

24th April, 2026

To,

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

(NSE Scrip Code: SPMLINFRA)

(BSE Scrip Code: 500402)

Sub: Notice Convening Extra-Ordinary General Meeting of the Company

Dear Sirs,

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SPML Infra Ltd. is submitting herewith the Notice convening the Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Saturday, the 16th day of April, 2026 at 12:30 P.M. through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the business as set out in the Notice of EGM attached. The copy of the above Notice is also available on the website of the Company .

The copy of the above Notice is also available on the website of the Company at www.spml.co.in

Kindly take the above on record.

Thanking you,

For SPML Infra Limited

Swati
Agarwal

Digitally signed
by Swati Agarwal
Date: 2026.04.24
19:01:32 +05'30'

Swati Agarwal
Company Secretary



SPML INFRA LIMITED

CIN: L40106WB1981PLC276372

Registered Office: 22, Camac Street, Block-A, 3rd Floor, Kolkata- 700016

Tel.: 033-40091200 E-mail: cs@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 WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") ON SATURDAY, THE 16TH DAY OF MAY, 2026 AT 12:30 PM TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

- 1. To approve the issuance of upto 3,09,141 Equity Shares by infusion of fresh fund on preferential basis to Non-promoter**

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (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 provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, 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 any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to create, offer, allot

and issue upto a maximum of 309,141 equity shares of the Company, having face value of Rs. 2/- each, at an issue price of Rs. 186 per equity share (including a premium of Rs. 184 per equity share) aggregating up to Rs. 5,75,00,226 /- (Rupees Five Crore Seventy Five Lakh Two Hundred Twenty Six only) by way fresh infusion of funds to the following allottees (hereinafter referred to as the "Proposed Allottee").

Sr. No.	Name of the Proposed Allottee	Category	Equity Shares to be allotted
1.	Classic Fintrex Pvt Ltd	Non-promoter	215,054
2.	Sunita Banthiya	Non-promoter	53,764
3.	Bijay Kumar Agarwal	Non-promoter	40,323

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the equity shares is April 16, 2026 being the date 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date").

RESOLVED FURTHER THAT the equity shares to be allotted 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 and be listed on Stock Exchanges where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or stock exchanges or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

Item No. 2:- To approve the issuance of upto 95,39,449 Warrants by infusion of fresh fund on preferential basis to Promoter Group and Non-promoter

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (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 provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, 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 any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to create, offer, allot and issue upto a maximum of 95,39,449 Warrants of the Company, having face value of Rs. 2/- each, at an issue price of Rs. 186 per equity share

(including a premium of Rs. 184 per equity share) aggregating up to Rs. 1,77,43,37,514 /- (Rupees One Hundred Seventy Seven Crore Forty Three Lakh, Thirty Seven Thousand, Five Hundred Fourteen only) by way fresh infusion of funds to the following allottees (hereinafter referred to as the “Proposed Allottee”).

Sr. No.	Name of the Proposed Allottee	Category	Warrants to be allotted
1.	Zoom Industrial Services Limited	Promoter group	20,16,000
2	Niral Enterprises Pvt Ltd	Promoter group	20,16,000
3	Rishabh Homes Private Limited	Promoter group	538,000
4	Manju Vijay Kedia	Non- Promoter	13,45,000
5	Classic Fintrex Pvt Ltd	Non- Promoter	2,15,054
6	Danta Vyapar Kendra Limited	Non- Promoter	6,75,000
7	Rama Alloys Pvt Ltd	Non- Promoter	6,75,000
8	Sampat Marketing Company Pvt. Ltd	Non- Promoter	6,75,000
9	ILEX Pvt. Ltd	Non- Promoter	6,75,000
10	Sunita Banthiya	Non- Promoter	26,882
11	Lalita Agarwal	Non- Promoter	11,000
12	Bijay Kumar Agarwal	Non- Promoter	40,323
13	Vishal Somani	Non- Promoter	10,500
14	Ramesh Sachdeva	Non- Promoter	1,00,000
15	Atul Kumar Somani	Non- Promoter	16,500
16	Anant Digga	Non- Promoter	1,61,290
17	Raunak Agarwal	Non- Promoter	5,400
18	Vivaya Enterprises Pvt Ltd	Non- Promoter	1,07,500
19	First View Trading Pvt Ltd	Non- Promoter	1,07,500
20	Ekta Credit Pvt Ltd	Non- Promoter	1,07,500
21	Sachin Kumar Chauhan	Non- Promoter	10,000
22	Devanshi Jhunjunwala	Non- Promoter	5,000

RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:

1. Form: The warrant shall be allotted in dematerialised form and shall be rupee denominated, unsecured, unlisted, unrated, compulsorily convertible and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
2. Consideration payable: an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
3. Conversion Ratio / Other Conversion Terms: Each warrants shall be convertible into 1 (One) equity shares of the Company having a face value of Rs.2/- (Rupees Two Only)

each in such a manner that the shareholding of promoter and promoter group shall not exceed 5% of the expanded paid-up capital after the conversion in any financial year.

The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price of Rs. 186/- including premium of Rs. 184/- per share in one or more tranches.

4. Interest: The warrants shall carry 'nil' interest.
5. Voting: The warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself until exercised and converted into equity shares shall not give the Warrant holder any rights with respect to that of an equity shareholder of the Company
6. Forfeiture: The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
7. Lock-in: the Warrants allotted in terms of this resolution shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulation, 2018.
8. Amendment of terms: The Board/Committee may, subject to the applicable laws and consent of the Warrant Holders, vary the terms of allotment and / or conversion of the Warrants, from time to time, as it may think fit in the best interest of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to exercise of right attached to the warrant allotted on a preferential basis, is 16th April, 2026, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of warrants 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 and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment

of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or stock exchanges or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."

Item No. 3:- To approve the issuance of upto 384858 equity shares to National Asset Reconstruction Company Limited (Non-promoter) by conversion of existing Loan on preferential basis

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (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 provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate

authorities, as applicable, 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 any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to create, offer, allot and issue upto a maximum of 384,858 equity shares of the Company, having face value of Rs. 2/- each, at an issue price of Rs. 186 per equity share (including a premium of Rs. 184 per equity share) aggregating up to Rs. 7,15,83,588 /- (Rupees Seven Crore Fifteen Lakh Eighty-Three Thousand Five Hundred Eighty-Eight only) by conversion of existing Loan into equity shares to National Asset Reconstruction Company Limited (hereinafter referred to as the "Proposed Allottee" or "NARCL"), Non-promoter.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the equity shares is April 16, 2026, being the date 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date").

RESOLVED FURTHER THAT the equity shares to be allotted 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 and be listed on Stock Exchanges where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or stock exchanges or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for

listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit."

By Order of the Board
For SPML Infra Limited

Sd/-

Date: 23rd April, 2026

Place: Kolkata

Swati Agarwal

Company Secretary

Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. Ministry of Corporate Affairs (the "MCA") vide in continuation of its General Circular No. 03/2025 dated September 22, 2025 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard (hereinafter, collectively referred as the "MCA Circulars") SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 read with earlier Circulars issued by SEBI as allowed companies to conduct their Extra Ordinary General Meetings (EGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical presence of the members at the common venue. In compliance with amended provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the EGM of the Company is being held through VC/OVAM on Saturday, the 16th day of May, 2026 at 12.30 PM. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.
3. The forthcoming Extraordinary General Meeting ("e-EGM") of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing e-EGM through VC/OAVM. The deemed venue of the Extraordinary General Meeting shall be the registered office of the Company, i.e, 22, Camac Street, Block-A, 3rd Floor, Kolkata- 700016.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the EGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will

