

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 33rd Annual General Meeting of the Members of SPML Infra Limited will be held on Friday, the 26th September, 2014 at 11:00 a.m. 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 Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2014, the Auditors' Report thereon and the Report of the Board Directors.
2. To Appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

(a) **"RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Walker Chandok & Co., LLP, Chartered Accountants, bearing ICAI Registration No. N500013, be and are hereby appointed as the Joint Auditors of the Company for a term of 5 years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting in the Calendar year 2019, subject to the ratification of the appointment by the members at every AGM held after this AGM, on a remuneration as may be fixed by the Board of Directors of the Company.

(b) **"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration No. 003645N), be and are hereby appointed as the Joint Auditors of the Company for a term of 3 years from the Conclusion of this 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting in the Calendar year 2017, subject to ratification of the appointment at every annual general meeting hereinafter, at a remuneration as may be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS

4. **Appointment of Mr. R.L. Gaggar as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. R. L. Gaggar (DIN 00322904), a Non-executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from this 33rd Annual General Meeting till the 38th Annual General Meeting in the Calendar year 2019.

5. **Appointment of Mr. Sarthak Behuria as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. Sarthak Behuria (DIN 03290288), a Non-executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from this 33rd Annual General Meeting till the 38th Annual General Meeting in the Calendar year 2019.

6. **Appointment of Mr. Prem Singh Rana as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. Prem Singh Rana (DIN 00129300), who was appointed as Additional Director of the Company with effect from 10th February 2014 by the Board of Directors, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from this 33rd Annual General Meeting till the 38th Annual General Meeting in the Calendar year 2019.

7. Re-appointment of Mr. Subhash Chand Sethi as Chairman cum Whole Time Director:

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time and subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Subhash Chand Sethi (DIN: 00464390) as Chairman cum Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 01st January, 2015 to 31st December, 2019 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening the Meeting.

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

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

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

8. Re-appointment of Mr. Sushil Kumar Sethi as Managing Director:

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time and subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sushil Kumar Sethi (DIN: 00062927) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 01st January, 2015 to 31st December, 2019 on the terms and conditions including remuneration as set out in

the Explanatory Statement annexed to the Notice convening the Meeting.

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

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

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

9. Borrowing Power of the Board of Directors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Company at its Annual General Meeting held on 28th September, 2007 under Section 293(1)(d) of the erstwhile Companies Act, 1956 with respect to borrowing powers of the Board of Directors of the Company, consent of the Company be and is hereby accorded in terms of the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), to the Board of Directors of the Company, (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan, debentures (whether secured or unsecured), bonds, deposits, fund based, non-fund based limits, guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank or any Financial Institution or any other Institution, firm, body corporate, or other person or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company’s Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 1,000 Cr for fund based borrowing and Rs. 4,000 Cr for non-fund based borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute

discretion, consider necessary, expedient or desirable including power to sub-delegate and negotiate with the lending entities and to finalize and execute the documents and deeds, as may be applicable on such terms and conditions, as may be decided by the Board, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

10. Consent to mortgage hypothecate or create charge on all or any part of the movable and immovable properties of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Company at its Annual General Meeting held on 30th September, 2008 under Section 293(1)(a) of the erstwhile Companies Act, 1956 with respect to Board of Directors powers for mortgaging and or charging or hypothecation assets of the Company, consent of the Company be and is hereby accorded in terms of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), to the Board of Directors of the Company, (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage, create charge(s) and / or hypothecate, in addition to the existing mortgage(s), charges(s) and hypothecation(s), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, with or without the power to enter upon and take possession of the assets of the Company together with the power to take over the management of any business or concern of the company, in event of default, on all or any of the movable and or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings / financial assistance obtained or to be obtained from banks, public financial institutions, body corporates or any other party and / or to give a collateral security for the borrowings / guarantees of any group / associate Company or otherwise to charge the assets of the Company, for monies availed or to be availed by way of loans, (in foreign currency and / or in rupee currency) and securities (comprising fully or partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and or Secured / Un-Secured Premium Notes and / or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued / to be issued by the Company, from time to time, up to value not exceeding the limits approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest / additional / penal interest, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, debenture trust deeds or any other document, entered into or to be entered into between the Company and the lenders, agents and trustees in respect of

the said loans, borrowings, debentures, bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage, charge, hypothecation and / or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

11. Approval and adoption of the draft articles in substitution of the existing Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the draft articles contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the articles contained in the existing Articles of Association of the Company.

