

6<sup>th</sup> September, 2017

To,

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

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

**(NSE Scrip Code: SPMLINFRA)**

**(BSE Scrip Code: 500402)**

**Sub: Notice convening the 36<sup>th</sup> Annual General Meeting (AGM) of the Company**


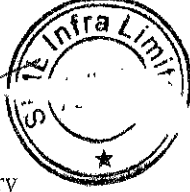
Dear Sirs,

With reference to the captioned subject and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice convening the 36<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Friday, the 29<sup>th</sup> day of September 2017 at 03:30 PM at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 to transact the business as set out in the Notice of the 36<sup>th</sup> AGM.

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

Thanking you,

For SPML Infra Limited

  
  
**Abhay Raj Singh**  
Company Secretary  
Enc.: a/a

## SPML INFRA LIMITED

CIN : L40106DL1981PLC012228

22, Camac Street, Block - A, 3rd Floor, Kolkata - 700 016

Tel : 91-033-4009 1200, Fax No. : 033- 4009 1303

E-mail : info@spml.co.in, Website : www.spml.co.in

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

New Delhi-110020





## SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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

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

### NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of SPML Infra Limited will be held on Friday, the 29th day of September, 2017 at 03:30 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 Standalone Audited Financial Statements of the Company together with the Audited Consolidated Financial Statements for the financial year ended March 31, 2017 along with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint M/s Maheshwari & Associates, Chartered Accountant (Firm's Registration No. 311008E) as Statutory Auditor of the Company and fix their remuneration and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Maheshwari & Associates, Chartered Accountants (FRN No. 311008E), be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of this Annual General Meeting (i.e. 36th AGM) till the conclusion of the 41st Annual General Meeting of the Company to be held in the calendar year 2022, at such remuneration as may be agreed upon and fixed by the Board of Directors."

#### SPECIAL BUSINESS:

4. To approve alteration of Articles of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded, to amend the Articles of Association of the Company by substituting existing Article No.215 relating to appointment of Statutory Auditor as under:

<b>Article 215: Auditors</b>	<i>Subject to the provisions of the Act, the Company shall continue to appoint any one of (a) Ernst and Young; (b) Deloitte Touche and Tomhatsu; (c) KPMG; (d) Price Waterhouse Coopers; (e) Walker, Chandio &amp; Co. LLP; and (f) any other Auditor of Repute as its Statutory Auditors.</i>
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of aforesaid resolution including filing of relevant e-forms with the prescribed authority."

5. To ratify the remuneration of Cost Auditor for the Financial Year 2017-18

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration amounting to Rs. 1,00,000/- (Rupees One lakh only) plus applicable taxes and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board payable to M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452) as the Cost Auditor to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time for the Financial Year 2017-18, be and is hereby ratified.

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. To approve revision in the remuneration of Mr. Abhinandan Sethi, Chief Operating Officer 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded for revision in the remuneration of Mr. Abhinandan Sethi, who being the son of Mr. Subhash Chand Sethi, Chairman & Wholetime Director, is a related party and who holds the office or place of profit in the Company in the capacity of the Chief Operating Officer of the Company (or such other designation as may be assigned to him from time to time by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and the Audit Committee of the Board of Directors) at a monthly salary of Rs. 6,00,000/- (Rupees Six lacs Only) with effect from 1st October 2017

RESOLVED FURTHER THAT apart from the above said salary, Mr. Abhinandan Sethi shall also be entitled to the following benefits / perquisites:

- a. Contribution to 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 a rate not exceeding half a month's salary for each completed year of service;
- c. Encashment of leave at the end of the tenure.
- d. Reimbursement of medical expenses subject to the ceiling of one months salary.

- e. Payment of Insurance Premium subject to ceiling of one month's salary.
- f. Payment of Club Membership fees subject to maximum of three clubs.
- g. Reimbursement of bills for use of mobiles and phone/fax at residence including internet broadband.
- h. Provision of car with maintenance, driver and actual fuel for business use;
- i. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby also authorised to increase the remuneration of Mr Abhinandan Sethi w.e.f. 1st April 2018 and thereafter at the end of every 12 months by a maximum of 25% per annum of the remuneration payable for the financial year preceding to the financial year in respect of which such increment pertains.”

