

21st June, 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: Submission of Notice of Postal Ballot along with Postal Ballot Forms

Dear Sirs,

With reference to the captioned subject we would like to inform you that pursuant to Section 110 of the Companies Act, 2013 and other applicable provision of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has completed the dispatch of the Postal Ballot Notice along with the Postal Ballot Form today i.e. 21.06.2017 in Physical and electronic mode to all the Members whose name appear in the Register of Members /Record of Depositories as on the cut-off date i.e. 16th June, 2017. The Postal Ballot Notice & Form has been uploaded on the Website of the Company.

In pursuance to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the copy of the Postal Ballot Notice and the Form as sent to the members of the Company for taking the same on record.

Thanking you,

For SPML Infra Limited



Abhay Raj Singh
Company Secretary

Enc.: a/a

SPML INFRA LIMITED

SPML House, Plot No. 65, Sector-32 Institutional Area, Gurugram - 122001, Haryana
Ph: +91-124-3944555. Fax: +91-124-3983201. Email: info@spml.co.in
www.spml.co.in CIN No. L40106DL1981PLC012228





SPML Infra Limited

CIN: L40106DL1981PLC012228

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

Tel.: 011-26387091 * **Fax:** 011-26386003 * **email:** info@spml.co.in * **website:** www.spml.co.in

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (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, that the Company seeks approval of the Members, by way of Postal Ballot / e-voting in respect of the resolution appended herein below.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same, duly completed, in original in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of the working hours on Friday, the 21st Day of July, 2017, the Postal Ballot Forms received thereafter shall be deemed invalid.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer e-Voting facility through e-Voting Platform of Central Depository Services (India) Limited (CDSL), as an alternate, which would enable Members to cast votes electronically instead of sending Physical Postal Ballot Form(s). Please note that e-Voting is optional and the Members who do not opt for the e-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Members desiring to opt for e-voting facilities arranged by the Company are requested to read the instructions in the Notes under the Section 'Voting through Electronic Means' to the Postal Ballot Notice.

The Board of Directors of your Company in its meeting held on 19th May 2017, has appointed Mr. R.S. Bhatia, Company Secretary in whole-time practice, New Delhi as the Scrutinizer for conducting the Postal Ballot process in accordance with law, in a fair and transparent manner.

Upon completion of the e-voting process & the e-voting data provided by the CDSL and the completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman or in his absence the Managing Director or any other person authorised by the Chairman. The result of the Postal Ballot would be declared/announced by the Chairman of the Company or in his absence the Managing Director on or before Monday, the 24th Day of July, 2017. The result along with the Scrutinizer's Report shall also be communicated on the same day to the Stock Exchanges, Depositories, Registrar & Share Transfer Agent and shall also be displayed on the Company's Website www.spml.co.in. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement. The resolution, if approved with requisite majority shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or casting their votes through e-Voting.

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

**Place: Kolkata
Date: 19th May 2017**

**-sd-
Abhay Raj Singh
Company Secretary**

PROPOSED RESOLUTION

SPECIAL BUSINESS

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

Shifting of the Registered Office of the Company

“RESOLVED THAT pursuant to the provisions of Sections 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 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.

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

**Place: Kolkata
Date: 19th May 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) The notice is being sent to all the Members by Post / Courier and electronically by emails to those members who have registered their email IDs with the Company/Registrar, whose names appear in the Register of Members / Record of Depositories as on the close of business hours on 16th June 2017 (the “cut off date”).
- 3) Members whose names appear in the Register of Members / Record of Depositories as of the close of business hours on 16th June 2017 will be considered for the purpose of voting. A person who is not member as on this date should treat this notice for information only. The Postal Ballot period commences on Thursday 22nd June, 2017 and ends on Friday, the 21st Day of July, 2017 (at 05:00 P.M.)
- 4) A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 05:00 P.M. on Friday, the 21st Day of July, 2017. The Postal Ballot received after the said date will be treated as not having been received.
- 5) The Scrutinizer will submit its report to the Chairman of the Company or in his absence to the Managing Director or any other person authorised by the Chairman after the completion of the scrutiny and the result of the Postal Ballot shall be declared/announced by the Chairman of the Company or in his absence the Managing Director on or before Monday, the 24th Day of July, 2017. The decision of the Scrutinizer on the validity of any Postal Ballot Form shall be final.
- 6) 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 dispatch until last date for receiving Postal Ballot Forms
- 7) The Postal Ballot Form and the postage prepaid self-addressed business reply envelope are enclosed for use

of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

- 8) Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If a member opts for e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, 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 Postal Ballot Form shall be treated as invalid.

9) Voting through electronic means:

In compliance with the provisions of Section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 and any other applicable provisions of Companies Act 2013 read with related rules and Regulation 44 of the SEBI (Listing Obligations and Discourse Requirements) Regulation, 2015, the Company is providing e-voting facility to all its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot Form. The company has engaged services of CDSL for the purpose of providing e-voting facility to the members.

