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

Notice is hereby given that the 34th Annual General Meeting of the Members of SPML Infra Limited will be held on Monday, the 28th September, 2015 at 3:30 pm at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016 to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone & consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Auditors' and Board of Directors thereon.

2. To appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   (a) "RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Walker Chandiok & Co., LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013), who were appointed as the Joint Statutory Auditors of the Company for a term of 5 years from the conclusion of the 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting, to be held the Calendar year 2019, be and is hereby ratified to hold office of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2016 to conduct the audit for the financial year 2015-16 on such remuneration as may be decided by the Board of Directors of the Company.

   (b) "RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration No. 0003645N), who were appointed as the Joint Statutory Auditors of the Company for a term of 3 years from the conclusion of the 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting, to be held the Calendar year 2017, be and is hereby ratified to hold office of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2016 to conduct the audit for the financial year 2015-16 on such remuneration as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. **Appointment of Ms. Archana Capoor as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Clause 49 of the Listing Agreement, Ms. Archana Capoor **(DIN 01204170)**, who was appointed as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that she meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from the 26th September 2014 till the 38th Annual General Meeting in the Calendar year 2019.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

5. **Appointment of Dr. Dinesh Kumar Goyal as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and Clause 49 of the Listing Agreement, Dr. Dinesh Kumar Goyal **(DIN 02576453)**, who was appointed as Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the

Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from the 31st August 2015 till the 39th Annual General Meeting in the Calendar year 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. Appointment of Mr. Rishabh Sethi as Executive Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time and subject to the approval of the Central Government, if required, the Company hereby accords its approval to the appointment of Mr. Rishabh Sethi (DIN: 01396259), who was appointed as Additional Director and the Executive Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company w.e.f. 17th August, 2015, as the Executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 17th August, 2015 to 16th August 2020 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening the Meeting.

RESOLVED FURTHER THAT the remuneration specified in the explanatory statement annexed to the Notice, excluding commission, be paid as minimum remuneration to Mr. Rishabh Sethi in the year of losses or inadequacy of profits and if necessary, an application to the Central Government be made seeking its approval for payment of the said minimum remuneration in so far as the same is in excess of the ceiling prescribed for payment of minimum remuneration under Schedule V to the Companies Act, 2013 or any statutory modification thereof as may be in force from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board which term shall be deemed to include the Nomination and Remuneration Committee of the Board) shall be authorised to revise or vary the remuneration or the other terms and conditions of the re-appointment as it may deem fit subject to the condition that the same shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration payable to M/s. Bikaram Jain & Associates, Cost Accountants bearing **(ICWAI Membership No. 32452)** who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs. 85,000/- (Rupees Eighty Five thousand only) plus service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

8. To approve payment of remuneration to Non-executive Directors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, the consent of the Members be and is hereby accorded to the payment of remuneration by way of commission to the Non-Executive Directors of the Company or the Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, provided that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and re-imbursement of expenses payable to Non-executive and Independent Directors for attending the meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to determine the manner and proportion in which the amount of commission be distributed among Non-executive Directors and accordingly take all such steps as may be necessary, proper and expedient to give effect to the forgoing resolution from time to time.

By Order of the Board of Director

Sushil Kumar Sethi
Managing Director
DIN No.00062927

Date: 31st August, 2015
Place: Gurgaon

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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.**

3. A proxy form, 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 meeting.

   A person can act as a 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 or shareholder.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a credited copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2015 to 28th September 2015, (both days inclusive) for the purpose of Annual General Meeting.

6. Members/Proxies are requested to bring the duly filled in Attendance Slip, enclosed herewith, for attending the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

7. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent.

8. Members are requested to note that all dividends remaining unclaimed for seven years from the date they become first due for payment are now required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the provisions of the Companies Act. Members shall not be able to claim any unpaid dividend neither from the fund nor from the Company once unclaimed dividends are transferred to IEPF. It may be noted that unpaid dividend for the financial year ended March 31, 2008 shall become due for transfer to IEPF in the month of October 2015.