RESOLVED FURTHER THAT the Board of Directors (including Nomination & Remuneration Committee, Audit Committee or any other Committee of the Board) shall have liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities, break-up of salary of Mr Abhinandan Sethi, within the maximum limit approved by the shareholders (including the aforesaid annual increments as approved by the Board from time to time) and to do all such acts, deeds or thing as it may in its absolute discretion deem, fit, proper and expedient including execution of any deeds, documents or papers to give effect to this resolution.”

By Order of the Board  
For SPML Infra Limited

Sd/-

Abhay Raj Singh  
Company Secretary

Date: 25.08.2017  
Place: Kolkata

## Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of this notice.

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

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

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.

3. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. In terms of the requirements of the Companies Act 2013, the Audit Committee and Board of Directors of the Company have recommended the appointment of M/s. Maheshwari & Associates, Chartered Accountants (FRN No. 311008E) as Auditors of the Company, in place of the retiring Auditors of the Company, M/s. Sunil Kumar Gupta & Co., Chartered Accountants, whose term of appointment is expiring at the end of the ensuing Annual General Meeting of the Company, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (i.e. 36th AGM) till the conclusion of the 41st Annual General Meeting of the Company to be held in the calendar year 2022, at such remuneration as may be mutually decided by

the Board of Directors of the Company. M/s. Maheshwari & Associates, Chartered Accountants have given their consent and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. Further M/s. Maheshwari & Associates, Chartered Accountants have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

5. Details of Directors retiring by rotation / seeking appointment / re-appointment at the AGM are provided in the "Annexure" to the Notice in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
6. Members/proxies/ Authorized Representatives are requested to bring to the Meeting the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. The Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Resolution authorising their representative to attend and vote on their behalf at the meeting.
7. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Members wishing to claim dividends that remain unclaimed are requested to correspond with Registrar and Share Transfer Agent or the Company Secretary at the Company's registered office. Further, Members are requested to note that dividends remaining unclaimed for seven years from the date they become first due for payment will as per Section 124 of the Companies Act, be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central

Government under the provisions of the Companies Act. It may be noted that unpaid dividend for the financial year ended 31st March 2010 shall become due for transfer to IEPF in the month of October, 2017.

Further, Members may also note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 the Company is required to transfer to the IEPF Authority all the equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. Therefore, in accordance with the aforesaid provision of the Companies Act, 2013 together with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared, for the Financial Year 2009-10 or earlier Financial Years, has not been paid or claimed by the members for seven consecutive years or more.

8. The Notice of the AGM along with the attendance slip and Proxy form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s), unless a Member request for the hard copy of the same. For the Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
9. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
10. Members may also note that the Notice of the AGM and the Annual Report of the Company for the Financial Year 2016-17 will also be available on the Company's website at [www.spml.co.in](http://www.spml.co.in)
11. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days from the date of despatch of Notice until the date of the Annual General Meeting.
12. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date on Friday, 22nd September,

2017. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. Friday, 22nd September, 2017 may obtain the login Id and password by sending a request at [mdpldc@yahoo.com](mailto: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/ 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).
14. Members holding shares in physical form are requested to intimate the change of address if any, to Registrar and Share Transfer Agent of the Company, viz. M/s Maheshwari Datamatics Pvt. Ltd., having their office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700001 and/or to the Company Secretary at the Corporate Office of the Company at 65, Institutional Area, Sector-32, Gurgaon- 122001 quoting their folio numbers. Members holding shares in electronic mode are requested to address all their correspondence to their respective Depository Participant(s).
15. In case of joint holders attending the AGM, 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.
16. 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.
17. The route map showing directions to reach the venue of the AGM is annexed.
18. 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, and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Company is providing e-voting facility to all its Members to enable them to cast their vote electronically for the items listed in Notice for the 36th Annual General Meeting of the Company. The Members have options to vote either through e-voting or through the Ballot Forms. The Company has engaged services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to the Members.

