

26<sup>th</sup>April, 2024

To,  
**National Stock Exchange**  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra (E), Mumbai-400051  
**(NSE Scrip Code: SPMLINFRA)**

**BSE Limited**  
PhirozeJeejeebhoy Towers  
Dalal Street,  
Mumbai-400001  
**(BSE Scrip Code: 500402)**

**Sub: Proceedings of Extra-ordinary General Meeting (EGM) of the Company held on 26<sup>th</sup> April, 2024 through Video Conference (VC)/ Other Audio-Visual Means (OAVM)**

Dear Sirs,

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the Extra- ordinary General Meeting (EGM) of the Shareholders of the Company was held today, i.e. Friday, the 26<sup>th</sup> April, 2024 at 12:30 P.M. through Video conference/ Other Audio Visual Means (VC/OAVM). The Meeting was held in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021, 10/2021, 20/2021 ,02/2022 ,11/2022 , 09/23 issued by the Ministry of Corporate Affairs and as per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

Mrs. Swati Agarwal, Company Secretary, welcomed the Members to the Meeting and briefed them on certain points relating to their participation at the Meeting through audio visual means.

Mr. Subhash chand Sethi, Chairman and Whole Time Director of the Company, chaired the Meeting. The Chairman welcomed the shareholders to the Meeting and on requisite quorum being present, called the Meeting to order.

Mr. Sushil Kumar Sethi Vice Chairman and Non- executive Director and Mr. Prem Singh Rana, Chairman of the Audit Committee, were present at the meeting.

With the consent of the Members present, the Notice convening the EGM was taken as read.

At this occasion the Chairman delivered his speech to the Shareholders.

The Company Secretary informed the Members that that the Remote e-Voting facility was open from 23<sup>rd</sup> April, 2024 Tuesday at 9:00 AM IST till 25<sup>th</sup> April, 2024 Thursday at 5:00 PM IST to all the Shareholders of the Company. She further informed that the members attending the EGM, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), who have not casted, their votes by Remote e-Voting, can cast their vote through e-Voting during the EGM.

**SPML INFRA LIMITED**

CIN: L40106DL1981PLC012228

113, Park Street, South Block, 7<sup>th</sup> Floor, Kolkata – 700 016

Ph: +91 33 2264 0307/ 0308

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

Regd. Office: F-27/2, Okhla Industrial Area, Phase-II, New Delhi - 110020



The Board of Directors had appointed Mr. Tumul Maheshwari, Practicing Company Secretary as the Scrutinizer to supervise the e-voting process.

In terms of the Notice dated 27<sup>th</sup> March, 2024 convening the EGM of the Company, the following businesses were transacted at the Meeting through remote e-voting.

**Special Business**

1. To approve the Memorandum of Understanding/Loan Agreement entered between the Company and the Promoter and Promoter Group.
2. To approve the Memorandum of Understanding/Loan Agreement entered between the Company and the Unsecured Creditor(s) (Non-Promoter(s)).
3. To approve the issuance of equity shares to Promoter and members of the Promoter Group for cash.
4. To approve the issuance of equity shares to promoter and members of the promoters group by conversion of existing Unsecured Loan on preferential basis.
5. To approve the conversion of part of the outstanding loans of the lenders of the Company as standing in the books of the Company into the Equity Shares as a part of the Restructuring of the debt of the Company on preferential basis.
6. To approve the conversion of part of the outstanding loans of the lenders of the Company as standing in the books of the Company into the Zero Coupon Non- Convertible Debentures (NCDs) of the Company in relation to restructuring of the debt of the Company on private placement basis.
7. To approve the issuance of Warrants to Promoter and members of the Promoter Group on preferential basis in cash.
8. To approve the issuance of Warrants to Unsecured Creditor on preferential basis by conversion of existing unsecured loan.
9. To approve the issuance of Warrants to Unsecured Creditor by way of conversion of loan on preferential Basis.
10. Shifting of the Registered Office of the Company.
11. Relinquishment of Optionally Convertible Debentures (OCDs) issued to the lenders of the Company pursuant to SPML S4A Scheme.

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Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman and the Company Secretary appropriately responded to the questions/concern raised.

The members were informed that the facility for e-voting on the NSDL platform would continue to remain open for 15 minutes from the conclusion of the Meeting to enable members to cast their vote.

The Chairman authorized Mrs. Swati Agarwal to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated voting results i.e remote e-voting and e-voting at the Extra-Ordinary General Meeting will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at [www.spml.co.in](http://www.spml.co.in) on receipt of the of the Report from Mr. Tumul Maheshwari Scrutinizer of the Company

The Chairman thanks to the Shareholders and the meeting was concluded at 01.30 PM (including time allowed for e-voting at EGM).

The above is for your information.

Thanking you,

Yours faithfully,  
**For SPML Infra Ltd**

Swati Agarwal  
Digitally signed  
by Swati Agarwal  
Date: 2024.04.26  
13:36:40 +05'30'

**Swati Agarwal**  
**Company Secretary**

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