9. Brief resume of the Directors, seeking appointment/re-appointment at this AGM, including nature of their expertise in specific functional areas and names of companies in which they hold directorship and/or membership/ chairmanship of Board/ Committees, as stipulated under Clause 49 of Listing Agreement executed with the Stock Exchanges are provided in the Annexure attached to the Notice. The Board of Directors of the Company commends their appointment/ re-appointment.

10. The Notice of the AGM, along with the attendance slip, Proxy form and ballot form is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

11. Members may also note that the Notice of the AGM and the Annual Report 2014-15 will also be available on the Company's website www.spml.co.in

12. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 21st September 2015. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and is holding shares as on the cut-off date i.e. 21st September, may obtain the login ID and password by sending a request at 2015 mdpldc@yahoo.com.

13. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is annexed to this Notice.

    Members are also requested to intimate the change of address, if any, to the Registrar & Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata - 700 001 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. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.

14. 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.

15. e-voting: In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company for the 34th AGM is providing to its members the facility to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The detailed instructions on e-voting are provided separately under the head **Instructions for e-Voting.**

16. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.

17. The Board of directors has appointed Mr Tumul Maheshwari of M/s PTM & Co., Company Secretary in whole time practice (ACS-16464), New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

18. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with this AGM Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at "The Scrutinizer, SPML Infra Limited, SPML House, 65, Institutional Area, Sector-32, Gurgaon-122001 (Haryana)", in the enclosed postage pre-paid self-addressed envelope, not later than Saturday, 26th September 2015 (5.00 p.m.). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Ballot Form received after this date will be treated as invalid.

19. A Member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.

20. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

21. 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 postal ballot 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 of 21st September 2015 and who have not casted their vote by remote e-voting or postal ballot, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

The Scrutinizer after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

The results, after the same are declared by the Chairman or any other person authorised by the Chairman, along with the Scrutinizer's Report, shall be placed on the website of the Company 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.

22. Information and other Instructions for e-Voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company provides to its members, the facility to exercise their votes at the 34th AGM by electronic means and the businesses may be transacted through e-voting as per instructions given below:

(i) The voting period **begins on Friday, 25th September 2015 at 10:00 A.M. and ends on Sunday, 27th September 2015 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 Monday, 21st September 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

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

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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)	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. • 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 (v) above.

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

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN relevant for the SPML Infra Limited.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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

(xix) **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.

(xx) 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)

As required by Section 102 of the Companies Act, 2013, the following explanatory statements set out all material facts relating to all special businesses mentioned under Item Nos. 4 to 8 of the accompanying Notice.

Item No. 4

Ms. Archana Capoor who is a B.Sc. in (Chemistry, Zoology, Botany) and M.B.A (Market Research) from University of Allahabad, has lead an illustrious career and corporate leadership experience of close to 3 decades. She has been the Chairperson and Managing Director of Non-Banking Finance Listed Company TFCI Ltd. Ms. Archana Capoor vast experience of functions such as financial analysis, budgeting, research, Project Management, Strategic Planning and general administration.

She is Member Secretary & Project Advisor to Indian Trust for Rural Heritage and Development (ITRHD) and leading several projects to help the economically under privileged people under CSR. Ms. Archana Capoor is also on the board of Birla Ericsson Optical Ltd, Star Global Aero Solutions Ltd and Ansal Properties and Infrastructure Ltd.

Ms. Archna Capoor does not hold any Equity Shares in the Company. Ms. Archana Capoor has given her consent to act as the Director of the Company and has also given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that, she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Nomination & Remuneration Committee at its Meeting held on 14th August, 2015 has recommended the appointment of Ms. Archna Capoor as an Independent Director for a term of 5 consecutive years with effect from 26th September 2014 till the 38th Annual General Meeting in the Calendar year 2019. In terms of the provisions of Section 161 read with 149, the Board on the basis of recommendation of the Nomination and Remuneration Committee and considering her fulfilling the requisite criteria of independence, has appointed Ms. Archana Capoor as additional director in the category of Independent Director, who holds office upto the date of this meeting.

Keeping in view her vast experience and knowledge, it will be appropriate and in the best interest of the Company that Ms. Archana Capoor be appointed as Independent Directors of the Company.

