

30th October, 2017

To,

National Stock Exchange
Exchange Plaza,
Plot No. C/1, G Block,
Bandra (E), Mumbai-400051
Fax 022-6641 8124/25

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Fax: 022-2272 3121

(NSE Scrip Code: SPMLINFRA)

(BSE Scrip Code: 500402)

Sub: Notice convening the Extra Ordinary General Meeting (EGM) of the Company

Dear Sirs,

With reference to the captioned subject and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice convening the Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Monday, the 20th day of November, 2017 at 3:30 p.m. at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016 to transact the business as set out in the Notice of the EGM.

You are requested to kindly take the above information on record.

Thanking you,

For SPML Infra Limited



Abhay Raj Singh
Company Secretary
Enc.: a/a

SPML INFRA LIMITED

CIN : L40106DL1981PLC012228
22, Camac Street, Block - A, 3rd Floor, Kolkata - 700 016
Tel : 91-033-4009 1200, Fax No. : 033- 4009 1303
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 • Fax: 011-26386003 • E-mail: info@spml.co.in • Website: www.spml.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of SPML Infra Limited (“**Company**”) will be held on Monday, the 20th day of November, 2017 at 3:30 p.m. at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016 to transact the following business:

SPECIAL BUSINESS:

- 1. To approve the implementation of the ‘S4A Resolution Plan’ of SPML Infra Limited under the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India, in relation to restructuring of the debt of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as “Companies Act”) and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the applicable circulars, rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”) and any other regulatory or other appropriate and competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate and competent authorities (including but not limited to SEBI, RBI, Government of India) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any Committee of Directors (“Committee”) which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the Company hereby approves, ratifies and confirms the ‘S4A Resolution Plan’ of the Company, as adopted by the Joint Lender Forum (“JLF”) of the Company, on 22nd March, 2017

(Reference Date) and approved on 6th October, 2017 by the Overseeing Committee (“OC”) constituted under the aegis of RBI and the lenders of the Company under the Joint Lenders Forum (“JLF”) of the Company whose loans are restructured (the “S4A Lenders”) under the Scheme for Sustainable Structuring of Stressed Assets (“S4A Scheme” or the “SPML S4A Scheme”) of the RBI pursuant to its circular dated June 13, 2016 and subsequently revised pursuant to further circulars issued by RBI from time to time in this regard (‘S4A Circulars’).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and the Committee of Directors of the Company (“Committee”) be and are hereby jointly/severally authorised on behalf of the Company to discuss, negotiate the terms of SPML S4A Scheme, to sign and execute various agreements, deeds, instruments, documents and writings as may be required, to give effect to the SPML S4A Scheme (“S4A Documents”), to resolve any difficulties, effect any modification, amendment, changes, variation, alteration, additions and/or deletions to any documents, the terms of the SPML S4A Scheme, in the manner as approved by the JLF, and OC, the S4A Lenders/ trustees, amend or make changes to the S4A Documents and enter into other documents in pursuance of the terms of the SPML S4A Scheme, on the basis of the terms as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia issuance of optionally convertible debentures to the S4A Lenders in accordance with the terms of the SPML S4A Scheme and to do all such acts, deeds, matters and things as they may be required by the S4A Lenders/JLF/OC for such purpose and are also authorised to delegate all or any of the powers herein conferred to the Managing Director or any Whole-time Director or Directors or any other officer(s) of the Company on behalf of the Company in their absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise”.

2. To approve the conversion of part of the outstanding loans of the lenders of the Company as standing in the books of the Company into the optionally convertible debentures (OCDs) of the Company pursuant to the implementation of the Scheme for Sustainable Structuring of the Stressed Assets as issued by the Reserve Bank of India (RBI), in relation to restructuring of the debt of the Company.

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

“RESOLVED THAT pursuant to the ‘S4A Resolution Plan’ of the Company, as adopted by the Joint Lenders Forum (“JLF”) of the Company on 22nd March, 2017 (Reference Date), and approved on 6th October, 2017 by the Overseeing Committee (“OC”) constituted under the aegis of RBI and the lenders of the Company under the JLF, whose loans are restructured (the “S4A Lenders”) under the Scheme for Sustainable Structuring of Stressed Assets (“S4A Scheme” or the “SPML S4A Scheme”) of the Reserve Bank of India (“RBI”) pursuant to its circular dated June 13, 2016 and subsequently revised pursuant to further circulars issued by the RBI from time to time in this regard (‘S4A Circulars’) the provisions of Sections 42, 62, 71 of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force and hereinafter collectively referred as “Companies Act”), the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (“SEBI ICDR Regulations”) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s), amendments or re-enactment(s)/ to the above for the time being in force) the listing agreement(s) entered into between the Company and the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and any other applicable regulations, including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the Memorandum and Articles of Association of the Company and subject to such permission(s), sanction(s) consent(s) or approval(s) as may be required under the provisions of the Companies Act or under any other Law for the time being in force, and subject to such condition(s)/ modification(s) as may be imposed or prescribed while granting such permission, sanction, consent or approval, in respect of the conversion of the part of the existing loan/debt exposure, representing the **Part B Debt** of the