- not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/ corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the EGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to cs@spml.co.in with a copy marked to evoting@nsdl.co.in.
 6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of EGM only in electronic mode. Members desirous of inspecting the same may send their requests at cs@spml.co.in from their registered e-mail addresses mentioning their names and folio numbers / DEMAT account numbers.
 8. Transfer of unclaimed/unpaid dividend & corresponding shares to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, (thereafter no dividend is declared by the Company) to the Investor Education and Protection Fund (IEPF) established by the Central Government, the detail of which has been uploaded on the Company's website www.spml.co.in.
 9. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated DEMAT Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has, transferred all the Equity Shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, after following the prescribed procedure, the detail shares so transferred to the IEPF Authority are available on the website of the Company at www.spml.co.in.
 10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
 11. 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/ Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), email address, bank details for payment of dividend, etc. A form for capturing the additional details is annexed to the Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).
 12. 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 Registered Office of the Company at 22, Camac Street, Block-A, 3rd Floor, Kolkata-700016 quoting their folio numbers. Members holding shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).
 13. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, shall be available for inspection from 25th April, 2026 to 15th May, 2026 on all working days from the date of dispatch of this EGM Notice at the registered office of the Company till the last date of remote e-voting by the Members
 14. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository, except in case of request received for transmission or transposition of securities. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
 15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company Maheshwari Datamatics Pvt. Ltd.

Further, SEBI has mandated to update PAN and Bank particulars with the RTAs, to exercise enhanced due diligence to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend / interest / redemption by the RTAs, Issuer Companies and Bankers to Issue.

Accordingly, the shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are requested to compulsorily furnish the details to the RTA for registration in the folio. As per the records with RTA, your folio needs to be updated with the PAN / complete Bank details so that the investments held by you will be fully protected with proper KYC compliance.

16. 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.
17. 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.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. Members will be able to attend the EGM through VC or OAVM or view the live webcast of the EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the EGM
20. E-voting: In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (as amended) and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, and the Circulars issued by the Ministry of Corporate Affairs dated September, 2023, October, 2024 and September, 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
21. Voting rights of the Members (for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 9th May, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date Saturday, 9th May, 2026 shall only be entitled to avail the facility of remote e-voting.
22. The login -id and password for participation and voting at the meeting has been separately provided along with this notice. Any Member as on the cut-off date who has not received the login id and password may obtain the same by sending a request at mdpldc@yahoo.com.
23. The Board of Director has appointed Mr. Tumul Maheshwari, Company Secretary in whole-time practice (Membership No. 16464), as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
24. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
25. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.spml.co.in and on the website of NSDL immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchanges.
26. Only those Members, who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the EGM.
27. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ("ODR") Portal**
 - a. This is to inform you that Securities and Exchange Board of India vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
 - b. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated





entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

- c. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

28. THE INSTRUCTION FOR MEMBER FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, the 13th day of May, 2026 at 09:00 A.M. and ends on Friday, the 15th day of May, 2026 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) 9th May, 2026 may cast their vote

in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning NSDL Mobile App is available on   ng experience.  

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 9th May, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their DEMAT accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities

Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) **If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.****
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 9th May, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in DEMAT mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 9th May, 2026 may follow steps mentioned in the Notice of the EGM under Step 1: "Access to NSDL e-Voting system"(above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@spml.co.in
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@spml.co.in. If you are an Individual shareholders holding securities in DEMAT mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their DEMAT account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under

"Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, DEMAT account number/folio number, email id, mobile number at cs@spml.co.in latest by 5.00 p.m. (IST) on Friday, 08th day of May, 2026.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
9. Members who need assistance before or during the EGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1, 2 & 3

Fund raising:- In order to finance the enhanced capital expenditure, and to ensure uninterrupted execution of ongoing projects and working capital operations, the Board has resolved to offer, allot and issue upto 309,141 Equity Shares of face value of Rs. 2 /- each and upto 95,39,449 Warrants to the following allottees at an issue price of Rs. 186/- per Equity Share (including a premium of Rs. 184/-) aggregating upto Rs. 1,83,18,37,740 /- by way of fresh infusion of funds.