19. The Board of Director has appointed Mr. R.S. Bhatia, Company Secretary in whole-time practice, New Delhi as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
20. The facility for voting, through Ballot Paper, will also be available at the AGM and the Members attending the AGM, who have not cast their vote by remote e-voting, shall be eligible to exercise their right at AGM through ballot papers. Members who have casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
21. Members can opt for only one mode of voting i.e. either by physical ballot or remote e-voting. In case Members cast their votes through both the modes then voting casted through e-voting shall be treated as valid and the voting through physical ballot Form shall be treated as invalid.
22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
23. Poll at the meeting: After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for e-voting and poll. A person, whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories as on the cut-off date on Friday, 22nd September, 2017 and who have not casted their vote by remote e-voting 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 casted 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 casted in favour or against, if any, to the Chairman or the Managing Director or a person authorised by him in writing who shall countersign the same. The Chairman or the Managing Director 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 at [www.spml.co.in](http://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.

24. Instructions for e-Voting are as follows:
  - i) The voting period begins on Tuesday, the 26th Day of September, 2017 at 09:00 A.M. and ends on Thursday, the 28th Day of September, 2017 at 05:00 P.M. During this period the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - iii) Click on Shareholders.
  - iv) Now Enter your User ID:-
    - a. For CDSL : 16 digits beneficiary ID
    - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v) Next enter the Image Verification as displayed and Click on Login.
  - vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

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

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) above.</li> </ul>

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

- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN relevant for the SPML Infra Limited.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

## EXPLANATORY STATEMENT

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

Pursuant to provisions of Section 102 of the Companies Act, 2013, the material facts concerning the Special Business at Item Nos. 4, 5 & 6 of the accompanying Notice are enumerated herein below:

### Item No. 4

Pursuant to the provision of Section 14 of the Companies Act, 2013 the permission of Shareholders by way of passing a Special Resolution is required before altering any of the Articles of the Articles of Association of the Company.

The Company in order to widen the scope of appointment of the Statutory Auditor of the Company has proposed to alter the provisions of its existing Article 215 pertaining to appointment of Statutory Auditors by adding Clause (f) in the existing Article 215 of the Company after Clause (e) and accordingly now any Auditor of Repute can be appointed as the Statutory Auditor of the Company in addition to the existing prescribed Auditors viz.(a) Ernst and Young; (b) Deloitte Touche and Tomhatsu; (c) KPMG; (d) Price Waterhouse Coopers; (e) Walker, Chandiook & Co. LLP.

The Board of Directors of the Company in their Meeting held on 25th August, 2017 has approved the aforesaid proposal and recommended the same for approval of the Members by way of passing the Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financial or otherwise, in the resolution as set out at Item No. 4 except to the extent of their respective shareholding in the Company, if any.

### Item No. 5

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to get its Cost Records audited by a Qualified Cost Accountant, who should be a Member of the Institute of Cost Accountants of India. Accordingly, on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 25th August, 2017 has appointed M/s. Bikram Jain & Associates, Cost Accountants bearing (ICWAI Membership No. 32452) as the Cost Auditor of the Company for the Financial Year 2017-18 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit

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

the consideration of the shareholders.

M/s Bikram Jain & Associates have furnished their Consent to act as the Cost Auditors as well as a certificate stating their eligibility for appointment as Cost Auditors of the Company.

Your Directors recommend the Ordinary Resolution as set out at item no. 5 for the approval of the Members. None of the Director is interested in this resolution.

### Item No.6

Mr. Abhinandan Sethi, who is holding the office or place of profit in the Company in the position of Chief Operating Officer (COO) of the Company, was appointed to office or place of profit in terms of the provisions of Companies Act, 1956 read with rules framed thereunder at a monthly remuneration of Rs. 2 Lac wef 1st December 2011 by way of a Special Resolution passed by the Shareholders through Postal Ballot on 24th February 2012. Presently, Mr Abhinandan Sethi, COO is looking after the substantially the whole of the affairs of all the business vertical of the Company and is actively involved in the daily activities of the Company. Mr. Abhinandan Sethi is holding the degree of Bachelors in Business Administration (BBA) from Boston University School of Management at Boston, Massachusetts, USA.