The Board recommends to the shareholders the regularization of the appointment of Ms. Archana Capoor as the Director of the Company in the category of independent director under the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder read with Clause 49 of the Listing Agreement.

The Copy of the draft letter for appointment of Ms. Archana Capoor setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

Save and except above, none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Ms. Archana Capoor as Independent Directors is now being placed before the Members for their approval.

Item No. 5

Dr. Dinesh Kumar Goyal a retired I.A.S. officer of 1981 batch from Rajasthan Cadre holds a Ph.D degree in 'Decision Support System and MIS' with CGPA 10 grade from Birla Institute of Technology & Science, Pilani. He has done M.Sc with First Division from London School of Economics, UK. He is also holding degree of M.Sc (I) from I.I.T, Delhi (A Grade) and B.Sc Hons from Rajasthan University (Gold Medalist).

Dr. Dinesh Goyal has more than three decades of experience of working in the Government department in various Sectors, and has held important senior positions, to work for public policies and projects, urban and rural development, poverty alleviation & livelihood creation, and Project management. His main core work areas are finance, law, management, Sales, Marketing, Administration, Research, Corporate Governance and Technical Operations.

He has vast experience in the infrastructure sector and energy sector with Govt. of Rajasthan and has holds various position including Managing Director-Rajasthan Tourism Development Corporation, Managing Director-Rajasthan State Hotel Corporation; Principal Secretary, Public works Department and Vice Chairman, Rajasthan State Road Development Corporation .

Dr. Dinesh Kumar Goyal has also served as Commissioner, Jaipur Development Authority, govt. of Rajasthan for Integrated development of Jaipur region by formulating and implementing Master development plans, framing and executing schemes for residential/commercial purposes, develop traffic and transport infrastructure and coordinate with agencies of the State Govt. and GOI and Managing a large workforce, public grievances, and legal cases.

He has also worked as Director with "Jaipur Metro Rail Corporation Ltd. (JMRC)", "Rajasthan State Road Development & construction Corporation Ltd. (RSRDC)", "Road Infrastructure Development Company of Rajasthan Ltd. (RIDCOR)".

Presently he is associated with SP Institute of Workforce Development Private Limited as Director.

Dr. Dinesh Kumar Goyal does not hold any Equity Shares in the Company. The Company has also received necessary declaration from Dr. Dinesh Kumar Goyal that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination & Remuneration Committee at its Meeting held on 31st August, 2015 has recommended the appointment of Dr. Dinesh Kumar Goyal as an Independent Director for a term of 5 consecutive years with effect from 31st August 2015 till the 39th Annual General Meeting in the Calendar year 2020. In terms of the provisions of Section 161 read with 149, the Board on the basis of recommendation of the Nomination and Remuneration Committee and considering him fulfilling the requisite criteria of independence, has appointed Dr. Dinesh Kumar Goyal as additional director in the category of Independent Director, who holds office upto the date of this meeting.

Dr. Dinesh Kumar Goyal has given his consent to act as the Director of the Company and has also given declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that, he is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends to the shareholders the regularization of the appointment of Dr. Dinesh Kumar Goyal as the Director of the Company in the category of independent director under the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder read with Clause 49 of the Listing Agreement.

The Board considers that Dr. Dinesh Kumar Goyal continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Dinesh Kumar Goyal as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Dr. Dinesh Kumar Goyal, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6

Mr. Rishabh Sethi is associated with the Company for more than 10 years. He was appointed as Chief Operating Officer of the Company by the Shareholders vide their Special Resolution passed in their Annual General Meeting held on 30th September 2009.

Mr. Rishabh Sethi is a graduate in Industrial Engineering & Economics from Northwestern University, USA and has more than 11 years of experience of construction industry, management, general administration, finance, tendering and liaison. He has played a key role in effectively managing the business operations and day to day affairs of the company. He has been instrumental in developing new clients during the past years apart from maintaining cordial relationship with the existing clients.