SPML S4A Scheme, of the following banks and financial institutions:

Sl. No.	Name of the Lenders #
1	Canara Bank
2	State Bank of India (SBI)
3	ICICI Bank
4	Yes Bank
5	Bank of Baroda (BOB)
6	Oriental Bank of Commerce (OBC)
7	Andhra Bank
8	Union Bank of India
9	Punjab National Bank (PNB)
10	Syndicate Bank
11	Industrial Finance Corporation of India (IFCI)

#The details and the number of Lenders may undergo change because of the Reserve Bank of India’s (RBI) move of consolidation of certain Public Sector Banks.

(hereinafter collectively referred to as the “S4A Lenders”) of the Company and stipulated in the financing documents executed/to be executed by the Company with, inter alia, the S4A Lenders for the purpose of implementation of the SPML S4A Scheme (hereinafter referred to as the “S4A Agreements/ S4A Documents”) and subject to the right of the Company to prepay the financial facilities availed, as per the terms of Part B Debt of the SPML S4A Scheme, the consent of the Company be and is hereby accorded to the Board (which term shall be deemed to include the “Committee of Directors” which the Board has constituted to exercise its powers including the powers conferred under this Resolution or to any person duly authorized by the Board in this behalf, to the extent permitted by law), on such terms and conditions contained in the “S4A Agreements/ S4A Documents”, inter alia, to convert the part of the outstanding loans of the Company representing the Part B Debt of SPML S4A Scheme (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), at the option of the S4A Lenders, the loans or any other financial assistance categorized as loans by the S4A Lenders, which have already been availed from the S4A Lenders or as may be availed from the S4A Lenders, together with accumulated interest, not exceeding Rs.550 Crores (hereinafter referred to as the “Financial Assistance”), in consistent with the existing borrowing powers of the Company pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013, each, such Financial Assistance being separate and distinct from the other, into fully paid up OCDs of the Company on mutually agreed terms and on such terms and conditions as may be stipulated in the S4A Agreements/S4A Documents and subject to applicable law (including extant guidelines in force), and to authorise the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include the Committee of

Directors of the Company ("Committee") which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution to offer, issue and allot in one or more tranches, such number of OCDs of the Company of face value Rs. 1000/- (Rupee One Thousand only), to the S4A Lenders which shall not exceed the amount of principal and interest outstanding as per the terms of Part B Debt of SPML S4A Scheme, as the case may be applicable, as on the date of conversion of the Part B Debt under the SPML S4A Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and or the Committee or any of the Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem fit, necessary, desirable, incidental, appropriate or expedient and the Board/Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated by any relevant authority, statutory or otherwise while according such approval, consents as may be considered necessary or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory and regulatory authorities, and to execute all such documents, deeds, and to enter into contracts, arrangements, 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 appoint counsels and advisors, and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers conferred herein to the Committee or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid resolution."

3. To approve to offer and issue the Optionally Convertible Debentures (OCDs) of face value of Rs 1,000/- each on Preferential Basis pursuant to implementation of the SPML S4A Scheme:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and 71 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-

