



SPML Infra Limited

CIN: L40106DL1981PLC012228

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

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

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of SPML Infra Limited will be held on Tuesday, 6th January, 2015 at 11:30 a.m. at the Registered Office of the Company at F - 27/2, Okhla Industrial Area, Phase II, New Delhi - 110020 to transact the following Business:

SPECIAL BUSINESS:

1. Further Issue of capital / Issue of Equity Shares to Qualified Institutional Buyers (QIBs)

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company and also the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to offer, issue and allot in one or more tranches, to the investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements, of Equity Shares (hereinafter collectively referred to as “Securities”), whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed Rs. 75/- Cr, (Rupees Seventy Five Crore Only) (including green shoe, if any) and inclusive of such premium from time to time, such issue and allotment to be made at such time or times denominated in one or more currencies, at such price or prices in such manner and on such terms and conditions as the Board may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue / conversion / exercise / redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time.”

RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations (the “QIP Floor Price”). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on the QIP Floor Price. “

RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be -

- a) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- b) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari- passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT, the Board be authorized to appoint or modify the terms of appointment or terminate the appointment and enter into and execute all such agreements/contracts/arrangements with any Lead Manager(s) Manager(s), Global Coordinator(s), Book Runner(s), Underwriter(s), Guarantor(s), Depository(ies), Trustee(s), Custodian(s) Principal Paying Agent(s), Paying Agent(s), Conversion Agent(s), Transfer Agent(s), Process Agent(s), Listing Agent(s), Legal Advisor(s), Registrar(s), Bankers and any other agencies as may be involved or concerned in such offerings of Securities and to remunerate all such advisors and agencies by way of commission, brokerage, fees or the like including reimbursement of their actual expenses, and also to seek the listing of such Securities in one or more International / Domestic Stock Exchanges.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s).

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers in such manner as it may deem fit."

By Order of the Board of Directors

Place:Gurgaon
Date :5th December, 2014

-sd/-
Abhay Raj Singh
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("THE MEETING") MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the proxy, duly completed and stamped, must be deposited with the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. Notice of the EGM along with Attendance Slip / Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copy of the EGM Notice is being sent by permitted mode.
8. The Notice of the EGM shall be available on the Company's website www.spml.co.in. The notice shall also be available at the registered office of the Company for inspection during the normal business hours on working days. Members may write to us at info@spml.co.in for any queries or if they desire to have physical copy of the EGM Notice.
9. Members are requested to intimate immediately change of address, if any, to the Registrar & Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata - 700 001 and/or to the Company Secretary at the Corporate Office of the Company at 65, Institutional Area, Sector – 32, Gurgaon – 122001, quoting their folio numbers. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.
10. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent.
11. 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.
12. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
13. **To support the "Green Initiative" measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company's RTA.**
14. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and listing agreement with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their votes at the EGM by electronic means and the businesses may be transacted through e-voting as per instructions given below:
 - (a) **Date and time of commencement of voting through electronic means:** Monday, the 29th December, 2014 at 10:00 a.m.
 - (b) **Date and time of end of voting through electronic means beyond which voting will not be allowed:** Wednesday the 31st December, 2014 at 6:00 p.m.
 - (c) **Details of Website:** www.evotingindia.com.
 - (d) **Details of persons to be contacted for issues relating to e-voting:** Maheshwari Datamatics Private Limited Unit: SPML Infra Limited, 6, Mangoe Lane, Kolkata - 700 001, Tel No: 033-2248 2248, E-mail: mdpldc@yahoo.com.
 - (e) **Details of Scrutinizer:** Mr. Tumul Maheshwari, Practicing Company Secretary.
 - (f) The e-voting module shall be disabled for voting on 31st December, 2014 after 6:00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **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 (record date) as on 5th December, 2014.**

- (g) Mr. Tumul Maheshwari, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the EGM of the Company.
- (h) The results declared along with the Scrutinizer's Report shall be available on the Company's website. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) After that enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB OR Bank details in order to login. If 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 (iii) above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of the Company.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of 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.
- (xviii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

As required by Section 102(1) of the Companies Act, 2013, the following explanatory statements set out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice.

Item No. 1

Your Company is engaged in the Business of Urban Infrastructure Development, Water Treatment and Management, Solid Waste Management and Power Generation and Management. During the last 18 months the Company has been awarded contracts worth more than Rs. 4,000 Cr by various clients and the same are presently under execution.

The Company requires adequate capital to meet the needs of growing business. It is expected that the internal generation of funds would partially finance the Company’s requirement while the equity and debt raising would be another source of funds. With an objective to augment the long term resources, to enhance and strengthen the equity base, of Company, it is thus thought prudent to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets. The fund raising may be through a mix of equity/equity-linked instruments, as may be appropriate.

Members’ approval is sought for the issue of Equity Shares and/or securities linked to or convertible into Equity Shares or depository receipts of the Company.

The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Members’ approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders.

Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional share capital that may be issued would not be more than Rs. 75/- Crores, including

any premium thereof (as at the date when the Board recommended passing of the Special Resolution). The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects paripassu with the existing Equity Shares of the Company.

The Company may also opt for issue of securities through Qualified Institutional Placement. A Qualified Institutional Placement (QIP) of the shares of the Company would be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may opt to issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations').

These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue. Board may also sub-delegate the power conferred herein to any of its existing Committee of Directors or constitute a new Committee for the purpose.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date as defined in regulation 81(c) of the SEBI Regulations. The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, subject to Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, or any other guidelines / regulations / consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Stock Exchange for the same purpose is the BSE Limited/ National Stock Exchange of India Limited.

Shareholders' resolution approving QIP, shall be valid for 12 months from the date of passing of the resolution before which allotments under the authority of this resolution should be completed.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

By Order of the Board of Directors

Place:Gurgaon
Date :5th December, 2014

-sd/-
Abhay Raj Singh
Company Secretary



SPML Infra Limited

CIN: L40106DL1981PLC012228

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PROXY FORM

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / Client ID :

I/We being a member(s) of Shares of SPML Infra Limited, hereby appoint:

1. Name: E-mail ID.....
Address:..... Signature.....

or failing him

2. Name: E-mail ID.....
Address:..... Signature.....

or failing him

3. Name: E-mail ID.....
Address:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Tuesday, 06th January, 2015 at 11:30 A.M. at F – 27/2, Okhla Industrial Area, Phase II, New Delhi – 110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Further Issue of capital / Issue of Equity Shares to Qualified Institutional Buyers (QIBs)

Signed this day of, 2014.

Affix Re. 1
Revenue
Stamp

Signature of Shareholder

NOTE:

1. A proxy need not be a member.
2. The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

The Form should be signed across the stamp as per specimen signature registered with the Company.





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ATTENDANCE SLIP

Sr. No.....

Registered Folio/DP ID /Client ID	
Name and address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on 06th January, 2015 at 11:30 A.M. at F- 27/2, Okhla Industrial Area, Phase II, New Delhi – 110020.

Member's Folio No. /DP ID /Client ID	Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

Note:

1. Member / Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter
2. The copy of the Notice may please be brought to the Meeting Hall.

* Strike out whichever is not applicable

** Applicable only in case of investors holding shares in Electronic Form

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions for e-voting given in the Notice of Extra Ordinary General Meeting dated 6th January 2015. The Voting period starts at 10:00 AM on 29th December 2014 and ends at 6.00 P.M on 31st December 2014. The voting module shall be disabled by CDSL for voting thereafter.