The Board of Directors of the Company at its meeting held on 14th August 2015 has appointed Mr. Rishabh Sethi as Additional Director and also executive Director of the Company for a period of 5 years w.e.f. 17th August, 2015 till 16th August, 2020 subject to the approval of the shareholders of the company at the Annual General Meeting

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective meetings held on 14th August 2015, subject to the approval of the shareholders in accordance with the provisions of Section 196, 197, Schedule V to the Companies Act 2013 and any other applicable provisions of the Companies Act 2013, if any and the Central Government, if required, have approved his remuneration.

The detail of remuneration and other terms and conditions as approved by the Nomination & remuneration Committee and the Board of Directors are as under:

Sl No	Particulars	Amount
a)	Salary	Rs. 4,00,000 (Rupees Four Lacs Only) per month
b)	Commission	1% of the net profit of the Company
c)	Housing or House Rent Allowance (HRA)	Furnished accommodation or house rent allowance in lieu of furnished accommodation (subject to ceiling of 60% of the Salary) The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962.
d)	Medical Re-imbursement	Subject to celling of one month salary in a year or three month salary over a period of 3 years.
e)	Leave Travel Concession	For self and family, once in a year incurred in accordance with the Rules specified by the Company
f)	Club Fees	Fees of clubs subject to a minimum of two clubs. This will not include admission and life membership fees.
g)	Personal Accident Insurance	Premium not to exceed Rs. 1000/- per annum.

Apart from the above Mr. Rishabh Sethi shall also be entitled to the following:

a) Contribution towards Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b) Gratuity payable at the rate not exceeding half a month salary for each completed year of services

c) Encashment of leave at the end of tenure as per Company's Rules.

d) Provision of car for use in Company's Business and telephone and fax at residence for official purpose, personal long distance calls and telephone / fax and use of car for private purpose shall be billed to them.

e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

The company's contribution to provident fund, superannuation or annuity fund, to the extent these are singly or put together are not taxable under the income tax law, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leaves at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

It may be further noted that, as per the provisions of Section 196 an Executive Director shall be appointed subject to the provisions of section 197 and schedule V and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution

at the next general meeting of the Company by way of Ordinary Resolution.

Therefore, the resolution for appointment of Mr. Rishabh Sethi as Executive Director of the Company is being presented to the shareholders for their consideration and passing as ordinary resolution.

Mr. Rishabh Sethi is interested in the resolution to the extent of remuneration payable to him under the resolution.

None of the Directors except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi and Mr. Deepak Sethi, being the relative of Mr. Rishabh Sethi is directly / indirectly concerned or interested in this resolution. The shareholders who are the relatives of Mr. Rishabh Sethi may be interested or concerned in this resolution. Save and except above no other director, Key Managerial Persons (KMPs) or the relative of such director or KMP are concerned or interested financially or otherwise in the said resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rishabh Sethi under Section 190 of Companies Act 2013.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7

The Board on the recommendation of the Audit Committee has appointed M/s. Bikaram Jain & Associates, Cost Accountants bearing **(ICWAI Membership No. 32452)** as the Cost Auditor of the Company for the financial year 2015-16 which was approved by the Board in its meeting held on 14th August, 2015.

As per Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors is interested in this resolution. Your Directors recommend the Ordinary Resolution set out at item no. 7 for approval.

Item No. 8

The current competitive business environment, stringent accounting standards, enhancement of roles and responsibility under the Companies Act, 2013 and Corporate Governance norms provided in the Listing Agreement, require considerably enhanced levels of involvement of the Non-executive Directors in the decision making process of the Company. The responsibility of the Directors has become more onerous and they are required to give more time and attention to the business of the Company. Further, considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company for each year calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid and distributed amongst the Non-Executive Directors of the Company.

In view of the above, the Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013, if any, for the payment of commission to the Non-Executive Directors. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2014-15 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 8 of the notice.

The Board recommends the resolution set out at item no. 8 of the Notice for approval by the members of the Company.