Considering the performance and initiatives taken by Mr. Abhinandan Sethi for the Company and his deliberate involvement in all the affairs of the Company across all the business vertical and in order to make him more efficient and to perform his role in a better way and after considering the fact that since appointment his remuneration has not been revised. The Remuneration and Nomination Committee reviewed his performance and was of the view that to justify the dynamism of Mr. Abhinandan Sethi and considering the business challenges to deal with the growth plan, Mr. Abhinandan Sethi should be compensated with a remuneration that is similar to the top senior management in the Company, industry and market trend and which is also in sync with his present roles and responsibilities associated with his position in the Company. The Committee accordingly recommended to the Board the proposed revision of the remuneration of Mr Abhinandan Sethi and subject to the Shareholders approval, the Board of Directors of the Company in their Meeting held on 25th August, 2017 has also approved the same.

Further, Mr. Abhinandan Sethi, being the son of Mr Subhash Chand Sethi, Chairman and Wholetime Director is a related party and therefore in terms of requirement of the provisions of Rule 15(3)(ii)(b) Companies (Meeting of the Board and its



Powers), Rules 2014 read with Section 188 of the Companies Act, 2013, the proposed monthly remuneration, being in excess of the prescribed limit of Rs. 2.5 Lacs, shall be required to be approved by the Shareholders by way of passing an Ordinary Resolution.

The Proposed remuneration shall be effective from 1st October, 2017.

The particulars of the transaction pursuant Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a) Name of the related party	:	Mr. Abhinandan Sethi
(b) Name of the Director or Key Managerial Personnel who is related	:	Mr. Subhash Chand Sethi, Chairman & Wholetime Director, Mr Sushil Sethi, Managing Director and Mr Deepak Sethi, Non- Executive Director
(c) Nature of relationship	:	Mr. Abhinandan Sethi is the son of Mr. Subhash Chand Sethi, Chairman & Wholetime Director and is also one of the Promoters of the Company.
(d) Nature, material terms, monetary value and particulars of the contract or arrangement	:	Mr. Abhinandan Sethi, who is holding the office or place of profit in the Company, in the capacity of the Chief Operating Officer (COO). Considering the significant contribution of Mr. Abhinandan Sethi in the Company and in view of present market trend, the Nomination and Remuneration Committee reviewed the performance of Mr. Abhinandan and recommended the revision in the remuneration of Mr. Abhinandan Sethi as set out in the Resolution at item no 6 of the Notice.  Further, the Board of Director (including any committee thereof) shall be authorised to review and increase the remuneration on annual basis subject to maximum of 25% w.e.f. 1st April 2018 and thereafter at the end of every 12 months.
Payment Schedule	:	Monthly Salary and other perquisites as referred in the Resolution at item No. 6 of the Notice.
Duration of the contract	:	Mr. Abhinandan Sethi has been appointed under a contract of employment pursuant to which he may function according to the directions as may be given by the Company from time to time. Contract will continue as long as he remains an employee as per the contract of employment.
Any other information relevant or important for the members to take a decision on the proposed resolution	:	Kindly refer to the qualifications and experience as mentioned aforesaid under this item of business.

The transaction being a related party transaction has also been approved by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their respective meetings held on 25th August, 2017, subject to approval of the Members pursuant to Section 188 of the Companies Act, 2013

In terms of the provisions of Section 188 of the Companies Act, 2013, the proposed Ordinary Resolution seeks approval of the members of the Company, for revision in remuneration payable to Mr Abhinandan Sethi w.e.f. 1st October 2017.

The Members are further informed that no Member of the Company being a related party or having any interest in the resolution as set out at item No. 6 shall be entitled to vote on this Ordinary Resolution.

Except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi and Mr. Deepak Sethi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board recommends the special resolution given at item no. 6 for the approval of the Members of the Company.