enactment thereof for the time being in force and hereinafter collectively referred as "Companies Act"), 'S4A Resolution Plan' of the Company, as adopted by the Joint Lender Forum ("JLF") of the Company, on 22nd March, 2017 (Reference Date) and approved on 6th October, 2017 by the Overseeing Committee ("OC") constituted under the aegis of RBI and the lenders of the Company under the Joint Lenders Forum ("JLF") of the Company whose loans are restructured (the "S4A Lenders") under the Scheme for Sustainable Structuring of Stressed Assets ("S4A Scheme" or the "SPML S4A Scheme") of the RBI pursuant to its circular dated June 13, 2016 and subsequently revised pursuant to further circulars issued by RBI from time to time in this regard ("S4A Circulars") and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendments or re-enactment(s) to the above thereof for the time being in force) the Listing Agreement entered into between the Company and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") any other applicable laws in force, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), as may be required from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Committee of Directors of the Company ("Committee") which the Board has constituted to exercise its powers including the powers conferred under this Resolution or to any person duly authorized by the Board in this behalf, to the extent permitted by law), the consent of the shareholders of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, on a preferential basis, based on the subscription by the lenders of the Company ("S4A Lenders") up to such number of OCDs of the Company of face value of Rs.1000/- each, as tabled below, for a value not exceeding to Rs.550 Crores to the S4A Lenders as enumerated in Item No. 2 & 3 of the Explanatory Statement as enclosed herewith forming the part of the Notice, which OCDs shall be issued in separate series as per the existing security structure, entitling the debenture holders, as on the date ("the Entitlement Date"), which shall be any date on or after the date of occurrence of Event of Default, as specified in SPML S4A Scheme and other documents to be executed, but before the expiry of the conversion tenure of such OCDs, subject

to the continuation/subsistence of the such Events of Default(s) by the Company, to apply for such number of fully paid equity shares of the Company of face value Rs.2/- each, at an issue price determined in accordance with the applicable laws including Companies Act and the extant guidelines/regulations of the SEBI and the RBI:

Sl. No.	Name of the Lenders #	Amount of Part B Debt to be converted into OCDs (Rs. in Crores)	No. of OCDs of Face Value of Rs.1000/- each
1	Canara Bank	121.63	1216300
2	State Bank of India (SBI)	197.86	1978600
3	ICICI Bank	79.55	795500
4	Yes Bank	05.16	51600
5	Bank of Baroda (BOB)	22.24	222400
6	Oriental Bank of Commerce (OBC)	14.98	149800
7	Andhra Bank	02.73	27300
8	Union Bank of India	11.89	118900
9	Punjab National Bank (PNB)	34.44	344400
10	Syndicate Bank	38.60	386000
11	Industrial Finance Corporation of India (IFCI)	16.77	167700
Total		545.84	5458500

The details and the number of S4A Lenders may undergo change because of the Reserve Bank of India's (RBI) move of consolidation of certain Public Sector Banks.

RESOLVED FURTHER THAT the equity shares to be allotted as a result of conversion of OCDs in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects including that of payment of dividend, if any and the Company shall, at all times, maintain sufficient un-issued equity shares for the above purpose.

RESOLVED FURTHER THAT the equity shares to be issued as a result of conversion of OCDs shall be listed and traded on BSE and NSE where the equity shares of the Company are currently listed.

RESOLVED FURTHER THAT the OCDs and the equity shares to be issued and allotted as a result of conversion of OCDs shall be subject to lock-in as per the provisions of the SEBI ICDR Regulations, from the date of trading approval (which shall mean the latest date when trading approval has been granted by BSE and NSE) granted for the equity shares allotted pursuant to exercise of the conversion option attached to OCDs without prejudice to the right of the S4A Lenders to transfer the OCDs and/or the equity shares as allotted before the completion of the said lock-in period, subject to continuation of the lock in for remaining period in the hands of the transferee.

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determination of issue price of the equity shares arising out of conversion of OCDs, shall be determined pursuant to applicable law including

Companies Act and the extant guidelines/regulations of SEBI and the RBI.

RESOLVED FURTHER THAT the payment of consideration for the allotment of OCDs shall be by appropriation of the outstanding loan/ debt due to the S4A Lenders payable by the Company under Part B Debt, as per the terms of the SPML S4A Scheme.

RESOLVED FURTHER THAT subject to the requirement under the SEBI ICDR Regulations and other applicable laws and regulation, the allotment of the equity shares as a result of conversion of OCDs shall be made only in dematerialized form or in such form as may be mutually agreed upon between the Company and the allottee or as per the terms as stipulated in the SPML S4A Agreement/ document and in accordance with applicable law.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, 2009 including any amendment thereto, & the provisions of the Companies Act, 2013, the Company shall complete the allotment of the OCDs on or before the expiry of 12 months from the date of passing of the resolution by the shareholders or on receipt of the in-principal approval(s), if any, from the regulatory authority whichever is later.