Conversion of Loan:- The Company has entered into a Master Restructuring Agreement (“MRA”) dated May 17, 2024, and in accordance with the Sanction Letter dated March 14, 2024, issued by India Debt Resolution Company Ltd. (IDRCL), an exclusive resolution entity of National Asset Reconstruction Company Ltd. (NARCL), the Company is required to ensure that adequate additional shares are issued to NARCL so as to maintain its shareholding at 12.5% of the paid-up equity share capital of the Company at all times. Accordingly, it is proposed to issue additional equity shares to NARCL in advance, thereby ensuring continued compliance with the requirement to maintain its

12.5% shareholding and prevent any potential non-compliance. Accordingly, the Board has resolved to offer, allot and issue upto 384,858 Equity Shares of face value of Rs. 2 /- each to the NARCL at an issue price of Rs. 186 /- per Equity Share (including a premium of Rs. 184/-) aggregating upto Rs. 7,15,83,588 /- by way of conversion of loan.

The information pertaining to the proposed allotment of equity share and warrant is stated below read along with Guidance note on inclusion of “Object of the issue” in case of Preferential issues issued by Stock Exchanges vide circular dated December 13, 2022:

<p>Objects of the preferential issue</p>	<p>The net proceeds of the proposed preferential issue are proposed to be utilised for the following purposes:</p> <p>Capital Expenditure — BESS Facility Enhancement and Container Manufacturing Unit (₹ 100 Crore): The funds will be utilized towards expanding the BESS capacity from 2.5 GWh to 5 GWh and setting up the allied facilities for BESS including Container facilities of 600 pieces per annum. Please note, BESS Facility Enhancement and Container Manufacturing Unit constitute a single, integrated capital expenditure program</p> <p>1. BESS Facility Enhancement</p> <p>The proposed capital expenditure for the BESS facility shall include investment in plant and machinery, advanced assembly lines, testing and quality assurance infrastructure, automation systems, and related utilities and civil works. This expansion is aimed at:</p> <ul style="list-style-type: none"> • Increasing production capacity: Enabling the Company to execute a higher volume of BESS projects and cater to large-scale utility and commercial orders; • Improving operational efficiency: Adoption of automated and semi-automated processes to optimise turnaround time and reduce manual dependencies; • Enhancing product reliability and standardisation: Strengthening in-house testing capabilities and quality control systems to meet stringent technical and regulatory requirements; • Supporting scalability: Creating infrastructure capable of handling future growth in demand without significant incremental capital deployment. <p>The expansion assumes strategic importance in light of the increasing adoption of energy storage solutions in India, driven by renewable energy integration, grid stabilisation requirements, and policy support from the Government of India.</p> <p>2. Container Manufacturing Unit</p> <p>The Company also proposes to establish a dedicated Container Manufacturing Unit within the same facility, which will be utilised for manufacturing specialised containers used in BESS deployments.</p> <p>The proposed investment shall cover expenditure towards fabrication equipment, material handling systems, design and engineering capabilities, and supporting infrastructure. The key benefits of setting up this unit include:</p> <ul style="list-style-type: none"> • Backward integration: Reducing dependence on third-party vendors for container procurement; • Cost optimisation: Achieving better cost control through in-house manufacturing and economies of scale; • Quality control and standardisation: Ensuring consistent design specifications and adherence to project-specific technical requirements; • Improved supply chain efficiency: Mitigating delays and risks associated with external sourcing, thereby enabling timely project execution; • Faster deployment: Enhancing the Company’s ability to execute and deliver BESS solutions within compressed timelines. <p>Working Capital Requirements (₹ 37.39 Crore): The working capital requirements are primarily driven by the execution of projects awarded/to be awarded to the Company across the water, power, and Battery Energy Storage System (BESS) segments. The company is preferred L1 bidder for NTPC Baruani 1 GWh BESS EPC.</p>