Instructions for e-Voting are as follows:

- (i) The voting period begins on Thursday, the 22nd Day of June, 2017 at 09:00 A.M. and ends on Friday, the 21st Day of July, 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) of Friday, the 16th Day of June 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 SETTING OUT THE MATERIAL FACTS FOR THE PROPOSED SPECIAL RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE

Presently, the Company’s Registered Office is located 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 19th May 2017 has proposed to shift the Registered Office from the “Union Territory of Delhi” to 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016 in the “State of West Bengal”.

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 most of the administrative functions are being carried from Kolkata and all the banking relations of the Company is in Kolkata. Moreover, the Individual Shareholder’s base is also higher in West Bengal than in any other state, accordingly it is advisable to shift the registered office of the Company from Union territory of Delhi to West Bengal.

The proposed shifting of registered office will in no way be detrimental to the interest(s) of any member of the Company, creditors, employees or any other stakeholders or associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 30 of Companies (Incorporation) Rules 2014 and Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another requires the Company to alter its Memorandum of Association by consents of the Shareholders by way of passing the Special Resolution through Postal Ballot subject to the confirmation of the Central Government.

The Board recommends the Resolution as set out above for the approval of the Members as Special Resolution. None of the Directors, Key Managerial Personnel’s and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholdings in the Company, if any.

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

**Place: Kolkata
Date: 19th May 2017**

**-sd-
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 * email: info@spml.co.in * website: www.spml.co.in

POSTAL BALLOT FORM

Sr. No.....

Name(s) & Registered Address of the sole / first named Member :

Name(s) of the Joint-Holder(s), if any :

Postal Ballot Form No. :

Registered Folio No. :

DP ID No. :

Client ID No. :

No. of Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Notice dated 19th May, 2017 of SPML Infra Limited ("the Company") by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark in the appropriate column below.

Item No	Details of Resolution	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution to consider and approve shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of West Bengal and to amend the Situation Clause of the Memorandum of Association of the Company pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act 2013 read with relevant Rules made thereunder and subject to approval of the Central Government and/or any other authority as may be prescribed.			

Place : _____ Date : _____ (Signature of the Member)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com> The electronic voting particulars are set out as follows:

EVSN (E-voting Sequence Number)	USER ID	PASSWORD/PIN

Note:

- Please read the instructions printed overleaf and in the notice of the Postal Ballot carefully before exercising your vote.
- Last date for receipt of Postal Ballot Form by the Scrutinizer: **Friday, the 21st Day of July, 2017 at 05:00 P.M.**

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However the envelopes containing Postal Ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, the Company is also offering E-voting Facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of remote e-voting is enumerated in the Postal Ballot Notice sent herewith.
3. The Scrutinizer will collate the votes cast through Postal Ballot and votes downloaded from the remote e-voting system to declare the final result for Resolution forming part of the Notice of Postal Ballot.
4. The voting, both through Postal Ballot and through Electronic Mode shall commence from Thursday, the 22nd Day of June, 2017 at 09:00 A.M. and shall end on Friday, the 21st Day of July, 2017 at 05:00 P.M.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, the 21st Day of July, 2017. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
6. Votes should be cast, either FOR or AGAINST by putting the tick (✓) mark in the column provided in the Postal Ballot.
7. The voting rights of Shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on the cut-off date viz, Friday, 16th June 2017.
8. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If a member opts for e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, 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 Postal Ballot Form shall be treated as invalid.
9. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of Joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Kindly fill the form in indelible ink and avoid using erasable writing medium.
10. In case of Shares held by Companies, Trusts, Societies, Institutions (i.e. other than individuals, HUF, NRI etc.) the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution /Power of Attorney/ Authority letter along with attested Specimen Signature etc. In case of Electronic Voting the documents such as Certified True Copy of Board Resolution /Power of Attorney/ Authority letter along with attested Specimen Signature etc. should be mailed to the Scrutinizer at rsbhatiaacs@aol.com with a copy marked to helpdesk.evoting@cdslindia.com or deposited at the Registered office of the Company.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company's Registrar and Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, India or send an email at mdpldc@yahoo.com for a duplicate Postal Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in point no. (5) above.
13. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
15. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
16. The Scrutinizer's decision on the validity of the Postal Ballot/e-voting will be final.
17. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as Intimation only.
18. The Result of the Postal Ballot will be announced on or before Monday, 24th day of July 2017 at 05:00 pm at the Registered Office of the Company
19. The Result of the Postal Ballot would be displayed on the website of the Company www.spml.co.in and Central Depository Services (India) Limited (CDSL) website: www.evotingindia.com post intimation to Stock Exchanges. Further, the results will be displayed on the Notice Board of the Company at its Registered Office.