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 the Committee of Directors of the Company ("Committee"), which the Board has constituted to exercise its powers including the power conferred by this resolution) be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to any Director or Key Managerial Personnel (KMP) of the Company as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted as a result of conversion of OCDs, and to modify, accept and give effect to any modifications to the terms and conditions of the issue, conversion of OCDs into equity shares of the Company, as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, etc. and such other approvals as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee or any of the Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute

discretion, deem fit, necessary, desirable, incidental, appropriate or expedient and the Board/ Committee be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated by any relevant authority, statutory or otherwise while according such approval, consents as may be considered necessary or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory and regulatory authorities, and to execute all such documents, deeds, and to enter into contracts, arrangements, 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 appoint counsels and advisors, and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

RESOLVED FURTHER THAT the Board and any Committee thereof be and is hereby authorized to delegate all or any of the powers conferred herein to the Committee or any Director(s) or Officer(s) of the Company respectively and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid resolution.”

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

Place: Gurgaon
Date: 24th October 2017

-sd-
Abhay Raj Singh
Company Secretary

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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy from, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case several joint holders attend the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying

voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.

3. The Register of Members and Share Transfer Books of the Company will be closed from Monday, the 13th day of November 2017 to Monday the 20th day of November 2017 (both days inclusive) for the purpose of the Extra Ordinary General Meeting (the “EGM”).
4. Members/proxies/Authorized Representatives are requested to bring to the Meeting the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. The Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Notice of the EGM along with the attendance slip and Proxy form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s), unless a Member request for the hard copy of the same. For the Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
6. To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
7. Members may also note that the EGM Notice dated 24th October, 2017 will also be available on the Company’s website at www.spml.co.in.
8. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days from the date of despatch of Notice until the date of the EGM.
9. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date on Monday, the 13th day of November 2017. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. Monday, the 13th day of November 2017 may obtain the login Id and password by sending a request at mdpldc@yahoo.com.
10. Members holding shares in physical form are requested to intimate the change of address if any, to Registrar and Share Transfer Agent of the Company, viz. M/s Maheshwari Datamatics Pvt. Ltd., having their office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 and/or to the Company Secretary at the Corporate Office of the Company at 65, Institutional Area, Sector-32, Gurgaon-122001 quoting their folio numbers. Members holding

shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).

11. In case of joint holders attending the EGM, 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.
12. 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.
13. The route map showing directions to reach the venue of the EGM is annexed.
14. **E-voting:** In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, the Company is providing e-voting facility to all its Members to enable them to cast their vote electronically for the items listed in Notice for the Extra Ordinary General Meeting of the Company. The Members have options to vote either through e-voting or through the Ballot Forms. The Company has engaged services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to the Members.
15. The Board of Director has appointed Mr. R. S. Bhatia, Company Secretary in whole-time practice, New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
16. The facility for voting, through Ballot Paper, will also be available at the EGM and the Members attending the EGM, who have not cast their vote by remote e-voting, shall be eligible to exercise their right at EGM through ballot papers. Members who have casted their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
17. Members can opt for only one mode of voting i.e. either by physical ballot or remote e-voting. In case Members cast their votes through both the modes then voting casted through e-voting shall be treated as valid and the voting through physical ballot Form shall be treated as invalid.
18. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again
19. **Poll at the meeting:** After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for e-voting and poll. A person, whose name is recorded in the Register of Members

or in Register of Beneficial Owners maintained by the Depositories as on the cut-off date on Monday, the 13th day of November, 2017 and who have not casted their vote by remote e-voting and being present in the EGM, either personally or through proxy, only shall be entitled to vote at the EGM. The Scrutinizer after the conclusion of voting at the EGM shall count the votes at the EGM and unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Thereafter, in compliance with the requirements of the Companies Act, 2013 and the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Scrutinizer shall submit a consolidated Report of the total votes casted in favour or against, if any, within forty eight hours of conclusion of the meeting, to the Chairman or Managing Directors or to a person authorised by the Chairman in writing who shall countersign the same. The Chairman or Managing Director or a person authorised by the Chairman shall declare the result of voting forthwith. The results, after the same are declared, along with the Scrutinizer’s Report, shall be placed on the website of the Company at www.spml.co.in and shall also be communicated to CDSL and the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

20. Instructions for e-Voting are as follows:

- (i) The voting period begins on Friday, the 17th Day of November, 2017 at 09:00 A.M. and ends on Sunday, the 19th Day of November, 2017 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) Monday, the 13th day of November, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:-
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) above.