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	<p>Working Capital Requirements (₹ 37.39 Crore): The working capital requirements are primarily driven by the execution of projects awarded/to be awarded to the Company across the water, power, and Battery Energy Storage System (BESS) segments. The These projects are execution-intensive in nature and require significant upfront deployment of funds prior to the receipt of milestone-based payments from customers. The infusion of funds is expected to strengthen the Company's liquidity position, enable efficient execution of its order book, and support timely completion of projects without undue reliance on external borrowings. The majority of the fund infusion shall be allocated to the aforesaid capital expenditure and working capital purposes, which are critical for securing and executing projects, given the significant growth prospects in the water, power, and BESS sectors for the current year and beyond. The allocation between the above heads may be interchangeable based on the actual requirements of the Company at the relevant time, subject to compliance with applicable laws and regulations.</p> <p>General Corporate Purposes (up to 25% of gross issue proceeds, ₹45.79 Crore): According to SEBI ICDR Regulations, up to 25% of the gross proceeds, , may be utilized for the general corporate purposes which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/ or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes").</p>								
	<p>Allotment to NARCL</p> <p>To maintain the Company's shareholding in National Asset Reconstruction Company Limited (NARCL) at 12.5%, in accordance with the Master Restructuring Agreement dated May 17, 2024, entered into between the Company and India Debt Resolution Company Limited (IDRCL), an exclusive resolution entity of NARCL. Further, to maintain a healthy equity-to-debt ratio by reducing the interest burden on the Company. Accordingly, it is proposed to issue aforesaid equity shares on preferential to NARCL by conversion of existing debt into equity shares of the Company.</p>								
<p>The amount of funds proposed to be utilised against each of the object shall be stated clearly</p>	<table border="1"> <tr> <td data-bbox="581 1182 1230 1245">Capital Expenditure — BESS Facility Enhancement and Container Manufacturing Unit</td> <td data-bbox="1239 1182 1502 1245">Rs. 100 Crores</td> </tr> <tr> <td data-bbox="581 1255 1230 1287">Working Capital Requirements</td> <td data-bbox="1239 1255 1502 1287">Rs. 37.39 crores</td> </tr> <tr> <td data-bbox="581 1297 1230 1329">General Corporate Purposes</td> <td data-bbox="1239 1297 1502 1329">Rs. 45.79 crores</td> </tr> <tr> <td data-bbox="581 1339 1230 1371">Total</td> <td data-bbox="1239 1339 1502 1371">Rs. 183.18 crores</td> </tr> </table>	Capital Expenditure — BESS Facility Enhancement and Container Manufacturing Unit	Rs. 100 Crores	Working Capital Requirements	Rs. 37.39 crores	General Corporate Purposes	Rs. 45.79 crores	Total	Rs. 183.18 crores
Capital Expenditure — BESS Facility Enhancement and Container Manufacturing Unit	Rs. 100 Crores								
Working Capital Requirements	Rs. 37.39 crores								
General Corporate Purposes	Rs. 45.79 crores								
Total	Rs. 183.18 crores								
<p>The tentative timeline for utilisation of issue proceeds for each of the object shall be clearly stated.</p>	<p>The Company shall utilise the proceeds of the issue within a period of one (1) year from the date of receipt of the respective funds. In respect of equity shares, the utilisation timeline shall be reckoned from the date of receipt of full subscription money.</p> <p>In respect of warrants, since 25% of the consideration is payable at the time of allotment and the balance 75% is receivable upon exercise (within 18 months from the date of allotment), the utilisation timeline of one (1) year shall be reckoned separately from the date of receipt of each tranche of funds.</p>								
<p>Till such time the issue proceeds are fully utilised, the issuer shall also disclose the mode in which such funds will be kept.</p>	<p>Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws</p>								

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition

and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

a. Maximum number of specified securities to be issued: It is proposed to offer, allot and issue upto 6,93,999 equity shares and 95,39,449 warrants which will be converted into an equal number of equity shares.

b. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer: Except Zoom Industrial Services Limited (Promoter Group), Niral Enterprises Pvt Ltd (Promoter Group) and Rishabh Homes Private Limited (Promoter Group), none of the other Promoters/Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares / warrants proposed to be issued under this Preferential Allotment.

c. Pricing of the Issue: Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 185.18 /- is determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares and warrant.