By Order of the Board  
For SPML Infra Limited

Sd/-

Abhay Raj Singh  
Company Secretary

Date: 25.08.2017

Place: Kolkata

## ANNEXURE

### DETAILS OF THE DIRECTORS RETIRING BY ROTATION AND SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Name	Mr. Sushil Kumar Sethi
Date of Birth & Age	22.07.1958 (59 years)
Date of Appointment	27.08.1981
Qualification	Graduate
Brief Resume and Expertise in specific functional area	<p>Mr Sushil Kumar Sethi has rich experience of more than 4 decades in the execution of EPC contracts in Water Supply, Power and Infrastructure Development Projects.</p> <p>He has spear headed the business strategies and diversification activities of the group by focusing on both the organic and inorganic business acquisitions. His charismatic client interactions have ensured new as well as repeat business for the group. He has been instrumental in conceptualizing and leading urban environmental management initiatives.</p>
Terms and Conditions of Appointment / Reappointment	As per the resolution passed by the shareholders at the Annual General Meeting held on 26th September, 2014, Mr. Sushil Kumar Sethi was re-appointed as Managing Director, liable to retire by rotation.
Relationship between Directors inter-se	Mr. Sushil Kumar Sethi is the brother of Mr. Subhash Chand Sethi, Chairman and Wholetime Director and also brother of father of Mr Deepak Sethi, Non-Executive Director of the Company.
Directorship held in other listed Companies	Nil
Membership/Chairmanship of Committees of Other Boards	Nil
Shareholding	1,056,985 equity shares comprising 2.88% of the total Share Capital of the Company





## 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

### PROXY FORM

(Form No. MGT-11)

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

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

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

- Name: .....  
Address: .....  
..... Signature: ..... or failing him/her
- Name: .....  
Address: .....  
..... Signature: ..... or failing him/her
- Name: .....  
Address: .....  
..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2017 at 03:30 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:

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company together with the Audited Consolidated Financial Statements for the financial year ended March 31, 2017 along with the Report of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
- To appoint M/s Maheshwari & Associates, Chartered Accountant (Firm's Registration No. 311008E) as Statutory Auditor of the Company and fix their remuneration.
- To approve Alteration of Articles of Association of the Company.
- To ratify the remuneration of Cost Auditor for the Financial Year 2017-18.
- To approve revision in the remuneration of Mr. Abhinandan Sethi, Chief Operating Officer of the Company

Signed this ..... day of ..... 2017.

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of the Proxy holder(s)

Affix  
Revenue  
Stamp

#### 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

#### 36th Annual General Meeting

36th 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 36th Annual General Meeting of the Members of SPML Infra Limited scheduled to be held on Friday, the 29th September, 2017 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:**

- 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.
- No briefcase, bag etc. shall be allowed inside the Meeting hall.
- Please bring your copy of the Annual Report to the Meeting.
- 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

E-VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

**Note:** Please read the instructions carefully given in the Notice of the 36th Annual General Meeting of the Company before casting your vote through remote e-voting.



# SHAREHOLDERS PARTICULAR FOR ELECTRONIC CLEARING SERVICES (ECS) MANDATE

To  
(In case of Physical Holding)  
Maheshwari Datamatics Private Limited  
A/c: SPML Infra Limited  
23, R N Mukherjee Road,  
5th Floor, Kolkata- 700 001

To  
(In Case of Electronic Holding)  
The Depository Participant

Dear Sir,

## Sub: FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

I wish to participate in the Electronic Clearing Services (ECS) and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. For Shares held in physical form Folio No.:
2. For shares held in electronic form  
(Shareholders holding shares in electronic form i.e. in Demat mode, should forward this form to their respective Depository Participant).  
DP ID :.....  
Client ID :.....
3. Shareholder's Name: Shri/Smt/Kum/M/s: .....
4. Shareholder's Address .....
5. Particulars of Bank:  
\* BankName:.....  
\* Branch &Address :.....  
\* Mention the 9 digit-code number of the bank and : .....  
branch appearing on the MICR cheque issued by the bank  
(Please attach the photocopy of a cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number)  
\* Account Type (Please Tick) : Savings  Current  Cash Credit   
\* Account Number :.....  
(as appearing on the cheque book)
6. Date from which the mandate should be effective:.....

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company / Registrars & Share Transfer Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through ECS.

Place :

Date :

Signature of the First Shareholder





## ROUTE MAP FOR THE 36TH ANNUAL GENERAL MEETING VENUE

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