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for the SPML Infra Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent

to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:

Item No. 1, 2 & 3

The Company had availed financial assistance from various banks/ financial institutions for the purposes set forth in the respective financing documents entered into between the Company and the Lenders. During the last 3 - 4 years, the Company has been affected badly due to various factors viz. delay in realization of debtors, delay & inadequate allocation of fund by Public Health and Engineering Department (PHED), Rajasthan being one of the largest Customer of the Company resulted in the delayed execution of the Projects, increased interest cost for the Company due to increase in the working capital requirement and non-realization of claims / receivables. The instant situation has resulted in a gap of cash flow timing mismatch between claims realization (including interest) and debt servicing. If the existing circumstances left unattended, the Company will face challenges in execution of its Order Book and also in servicing its debts.

Accordingly, in order to come out of such distress situation, the Company requested the members of the consortium of lenders of the Company to suggest some measures to revive the Company from the Liquidity crunch. The members of the consortium of lenders of the Company, after taking into account the various parameters and after due deliberation suggested/recommended the Scheme for Sustainable Structuring of Stressed Assets ("S4A Scheme") as issued by the Reserve Bank of India ("RBI") pursuant to its circulars bearing No.RBI/2015-16/422 DBR.No.BP.BC.103/21.04.132/2015-16 dated June 13, 2016 and subsequently revised by its circulars dated 10 November 2016 (together, referred to as the "S4A Circulars", including any amendments/ modifications/ re-enactments or supplements thereto).

Subsequently, in the meeting of the Joint Lender's Forum ("JLF") of the Company held on March, 22, 2017, 8 out of 14 lenders of the Company i.e. 57.14 % by number and 76.97% by value agreed & gave a positive mandate for invoking the S4A Scheme for the Company in compliance with the guidelines of 50% by number & 75% by value as stipulated by the RBI. Therefore the Lenders had decided to invoke the S4A Scheme with the Reference Date as March 22, 2017.

Thereafter, the lenders of the Company ("S4A Lenders"), whose loans are getting restructured pursuant to the S4A Scheme at their JLF Meeting held on March 22, 2017, and agreed to convert the part of the existing loan/debt exposure, representing the Part B Debt of the SPML S4A Scheme ("Part B Debt of SPML S4A Scheme") into optionally convertible debentures (OCDs)

pursuant to implementation of the SPML S4A Scheme in accordance with and as stipulated in the Financing documents executed/to be executed by the Company with, inter alia, the Lenders for the purpose of implementation of the SPML S4A Scheme (hereinafter referred to as the "S4A Agreements/ S4A Documents") aggregating the outstanding loan/debt as more specifically set out in the special resolution at Item No. 1 and 2 of this Notice.

Pursuant to the implementation of the S4A Scheme with respect to the Company ("**SPML S4A Scheme**") which has been adopted by the JLF on March 22, 2017 (Reference Date), and approved on 6th October, 2017 by the Overseeing Committee ("OC") constituted under the aegis of RBI and in terms of the S4A Agreements/ S4A Documents, executed/to be executed, the Promoters of the Company would be required to dilute their shareholding to the extent of "Principle of Proportionate loss sharing by Lenders (S4A Lenders)" in favour of the Lender Banks to entitle them to hold 21.44% stake in the Company and to convert the portion of the Part B Debt of the Company, as specified in the SPML S4A Scheme, into the optionally convertible debenture (OCDs) of the Company as specified in the Resolution at item no.3.

Therefore, it is proposed to consider the proposal to offer and issue of OCDs pursuant to the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) ("Companies Act") and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s), amendments or re-enactment(s) to the above for the time being in force) the listing agreements entered into between the Company and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") any other applicable laws in force, on preferential basis by way of conversion of existing Part B Debt as set out in the Resolution at Item No.3 of the Notice, to be allotted to the S4A Lenders based on the respective subscription to the OCDs of the Company by the S4A Lenders individually.

In terms of the provisions of Section 62 and other applicable provisions of the Companies Act and rules made thereunder, to enable the S4A Lenders to convert the outstanding loans or any other financial assistance already availed from the S4A Lenders or as may be availed from the S4A Lenders, from time to time,

by the Company, at their option, into OCDs of the Company, the approval of the shareholders of the Company is required by way of a special resolution.

Further, pursuant to Sections 42 and 71 of the Companies Act, the relevant provisions of SEBI ICDR Regulations, the issue of debentures with an option to convert such debentures into shares, wholly or partly, requires the approval of the shareholders by way of special resolution at a general meeting of the Company. The special resolution, if passed, will have the effect of allowing the Board/Committee to issue and allot the OCDs and the equity shares as a result of conversion of OCDs to the above mentioned S4A Lenders, on a preferential basis, who may or may not be the existing members of the Company.