Accordingly, the pricing of the issue will be Rs. 186/-.

d. Relevant Date : The 'Relevant Date' for the purpose of determining the issue price is April 16, 2026 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

e. The class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to the following allottees:

Sr. No.	Name of the Proposed Allottee	Current Category	Proposed Category
1.	Zoom Industrial Services Limited	Promoter group	Promoter group
2	Niral Enterprises Pvt Ltd	Promoter group	Promoter group
3	Rishabh Homes Private Limited	Promoter group	Promoter group

4	Manju Vijay Kedia	Non- Promoter	Non- Promoter
5	Classic Fintrex Pvt Ltd	Non- Promoter	Non- Promoter
6	Danta Vyapar Kendra Limited	Non- Promoter	Non- Promoter
7	Rama Alloys Pvt Ltd	Non- Promoter	Non- Promoter
8	ILEX Pvt. Ltd	Non- Promoter	Non- Promoter
9	Sampat Marketing Pvt. Ltd	Non- Promoter	Non- Promoter
10	Sunita Banthiya	Non- Promoter	Non- Promoter
11	Lalita Agarwal	Non- Promoter	Non- Promoter
12	Bijay Kumar Agarwal	Non- Promoter	Non- Promoter
13	Vishal Somani	Non- Promoter	Non- Promoter
14	Ramesh Sachdeva	Non- Promoter	Non- Promoter
15	Atul Kumar Somani	Non- Promoter	Non- Promoter
16	Anant Digga	Non- Promoter	Non-
17	Raunak Agarwal	Non- Promoter	Promoter
18	Vivaya Enterprises Pvt Ltd	Non- Promoter	Non- Promoter
19	First View Trading Pvt Ltd	Non- Promoter	Non- Promoter
20	Ekta Credit Pvt Ltd	Non- Promoter	Non- Promoter
21	Sachin Kumar Chauhan	Non- Promoter	Non- Promoter
22	Devanshi Jhunjhunwala	Non- Promoter	Non- Promoter
23	National Asset Reconstruction Company Ltd	Non- Promoter	Non- Promoter

f. Shareholding Pattern of the issuer before and after the issue: The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

g. Proposed time within which allotment shall be completed : As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees :

Sr. No.	Name of the Allottee	Category	Ultimate Beneficial Owner
1.	Zoom Industrial Services Ltd	Promoter group	Mr. Abhinandan Sethi
2	Niral Enterprises Pvt Ltd	Promoter group	Mr. Sushil Sethi
3	Rishabh Homes Private Ltd	Promoter group	Mr. Sushil Sethi
4	Classic Fintrex Pvt Ltd	Non- Promoter	Abhishek Khaitan
5	Rama Alloys Pvt Ltd	Non- Promoter	Puran Mal Agrawal
6	ILEX Pvt. Ltd	Non- Promoter	Pranay Agarwal
7	Sampat Marketing Pvt. Ltd	Non- Promoter	Pranay Agarwal
8	Vivaya Enterprises Pvt Ltd	Non- Promoter	Isha Khaitan

9	First View Trading Pvt Ltd	Non- Promoter	Arvind Goenka
10	Ekta Credit Pvt Ltd	Non- Promoter	Isha Khaitan
11	Danta Vyapar Kendra Ltd	Non- Promoter	Non-Applicable*
12	National Asset Reconstruction Co. Ltd	Non- Promoter	Non-Applicable**

** Danta Vyapar Kendra Ltd is listed Company and as per the proviso of Regulation 163(f), if there is any listed company in the chain of ownership of the proposed allottee, no further disclosure will be necessary*

***The Hon'ble Finance Minister, in the Union Budget 2021 announced the formation of an ARC-AMC structure, comprising of two entities viz. National Asset Reconstruction Company Limited (NARCL), and India Debt Resolution Company Limited (IDRCL) for aggregation and resolution of Non-Performing Assets (NPAs) in the Banking Industry. NARCL a government entity, has been incorporated on 7th July 2021 with majority stake held by Public Sector Banks and balance by private banks with Canara Bank being the sponsor bank. It is registered with the Reserve Bank of India as an Asset Reconstruction Company under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.*

i. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:

