

the Company, its shareholders and all the concerned parties. Also, the said proposal shall not be detrimental to the interests of the stakeholders of the Company including but not limited to its shareholders, creditors or employees, and/or the public at large in any manner whatsoever.

The shifting of Registered Office of the Company from Union Territory of Delhi to Kolkata in the State of West Bengal will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. As all the major functions of the Company are being carried from Kolkata and all the banking relations of the Company are in Kolkata. Accordingly it is advisable to shift the registered office of the Company from Union territory of Delhi to State of West Bengal subject to the approval of the shareholders, the Central Government and / or sectoral regulator, if required and the Registered Office is now proposed to be situated at 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016, West Bengal under the jurisdiction of Registrar of Companies, Kolkata.

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of Clause II of the Memorandum of Association (MOA) pertaining to situation of the Registered office of the Company requires approval of the members by Special Resolution and further requires confirmation by the Central Government (power delegated to Regional Director).

Consequent to the approval of the shareholders, the Company shall file an application with the Regional Director of Ministry of Corporate Affairs, Delhi and other statutory authorities as may be required under the provisions of the Companies Act, 2013 and other laws if applicable for obtaining their approval for Shifting of Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the proposed Special Resolution as set out at item no. 6 of the notice.

Your Directors recommend the Special Resolution as set out at item no. 6 for the approval of the Members

#### Item No. 7

The company has issued a Notice dated February 25, 2021 convening the Extra Ordinary General Meeting ("EGM") of the Shareholders of the Company on Thursday, the March 25, 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, Shareholders at their Extra Ordinary General Meeting held on March 25, 2021 approved the allotment upto maximum of 40,72,253 (Forty Lakh Seventy Two Thousand Two Hundred Fifty Three) fully paid-up equity shares of the Company having face value of ₹ 2/- (Rupees Two each) at

an issue price of ₹ 32/- per equity share (including a premium of ₹ 30/- per equity share) aggregating upto ₹ 13,03,12,096 (Rupees Thirteen Crore Three Lakh Twelve Thousand and Ninety Six Only) to entities falling under the promoter group.

Pursuant to the Provision of the Section 62 of the Companies Act, 2013 read with Regulation 163(1) of SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2018, the Company was required to make certain disclosures to the Shareholders in the explanatory statement to the notice. Company has disclosed all the information as per the requirement of the Regulation 163(1) of SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2018 but erroneously omitted to disclose pre and post shareholding of the proposed allottees as per Regulation 163(1)(f) of SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2018, which is as below:

Pre and post Shareholding of the allottees are as follows:

Name of promoters seeking reclassification into public category	Pre-Preferential Holding		Proposed Allotment - No of Shares	Post-Preferential Holding	
	No. of Shares	%		No. of Shares	%
M/s SPML India Ltd.	21,19,055	5.78	7,36,401	28,55,456	7.40
M/s Zoom Industrial Services Ltd.	25,00,000	6.82	11,88,500	36,88,500	9.56
<b>Total</b>	<b>46,19,055</b>	<b>12.60</b>	<b>19,24,901</b>	<b>65,43,956</b>	<b>16.96</b>

Further, to comply with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 the Company shall allot only upto maximum of 19,24,901 Equity Shares to the proposed allottees in place of 40,72,253 equity shares as mentioned in the notice dated February 25, 2021 convening the Extra Ordinary General Meeting of the Company.

The aforesaid Corrigendum dated 24th May, 2021 is placed before the Shareholders for the purpose of their ratification.

None of the Directors or Key Managerial Personnel of the Company except Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi and their relatives to the extent of their Shareholding are in any way concerned or interested in the proposed Special Resolution as set out at item no. 7 of the notice. All the promoters of the Company shall abstain themselves from voting on the proposed resolution.

Your Directors recommend the Special Resolution as set out at item no. 7 for the approval of the Members.

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

Date: 12th August, 2021  
Place: Kolkata

**Swati Agarwal**  
Company Secretary

## ANNEXURE - A

**DETAILS OF THE DIRECTORS/SEEKING APPOINTMENT/RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name</b>	<b>Mr. Subhash Chand Sethi</b>	<b>Mr. Tirudaimarudhur Srivastan Sivashankar</b>	<b>Mr. Charan Singh</b>
<b>DIN</b>	00464390	02720714	09238002
<b>Date of Birth &amp; Age</b>	14.08.1954 (67 yrs.)	09.06.1967 (54 yrs.)	01.07.1960 (61 yrs.)
<b>Date of First Appointment on the Board of the Company</b>	01.06.1984	08.06.2021	07.07.2021
<b>Qualification</b>	Graduate	B Tech in Electronics Engineering and a MBA from IIM	Master of Science (Agri.) and Certified Associate of Indian Institute of Bankers (CAIIB)
<b>Brief Resume and Expertise in specific functional area</b>	Has around 43 years of experience in contract financing and contract execution and management. He led the Company into energy business with several EPC and BOOT projects in renewable power generation, transmission, distribution and supply management etc.	He is a financial service professional with 3 decades of experience. He is currently an independent investor and a strategic advisor to Tonbo Imaging. He was Managing Director, Private Equity, Rohatyn group and earlier with Citibank in a variety of roles across Private Equity, Capital markets, Corporate finance and Treasury.	He has 37 years of rich experience in banking & finance. He was the former Executive Director of UCO Bank. He was the Chairman of the Aryavrat Gramin Bank. He is considered as one of the youngest and dynamic executive in the Banking industry.
<b>Terms and Conditions of appointment/ Reappointment</b>	Mr. Subhash Chand Sethi is retiring by rotation and seeking re-appointment	Being appointed as independent director of the Company for a term of five years not liable to retire by rotation	Being appointed as independent director of the Company for a term of five years not liable to retire by rotation
<b>Relationship with other Directors/ KMP of the company</b>	He is the brother of Mr. Sushil Kumar Sethi, Non-Executive Director of the Company	None	None
<b>Directorship held in other Listed Companies</b>	Nil	Nil	Nil
<b>Membership/Chairmanship of Committees of Other Board</b>	Nil	Nil	Nil
<b>Shareholding</b>	1,523,280 equity shares	Nil	Nil
<b>Remuneration last Drawn</b>	82.78 Lakh	N.A.	N.A.
<b>Number of Board meeting attended during the year</b>	5 (Five)	N.A.	N.A.

## 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

(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