Since the proposed special resolution at Item No. 3 would result in issue of OCDs and equity shares as a result of conversion of OCDs of the Company to proposed S4A Lenders on a preferential basis, who may or may not be the members of the Company, in the manner laid down under Section 62 of the Companies Act, the consent of the shareholders is being sought pursuant to the provisions of Section 62, 42, 71 and all other applicable provisions of the Companies Act, SEBI ICDR Regulations, the relevant listing agreement executed by the Company with BSE and/or NSE and the SEBI Listing Regulations.

Accordingly, the Board of Directors [hereinafter referred to as the "Board", which term shall be deemed to include the Committee of Directors of the Company ("Committee") which the Board has constituted to exercise its powers including the powers conferred under this Resolution or to any person duly authorized by the Board in this behalf, to the extent permitted by law recommends the resolution as set out in Item Nos. 1 and 2 and 3, to enable the S4A Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified under the financing documents executed or to be executed in respect of the financial assistance availed/to be availed, at their option, to convert the part of their respective outstanding Financial Assistances into equity shares and the OCDs of the Company, and to permit the Company to issue the said OCDs and equity shares as a result of conversion of OCDs otherwise than to the members of the Company in the manner and upon such terms and conditions as may be deemed appropriate by the Board.

The OCDs may be listed subject to the applicable provisions of the SEBI ICDR Regulations and Listing Regulations. However, the equity shares to be issued and allotted pursuant to conversion of OCDs would be listed and traded on BSE and NSE where the equity shares of the Company are currently listed, subject to obtaining the necessary regulatory approvals, if any.

In terms of the provisions of the Companies Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations including any amendment thereto and other applicable provisions of the law, relevant disclosures/details are given below:

- a) **Objects of the Issue:** Pursuant to implementation of the SPML S4A Scheme, as adopted and approved by the JLF and the Overseeing Committee (OC), the S4A Lenders of the Company shall be issued optionally convertible debentures (OCDs) of the Company, against the part of their debt representing the **"Part B Debt of the SPML S4A Scheme"** on mutually agreed terms and on such terms and conditions as may be stipulated in the SPML S4A Agreements/S4A Documents and subject to applicable law (including extant guidelines in force). Hence it is proposed to issue the aforesaid OCDs on preferential basis, in accordance with the SPML S4A Scheme and applicable law for the time being in force.
- b) **Name of the S4A Lenders and Number of OCDs to be Issued to such S4A Lenders:** The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot, from time to time in one or more tranches, on preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with the S4A Agreements/S4A Documents executed/to be executed by the Company as per the SPML S4A Scheme, approved for implementation by the Company in terms of the S4A Circulars, based on the respective Individual S4A Lender's subscription to such number of OCDs of the Company of face value Rs.1000/- each, in one or more tranches, for a value not exceeding Rs.550 Crores to the following S4A Lenders, which OCDs shall be issued in separate series in such manner and on such terms and conditions as may be determined by the Board in accordance with the SPML S4A Agreements/documents executed/ to be executed by the Company with the S4A Lenders, in terms of the SPML S4A Scheme approved for implementation by the Company, entitling the debenture holder, as on the date (**"the Entitlement Date"**), which shall be any date on or after the date of occurrence of Event of Default as specified in the SPML S4A Scheme and other documents to be executed but before the expiry of the conversion tenure of such OCDs, subject to the continuation/subsistence of the Event of Default by the Company, to apply for such number of fully paid equity shares of the Company of face value Rs.2/- each, at an issue price determined in accordance with the applicable laws, including the Companies Act and the extant guidelines/regulations of the Securities and Exchange Board of India and Reserve Bank of India.

The details of the S4A Lenders are set out below:

Sl. No.	Name of the Lenders #	Amount of Part B Debt to be converted into OCDs (Rs. In Crores)	No. of OCDs of Face Value of Rs.1000/- each
1	Canara Bank	121.63	1216300
2	State Bank of India (SBI)	197.86	1978600
3	ICICI Bank	79.55	795500
4	Yes Bank	05.16	51600
5	Bank of Baroda (BOB)	22.24	222400
6	Oriental Bank of Commerce (OBC)	14.98	149800
7	Andhra Bank	02.73	27300
8	Union Bank of India	11.89	118900
9	Punjab National Bank (PNB)	34.44	344400
10	Syndicate Bank	38.60	386000
11	Industrial Finance Corporation of India (IFCI)	16.77	167700
Total		545.84	5458500

The details and the number of S4A Lenders may undergo change because of the Reserve Bank of India's (RBI) move of consolidation of certain Public Sector Banks.

