

15<sup>th</sup> November, 2022

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)**

Dear Sirs,

**Sub: Minutes of Board Meeting held on 14<sup>th</sup> November, 2022 pertaining to Re-classification of Promoter/Promoter Group**

This is with reference to captioned subject and pursuant to our communication dated 14<sup>th</sup> November, 2022 intimating outcome of Board Meeting held on 14<sup>th</sup> November, 2022 which interalia included the decision taken by Board of Directors of the Company approving the request received from Mrs. Maina Devi Sethi, Mrs. Shilpa Sethi, Mr. Abhinandan Sethi, M/s SPM Engineers Ltd, M/s Abhinandan Enterprises Pvt. Ltd., M/s Rishab Commercials Pvt. Ltd. and M/s Sonal Agencies Pvt Ltd to reclassify their Promoter/Promoter Group status as public.

In continuation of the above and in compliance with Regulation 31A of SEBI (Listings Obligations & Disclosure Requirements) Regulation, 2015 we are enclosing herewith the extract of Minutes of Meeting of the Board of Directors pertaining to considering and approving the reclassification of aforesaid promoters from promoter/promoter category as public category.

The above is for your information and record.

Thanking you,

**For SPML Infra Limited**

Swati  
Agarwal

Digitally signed by Swati  
Agarwal  
Date: 2022.11.15 16:38:41  
+05'30'

**Swati Agarwal**

Company Secretary

**SPML INFRA LIMITED**

22, Camac Street, Block-A, 3<sup>rd</sup> Floor, Kolkata- 700 016  
Ph: +91 33 4009 1200 | Fax: +91 33 4009 1303  
E-mail: info@spml.co.in | Website: www.spml.co.in  
CIN: L40106DL1981PLCO12228

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



**CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF SPML INFRA LIMITED HELD ON MONDAY, THE 14<sup>TH</sup> NOVEMBER, 2022 AT 22, CAMAC STREET, BLOCK-A, 3<sup>RD</sup> FLOOR, KOLKATA- 700 016 THROUGH VIDEO CONFERENCING**

**TO REVIEW AND CONSIDER THE REQUEST AS RECEIVED FROM SOME OF THE EXISTING PROMOTER OF THE COMPANY FOR RECLASSIFICATION AS THE PUBLIC.**

The Board was informed that Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 deals with the Reclassification of the Promoter and promoter group category to public category. The provisions of Regulation 31A of Listing Regulations should be complied in order to make reclassification application. Sub-regulation (2) of Regulation 31A specifically provides that the reclassification should be permitted by the stock exchanges only upon receipt of an application from the concerned listed entity along with all relevant documents and the stock exchange shall allow the reclassification on being satisfied with the compliance of conditions mentioned in Regulation 31A(3).

The Board was further informed that the Company was in receipt of a request from Mrs. Maina Devi Sethi, Mrs. Shilpa Sethi, Mr. Abhinandan Sethi, M/s SPM Engineers Ltd, M/s Abhinandan Enterprises Pvt. Ltd., M/s Rishab Commercials Pvt. Ltd. and M/s Sonal Agencies Pvt Ltd ("Existing Promoter Group") of the Company for reclassification of themselves as the Non- Promoters under the Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Accordingly, Company intimated the request received from the aforesaid promoter/promoter group to the Stock Exchanges in compliance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board was rationale for such reclassification that except Mrs. Shilpa Sethi and M/s SPM Engineers Ltd., who are holding 181515 and 500000 nos. of shares respectively, none of the other promoters proposed to reclassify is holding any shares in the Company as on date and therefore they are not holding any voting rights in the Company. Moreover, they are not engaged in management and day to day affairs of the company and also do not have any special right through formal or informal arrangements. The Board was also informed that Mr. Abhinandan Sethi, son of the Chairman of the Company is the COO in the Company but in the professional capacity and having no direct or indirect influence on the Board of the Company.

The Board was apprised with the fact that the "Existing Promoter/Promoter Group" have confirmed that they are satisfying all the conditions as specified in Regulation 31A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Accordingly on the basis of rationale the Board approved the reclassification request of the aforesaid promoter/promoter group subject to the approval of Shareholders and Stock Exchanges as per Regulation 31a of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Board considered and passed the following resolution:



**SPML INFRA LIMITED**

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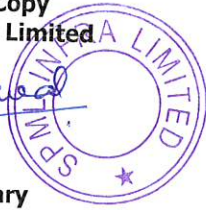
**"RESOLVED THAT** pursuant to the Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of Shareholders and Stock Exchanges, where the shares of the Company are listed, and such other approvals as may be required if any, the consent of the Board of Directors of the Company be and is hereby accorded, to re-classify from Mrs. Maina Devi Sethi, Mrs. Shilpa Sethi, Mr. Abhinandan Sethi, M/s SPM Engineers Ltd, M/s Abhinandan Enterprises Pvt. Ltd., M/s Rishab Commercials Pvt. Ltd. and M/s Sonal Agencies Pvt Ltd forming part of the existing Promoter group of the Company from "Promoter and Promoter Group category" of the Company to "Public category".

**RESOLVED FURTHER THAT** Mr. Subhash Chand Sethi, Whole Time Director and Mr. Manoj Digga, CFO and Mrs. Swati Agarwal, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds or things as may be considered necessary, proper and expedient including signing of paper, documents to give effect to this resolution and to resolve any queries, doubts of the Stock Exchange or any other Authority to give effect to the said resolution."

**Certified True Copy  
For SPML Infra Limited**

*Swati Agarwal*

**Swati Agarwal  
Company Secretary**



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