By Order of the Board of Director

Sushil Kumar Sethi
Managing Director
DIN No.00062927

Date: 31st August, 2015
Place: Gurgaon

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

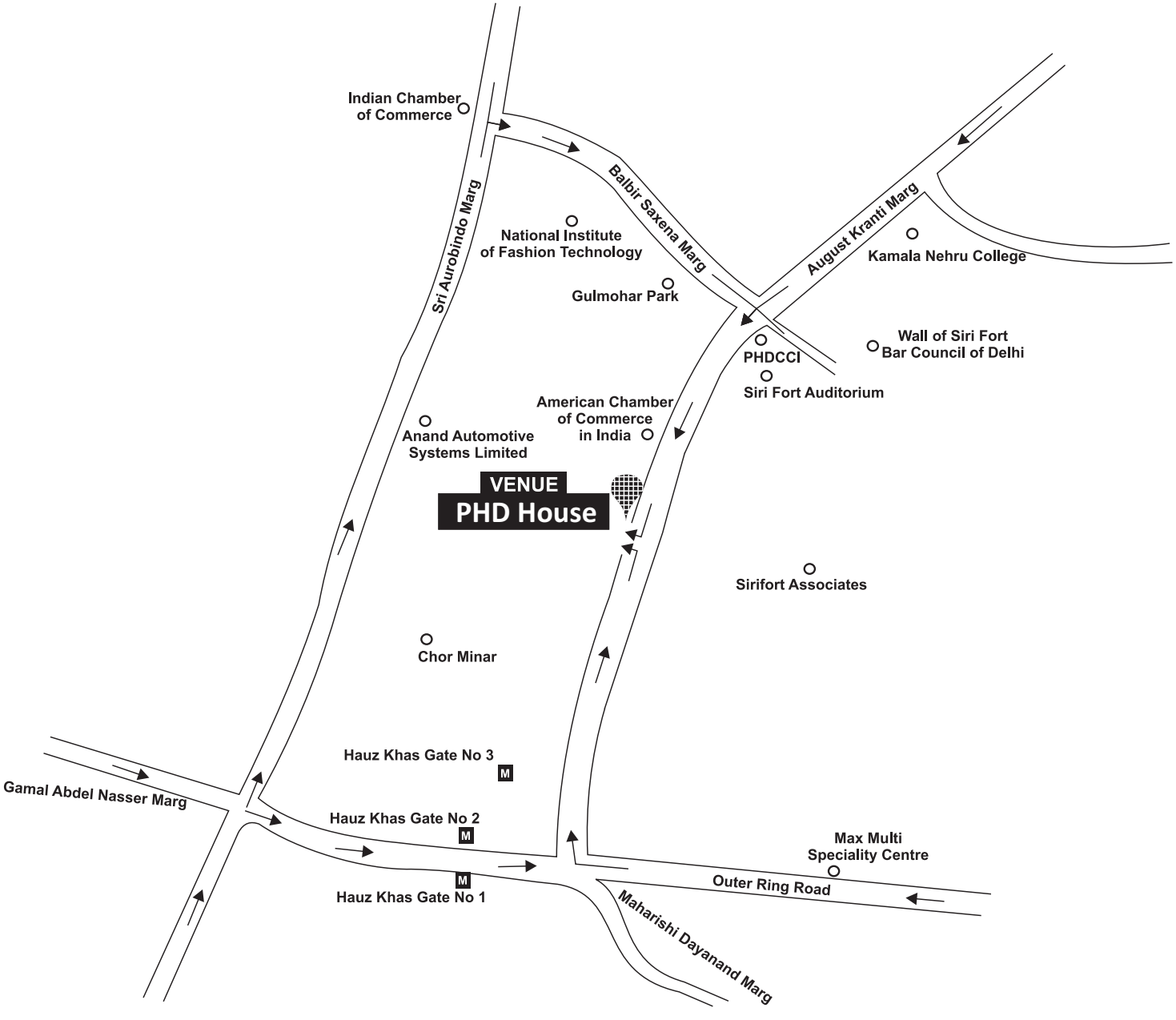
PARTICULAR	MR. DEEPAK SETHI	MS. ARCHANA CAPOOR	DR. DINESH KUMAR GOYAL	MR. RISHABH SETHI
Date of Birth & Age	15.02.1979 (36 years)	17.09.1958 (57 years)	25.12.1953 (61 years)	15.08.1983 (32 years)
Qualification	B.Com (H); MBA Finance	B.sc. (Chemistry, Zoology, Botany); MBA (Market Research)	Ph.D (Decision Support System & MIS), M.Sc (Gender Development), M.Sc (I) (Systems & Information), M.S And B.Sc Hons. (Gold Medalist)	Graduate in Industrial Engineering & Economics from Northwestern University, USA
Expertise in specific functional area	Has over the decade of experience in the field of finance, strategy, marketing, planning, project management, execution and operation	Vast experience in the field of finance, analysis, Budgeting, Project Management and Strategic Planning.	Varies experience in project management and implementation, finance, law, management, Administration, Corporate Governance and Technical Operations.	Has more than 10 years of experience of construction industry, management, general administration, finance, tendering and liaison and strategy.
Directorship held in Other public Companies	- Delhi Waste Management Ltd. - ADD Industrial Park (Tamilnadu) Ltd. - ADD Realty Ltd. - Meena Integrated Textiles Infra Ltd. - Mathura Nagar Waste Processing Company Ltd. - Pondicherry Special Economic Zone Company Ltd. - Madurai Municipal Waste Processing Company Private Limited - Jamshedpur Waste Processing Company Private Limited	- Birla Ericsson Optical Ltd. - Star Global Aero Solutions Ltd. - Ansal Properties And Infrastructure Ltd.	- SP Institute of Workforce Development Private Limited	- Aurangabad City Water Utility Company Ltd - SPML Utilities Ltd - Subhash Power Company Ltd - Arihant Leasing and Holding Ltd - Zoom Industrial Services Ltd
Membership/Chairmanship of Audit and Share Transfer/ Investors' Grievance Committee	- SPML Infra Ltd. – Audit Committee - SPML Infra Ltd – Stakeholder Relationship Committee - Pondicherry Special Economic Zone Company Ltd. – Audit Committee	- SPML Infra Ltd. – Audit Committee (Member)	NIL	NIL
Shareholding	5,82,250 equity shares comprising 1.59% of the total Share Capital of the Company	NIL	NIL	93,000 Equity Shares comprising 0.25% of the total Share Capital of the Company
Relationship between directors inter-se	Mr Deepak Sethi is not relative of any director or KMP in terms of relative as defined rule 4 of The Companies (Specification of Definitions details) Rules, 2014. However he is son of Mr. Anil Sethi who is brother of Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi.	None	None	Son of Mr. Sushil Kumar Sethi, Managing Director of the Company