- c) Proposal of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** The preferential issue of the OCDs of the Company will not be subscribed by the promoters and/or promoter group, Directors and Key Managerial Personnel of the Company.
- d) Relevant Date:** the 'Relevant Date' for the purpose of determination of issue price of the equity shares arising out of conversion of OCDs, shall be determined pursuant to applicable law including the Companies Act and the extant regulations/guidelines of the SEBI and the RBI.
- e) Pricing of Preferential Issue:** The OCDs under the Preferential offer shall be issued at a face value of Rs.1000/- each and the price of the resultant shares pursuant to the conversion of the OCDs shall be determined at the time which shall not be earlier than 30 days to the Entitlement Date, to be determined as per the applicable laws including the extant regulations/guidelines by the SEBI / RBI.
- f) Proposed time within which allotment will be completed:** In terms of the SEBI ICDR Regulations including any amendment thereto and the provisions of the Companies Act the Company shall complete the allotment of OCDs

on or before the expiry of 12 months from the date of passing of this resolution by the shareholders of the Company or on receipt of the in-principal approval(s) (if any) from any regulatory authority as the case may be, whichever is later.

g) Terms for Issue of the OCDs of the Company as per the S4A Documents executed / to be executed by the Company:

- The balance portion of the Part B Debt of the Company, as specified in the SPML S4A Scheme, will be converted into the optionally convertible debenture (OCDs) of the Company, each having a face value of Rs.1000/- which shall be issued in separate series as per the existing security structure.
- The OCDs shall have a coupon @ 0.01% p.a. payable quarterly on the OCDs. The OCDs shall also have Yield to Maturity (YTM) @ 8.15% p.a. compounded quarterly (including Coupon) which shall be paid alongwith the principal instalment payments.
- Upon the occurrence of the Event of Default by the Company, as specified in the SPML S4A Scheme and other documents to be executed, the Debenture holders will have a right to get the OCDs converted into equity shares of the Company, on or prior the expiry of the conversion tenure of such OCDs, subject to the continuation/subsistence of the Event of Default by the Company, to apply for such number of fully paid equity shares of the Company of face value Rs.2/- each, at an issue price determined in accordance with the applicable laws, including the extant guidelines/regulations of the SEBI and RBI.
- The repayment of the OCDs shall be in 20 Quarterly instalments starting from quarter ending December, 2022 and ending on the quarter ending September, 2027.
- Right of first refusal to vest with the promoters of the Company in case the Debenture Holders decide to divest OCDs / equity shares.
- Existing security of the Company to continue as per the terms of debt (being converted into OCD) with the respective lenders subject to the terms of the S4A Agreements executed/to be executed by the Company.
- SEBI registered trustee to be appointed as the Debenture Trustee with respect to the OCDs.

h) Shareholding Pattern of the Company Pre and Post Preferential Issue of the OCDs:

Sl. No.	Category	Existing Shareholding Pre Issue of OCD to S4A Lenders		*Shareholding Post issue of OCD to S4A Lenders	
		No. of Shares	% Holding	No. of Shares	% Holding
A	Promoters' Holding:				
1	Indian:				
	Individual	1,10,15,090	30.05	1,10,15,090	30.05
	Body Corporate	1,08,45,745	29.59	1,08,45,745	29.59
	Sub-Total	2,18,60,835	59.65	2,18,60,835	59.65
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	2,18,60,835	59.65	2,18,60,835	59.65
B	Non-Promoters' Holding	-	-	-	-
1	Institutional Investors	-	-	-	-
a	Insurance Companies	-	-	-	-
b	Mutual Funds/U T I	13,000	0.04	13,000	0.04
c	National Banks/ Foreign Banks/ Other Banks	-	-	-	-
d	Foreign Institutional Investors	1,12,300	0.31	1,12,300	0.31
e	Financial Institutions	22,040	0.06	22,040	0.06
2	Non-Institution:				
a	Bodies Corporate	60,48,595	16.50	60,48,595	16.50
b	Directors and Relatives	-	-	-	-
c	Resident Individual	29,90,690	08.16	29,90,690	08.16
d	Others (Including NRIs and NROs)	56,02,816	15.29	56,02,816	15.29
e	Sub-Total (B)	1,47,89,441	40.35	1,47,89,441	40.35
e	Grand Total (A+B)	3,66,50,276	100.00	3,66,50,276	100.00

(*) The shareholding post issue of OCDs does not include allotment of equity shares as a result of conversion of the OCDs in favour of the S4A Lenders as the price for conversion of the OCDs into equity shares, is a future price, which will be determined as per applicable laws including the Companies Act and the extant regulations/guidelines by the SEBI / RBI and such price shall decide the ratio of conversion of OCDs into equity shares of the Company. Upon the S4A lenders exercising its right to convert the OCDs into equity shares, the above post issue shareholding pattern, would undergo change accordingly.