Sl. No.	Category	Pre issue Shareholding		No. of Equity proposed to be allotted	No. of warrants proposed to be allotted	Post-Preferential Shareholding assuming full conversion of warrant	
		Shares	%			Shares	%
1	Zoom Industrial Services Limited	1,45,96,293	17.39	-	20,16,000	1,66,12,293	17.64
2	Niral Enterprises Pvt Ltd	75,95,270	9.05	-	20,16,000	96,11,270	10.21
3	Rishabh Homes Private Limited	-	-	-	5,38,000	5,38,000	0.57
4	Manju Vijay Kedia	-	-	-	13,45,000	13,45,000	1.43
5	Classic Fintrex Pvt Ltd	-	-	2,15,054	2,15,054	4,30,108	0.46
6	Daanta Vyapar Kendra Limited	-	-	-	6,75,000	6,75,000	0.72
7	Rama Alloys Pvt Ltd	-	-	-	6,75,000	6,75,000	0.72
8	Sampat Marketing Company Pvt. Ltd	-	-	-	6,75,000	6,75,000	0.72
9	ILEX Pvt. Ltd	-	-	-	6,75,000	6,75,000	0.72
10	Sunita Banthiya	-	-	53,764	26,882	80,646	0.09
11	Lalita Agarwal	-	-	-	11,000	11,000	0.01
12	Bijay Kumar Agarwal	-	-	40,323	40,323	80,646	0.09
13	Vishal Somani	12,700	0.02	-	10,500	23,200	0.02
14	Ramesh Sachdeva	31,929	0.04	-	1,00,000	1,31,929	0.14
15	Atul Kumar Somani	300	0.00	-	16,500	16,800	0.02
16	Anant Digga	-	-	-	1,61,290	1,61,290	0.17
17	Raunak Agarwal	-	-	-	5,400	5,400	0.01
18	Vivaya Enterprises Pvt Ltd	-	-	-	1,07,500	1,07,500	0.11
19	First View Trading Pvt Ltd	-	-	-	1,07,500	1,07,500	0.11
20	Ekta Credit Pvt Ltd	-	-	-	1,07,500	1,07,500	0.11
21	Sachin Kumar Chauhan	-	-	-	10,000	10,000	0.01
22	Devanshi Jhunjhunwala	-	-	-	5,000	5000	0.01
23	National Asset Reconstruction Co. Ltd	1,05,32,614	12.55	3,84,858	-	1,09,17,472	11.60
Total					6,93,999	95,39,449	

j. Changes in control, if any, in the Company consequent to the issue: There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares and on allotment of equity shares upon exercise of warrants.

k. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price : The Company has made the following allotments of equity shares during the financial year 2026-27 till date:

Sl. No.	Name of the Allottees	Category	Date of Allotment	Shares Allotted	Issue Price (INR)
1.	Niral Enterprises Pvt. Ltd	Promoter	10.04.2026	850,000	215
2.	Niral Enterprises Pvt. Ltd		22.04.2026	18,94,717	215
3.	SPML India Ltd		22.04.2026	465,116	215
4.	Tusk Investments Ltd	Non-Promoter	22.04.2026	755,000	215
5.	Vivaya Enterprises Pvt Ltd		22.04.2026	23,250	215
6.	Jalan Family Office LLP		22.04.2026	116,000	215
7.	Completion Trade & Commerce Pvt Ltd		22.04.2026	116,280	215
8.	Maithan International		22.04.2026	120,000	215
9.	Ritesh Agarwal		22.04.2026	37,500	215
10.	Shakti Finvest Pvt Ltd		22.04.2026	2,79,070	215
11.	Interglobe Overseas Ltd.		22.04.2026	50,000	215
12.	Pramod Jain		22.04.2026	30,000	215
13.	Rishav Digga		22.04.2026	244,186	215
14.	Arati Chakraborty		22.04.2026	37,500	215
15.	Rekha Jhunhunwala		22.04.2026	5,625	215
16.	Ranjan Sachdeva		22.04.2026	47,350	215
17.	Ritika Jain		22.04.2026	5,250	215
18.	Seema Sharma		22.04.2026	9,000	215
19.	Rajni Sharma		22.04.2026	9,000	215