IMPORTANT COMMUNICATION TO MEMBERS

To support the "Green Initiative" measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company's RTA.

ROUTE MAP OF THE AGM VENUE

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



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 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 the above name Company, hereby appoint

1. Name:.....
   Address:.....
   E-mail ID: .....
   Signature:....., or failing him
2. Name:.....
   Address:.....
   E-mail ID: .....
   Signature:....., or failing him
3. 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 34th Annual General Meeting of the Company, to be held on on Monday, the 28th September, 2015 at 3:30 pm at 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:

1. To receive, consider and adopt the audited standalone& consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Auditors' and Board of Directors thereon.

2. To appoint a Director in place of Mr. Deepak Sethi (DIN:00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. (a) To ratify the appointment of M/s Walker Chandiok &Co., LLP, Chartered Accountants as Statutory Auditors of the Company for the Financial year 2015-16
   (b) To ratify the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial year 2015-16
4. Appointment of Ms. Archana Capoor as an Independent Director of the Company.
5. Appointment of Dr. Dinesh Kumar Goyal as an Independent Director of the Company
6. Appointment of Mr. Rishabh Sethi as Executive Director of the Company:
7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016
8. To approve payment of remuneration to Non-executive Directors of the Company

Affix Revenue Stamp

Signed this_____ day of _____, 2015

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.

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

ATTENDANCE SLIP

34th Annual General Meeting

Name of the Member (In Block Letters)	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	
DP ID/Client ID/Folio No.	
No. of Shares held	

I/We hereby record my/our presence at the 34th Annual General Meeting of the Members of SPML Infra Limited will be held on Monday, the 28th September, 2015 at 3:30 pm at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016

Signature of the Proxy.....Signature of the Member.....