- i) **The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and/or who ultimately control the S4A Lenders, the percentage of post preferential issue capital that may be held by them:** Pursuant to the Proviso of Regulation 73(1)(e) of SEBI ICDR Regulations, which stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

As in the instant preferential issue the proposed allottees are the lenders of the Company comprising of banks, mutual funds and financial institutions, in contemplation of the aforesaid proviso, no further disclosure is required.

Further, the percentage of post preferential issue capital as provided above does not include the conversion of the OCDs by the S4A Lenders as explained under point No.(h) above as the conversion price is at a *future price which will be determined as per applicable laws including the*

extant regulations/guidelines by the SEBI and the RBI and such price shall decide the ratio of conversion of OCDs into equity shares of the Company. Upon the S4A lenders exercising its right to convert the OCDs into equity shares, the above post issue shareholding pattern would undergo change accordingly.

- j) **Changes in control, if any, in the Company consequent to the preferential issue:** There shall be no change in the management or control of the Company pursuant to the issue and allotment of the OCDs of the Company. However, pursuant to conversion of the OCDs into equity shares of the Company, the shareholding pattern would undergo change accordingly.
- k) **Number of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:** The Company has not come up with any preferential issue of securities during the current financial year.

- l) **Lock in restrictions:** The OCDs and the equity shares to be issued and allotted as a result of conversion of OCDs shall be subject to lock-in as per the provisions of the SEBI ICDR Regulations, from the date of trading approval (which shall mean the latest date when trading approval has been granted by BSE & NSE) granted for the equity shares allotted pursuant to exercise of the conversion option attached to OCDs without prejudice to the right of the lenders to transfer the OCDs or the equity shares as allotted before the completion of the said lock-in period subject to continuation of the lock in for remaining period with the transferee.
- m) **Certificate from Statutory Auditor:** A certificate from the statutory auditors of the Company, certifying that the proposed preferential issue is being made in accordance with the extant regulations/guidelines by the SEBI, the RBI and the Companies Act shall be placed before the shareholders at the Extraordinary General Meeting of the shareholders of the Company.
- n) **Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the OCDs and equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.
- o) **Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the S4A Lenders.
- Neither the issuer nor any of its promoters or directors is willful defaulters. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid special resolutions mentioned at Item Nos. 1, 2 & 3 of this Notice.
- All documents referred to in the accompanying Notice and the Explanatory Statement would be available for inspection at the Registered Office of the Company during Business Hours on all working days except Saturdays, upto and including the date of the Extraordinary General Meeting of the Company.

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

-sd-

Place: Gurgaon
Date: 24th October 2017

Abhay Raj Singh
Company Secretary



SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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

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

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:
Registered Address	:
E-mail Id	:
Folio No./Client ID	:
DP ID	:

I/We, being the member (s) of.....Shares of SPML INFRA LIMITED, hereby appoint

- Name:.....
Address:.....
E-mail ID:
Signature:..... or, failing him
- Name:.....
Address:.....
E-mail ID:
Signature:..... or, failing him
- Name:.....
Address:.....
E-mail ID:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 20th day of November, 2017 at 3:30 pm PHD HOUSE, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To approve the implementation of the 'S4A Resolution Plan' of SPML Infra Limited under the Scheme for Sustainable Structuring of Stressed Assets, issued by the Reserve Bank of India, in relation to restructuring of the debt of the Company.
- To approve the conversion of part of the outstanding loans of the lenders of the Company as standing in the books of the Company into the optionally convertible debentures (OCDs) of the Company pursuant to the implementation of the Scheme for Sustainable Structuring of the Stressed Assets as issued by the Reserve Bank of India (RBI), in relation to restructuring of the debt of the Company.
- To approve to offer and issue the Optionally Convertible Debentures (OCDs) of face value of Rs 1,000/- each on Preferential Basis pursuant to implementation of the SPML S4A Scheme

Signed this _____ day of _____, 2017

Affix
Revenue
Stamp

Signature of Shareholder: _____ Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE AGM VENUE

PHD House, 4/2, Siri Institutional Area,
August Kranti Marg, New Delhi – 110016