- l. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer : Not applicable.
- m. Lock in restrictions: The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.
- n. Certificate from Practicing Company Secretary: A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://www.spml.co.in/investors/others>
- o. Undertaking in accordance with SEBI ICDR Regulations 2018:
- i. Since the Equity Shares of the Company have been listed on the NSE & BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- ii. all the Equity Shares held by the proposed allottee in the Company are in dematerialized form only;
- iii. The proposed allottee has not sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
- iv. No person belonging to the promoter group has previously subscribed to any warrants of the Company but failed to exercise them in the last one year.
- v. Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.
- vi. None of the Promoters or Directors of the Company are fugitive economic offenders.
- None of the Promoters, Directors and Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company.
- The Board recommends the Special Resolution set out in Item No. 1, 2 and 3 of this Notice for approval of the members.

By Order of the Board
For SPML Infra Limited

Sd/-

Date: 23rd April, 2026

Place: Kolkata

Swati Agarwal
Company Secretary

Annexure-1

Sl. No.	Category	Pre issue Shareholding		Post issue Shareholding after allotment of Equity Share and before conversion of proposed warrants		Post issue Shareholding after allotment of Equity on conversion of proposed warrants	
		No. of Shares	%	No. of Shares	%	(No. of Shares)	%
A	Promoter Holding						
1	Indian						
	Individual/ HUF	4,100,116	4.89	4,100,116	4.85	4,100,116	4.35
	Bodies Corporates	30,275,674	36.08	30,275,674	35.78	34,845,674	37.01
	Any Other Specify	-	-	-	-		-
	Sub-Total (A1)	34,375,790	40.96	34,375,790	40.63	38,945,790	41.37
2	Foreign Promoters	-	-	-	-	-	-
	Sub-Total (A2)	-	-	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	34,375,790	40.96	34,375,790	40.63	38,945,790	41.37
B	Non-Promoter Holding						
1	Institutional Investors	-	-	-	-	-	-
	Alternate Investment Fund	356,589	0.42	356,589	0.42	356,589	0.38
	FI's Banks/ UTI	1,145,406	1.36	1,145,406	1.35	1,145,406	1.22
	Asset Reconstruction Company	10,532,614	12.55	10,917,472	12.90	10,917,472	11.60
	Total (B1)	12,034,609	14.34	12,419,467	14.26	12,419,467	13.19
2	Institutional (Foreign)						
	Foreign Portfolio Investors	432,625	0.52	432,625	0.51	432,625	0.46
	Total (B2)	432,625	0.52	432,625	0.51	432,625	0.46
3	Non- Institutional Investors						-
	Directors and their relatives (excluding independent directors and nominee directors)	54,147	0.06	54,147	0.06	54,147	0.06
	Key Managerial Personnel	2,293	0.00	2,293	0.00	2,293	0.00
	Bodies Corporates	10,637,698	12.68	10,852,752	12.83	14,090,306	14.97
	Indian Public	20,923,977	24.93	21,018,064	24.84	22,749,959	24.16
	Clearing Member	1,901,076	2.27	1,901,076	2.25	1,901,076	2.02
	Others including NRI's	3,420,245	4.08	3,420,245	4.04	3,420,245	3.63
	IEPF	133,719	0.16	133,719	0.16	133,719	0.14
	Total (B3)	37,073,155	44.18	37,382,296	44.18	42,351,745	44.98
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)	49,540,389	59.04	50,234,388	59.37	55,203,837	58.63
	Total (A+B)	83,916,179	100.00	84,610,178	100.00	94,149,627	100.00

* Pre-issue shareholding (includes the allotment of 6,65,000 equity shares, 8,50,000 equity shares and 42,44,844 equity shares made on March 12, 2026, April 10, 2026 and April 22, 2026- Listing and Trading approval under process

* Pre-issue shareholding (includes the allotment of 5,60,000 equity shares and 3,25,000 equity shares made on February 17, 2026 and March 02, 2026- Trading approval under process