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the entrance of the Meeting hall.
   NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
2. No briefcase, bag etc. shall be allowed inside the Meeting hall.
3. Please bring your copy of the Annual Report to the Meeting.
4. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

NOTE: NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE MEETING

REMOTE E-VOTING PARTICULARS

R-EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 22 of the Notice of the 34th Annual General Meeting of the Company before casting your vote through remote e-voting.

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

POSTAL BALLOT FORM (in lieu of Remote E-voting at the AGM)

Sr. No. .....

(1) Name and Address of Shareholder(s)
(Including Joint-holders, if any)
(IN BLOCK LETTERS)

(2) Registered Folio No.
DP ID No./Client ID No.

(3) No. of Shares held

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through remote e-voting/Postal Ballot for the business stated in the AGM Notice dated 31st August, 2015 of the Company by conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description of Resolution	Type of Resolution	No. of shares held by me	I/We assent to the Resolution (For) *Please tick (✓)*	I/We dissent to the Resolution (Against) *Please tick (✓)*
1.	To receive, consider and adopt the audited standalone & consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Auditors' and Board of Directors thereon.	Ordinary			
2.	To appoint a Director in place of Mr. Deepak Sethi (DIN:00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary			
3	(a) To ratify the appointment of M/s Walker Chandiok & Co., LLP, Chartered Accountants as Statutory Auditors of the Company for the Financial year 2015-16.	Ordinary			
3	(b) To ratify the appointment of M/s Sunil Kumar Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial year 2015-16.				
4.	Appointment of Ms. Archana Capoor as an Independent Director of the Company.	Ordinary			
5.	Appointment of Dr Dinesh Kumar Goyal as an Independent Director of the Company.	Ordinary			
6.	Appointment of Mr. Rishabh Sethi as Executive Director of the Company.	Ordinary			
7.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.	Ordinary			
8.	To approve payment of remuneration to Non-executive Directors of the Company.	Ordinary			

Place:

Date:

(Signature of the Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. In terms of Clause 35B of the Listing Agreement, those members, who do not have access to remote e-voting facility provided bythe Company for the AGM in accordance with the provisions of Section 108 of the Companies Act, 2013Read with Rule 20 of the Companies (Management and Administration) Rule, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate remote e-voting provided under Section 108of the Companies Act, 2013 at the 34thAGM of the Company.

2. Members who have not registered their e-mail addresses with the depositories or with the Company's Registrars are being sentthis Postal Ballot Form along with the Notice of AGM, the remote e-voting details and self-addressed envelope bearing name of scrutinizer through Courier/ Registered Post/Speed Post.

3. Members who have registered their e-mail addresses with its depositories or with Company's Registrars can cast their votes by remote e-voting facility.

4. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer at "The Scrutinizer", PTM& Co., Company Secretaries, SPML House, Plot No. 65, Institutional Area, Sector-32, Gurgaon-122001 (Haryana) not later than 5:00 P.M. on Saturday, September 26, 2015. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of members will be accepted. However, Ballot Form received after this date will be treated as if the reply from the member has not been received and therefore will be ignored.

5. A member may request for a duplicate Postal Ballot Form. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 4 above.

3. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.

4. Please note that members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. If members are opting for remote e-voting, then they should not vote by Postal Ballot or vice versa. However, in case Members cast their vote both by Postal Ballot and remote e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

5. The Postal Ballot Form should be completed and signed by the Members. In case of joint shareholding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.

6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

7. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on the cutoffdate of 21stSeptember2015. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced within the prescribed time limits.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

9. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).

10. A member need not use all the votes nor does he need to cast all the votes in the same way.

11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

13. The date of AGM will be the deemed date of passing resolution(s) through remote e-voting/Postal Ballot. It may also be noted that, in terms of Section 114 of the Companies Act, 2013, the Resolutions contained in the AGM Notice will be deemed to have been passed through remote e-voting and Postal Ballot Form unless the Poll is taken at the AGM.

14. The right of remote e-voting and Postal Ballot Form shall not be exercised by a Proxy.