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

12. Consent to transfer certain investments of SPML Infra Limited to its wholly owned subsidiaries

To consider and if thought fit to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

RESOLVED THAT subject to the provisions of Section 188, 177 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, the Listing Agreement, as amended from time to time, the consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board which term shall be deemed to include any Committee of the Board) of SPML Infra Limited (‘SPML Infra’ or ‘the Company’) to transfer its investments held in the following subsidiaries, special purpose vehicles (SPV), associates and other companies as may be decided by the Board of Directors, at their respective cost of acquisition to its wholly owned subsidiary companies viz. SPML Infra Developers Limited (‘SIDL’) and SPML Infraprojects Limited (‘SIPL’).

A. Detail of investments to be transferred in SPML Infra Developers Limited (SIDL)

| Sl. No | Name of Company | Cost at which investment will be transferred to SIDL (Rs. in Lacs) |
|--------|---|--|
| 1 | Mizoram Mineral Development Corporation Limited | 7.30 |
| 2 | Subhash Kabini Power Corporation Limited | 1,358.63 |
| 3 | Bhagalpur Electricity Distribution Co Pvt Ltd | 1.00 |
| 4 | Mizoram Infrastructure Development Co. Ltd | 3.45 |
| 5 | Mizoram Power Development Corporation Ltd | 8.91 |
| 6 | Neogal Power Company Private Limited | 1,284.82 |
| 7 | Awa Power Company Private Limited | 1,684.99 |
| 8 | Luni Power Company Private Limited | 1,033.92 |
| 9 | IQU Power Company Private Limited | 1,005.53 |
| 10 | Binwa Power Company Private Limited | 436.09 |
| 11 | SPML Energy Limited | 995.50 |
| 12 | Gurha Thermal Power Company Ltd | 2.50 |
| | Total | 7,822.64 |

B. Detail of investments to be transferred to SPML Infraprojects Limited (SIPL)

| Sl. No | Name of Company | Cost at which investment will be transferred to SIPL (Rs. in Lacs) |
|--------|---|--|
| 1 | Jarora Nayagaon Toll Road Company Private Limited | 0.05 |
| 2 | Doon Valley Waste Management Private Limited | 2.50 |
| 3 | Jamshedpur Waste Processing Company Pvt Ltd | 0.35 |
| 4 | Bhilwara Jaipur Toll Road Private Limited | 3,695.86 |
| 5 | Madurai Municipal Waste Processing Co Pvt Ltd | 827.80 |
| 6 | Delhi Waste Management Limited | 29.25 |
| 7 | SPML Infrastructure Limited | 4,196.43 |
| 8 | ADD Urban Enviro Limited | 1,770.10 |
| | Total | 10,522.34 |

RESOLVED FURTHER THAT the Board be and is hereby authorised and execute such agreements, documents and writings as may be necessary or desirable and to do all such acts, deeds and things and to take such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any one or more directors of the Company.

By Order of the Board of Directors

Date : 16th of August, 2014
Place : Gurgaon

Abhay Raj Singh
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.

A person can act as a proxy on behalf of members not exceeding 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.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a credited copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2014 to 26th September 2014, (both days inclusive) for the purpose of Annual General Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto
6. 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.
7. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189, respectively under the Companies Act, 2013, will be available for inspection to the members at the AGM.
8. 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.
9. 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.
10. Members are requested to note that all dividends remaining unclaimed for seven years from the date they become first due for payment are now required to be transferred to the “Investor Education and Protection Fund” (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013. Members shall not be able to claim any unpaid dividend neither from the fund nor from the Company once unclaimed dividends are transferred to IEPF. It may be noted that unpaid dividend for the financial year ended March 31, 2007 shall become due for transfer to IEPF in the month of October 2014.
11. Brief resume of the Directors, seeking appointment/re-appointment at this AGM, including nature of their expertise in specific functional areas and names of companies in which they hold directorship and/or membership/ chairmanship of Board/ Committees, as stipulated under Clause 49 of Listing Agreement executed with the Stock Exchanges are provided in the Annexure attached to the Notice. The Board of Directors of the Company commends their appointment/ re-appointment.
12. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting along with the Annual Report already circulated to them. 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. Duplicate admission slips and/or copies of the report and accounts will not be provided at the AGM venue.
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 33rd AGM 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:** 18th September 2014 at 10:00 a.m.
- (b) **Date and time of end of voting through electronic means beyond which voting will not be allowed :** 20th September 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 20th September 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 22nd August 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 AGM 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.
 - 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.
- (iv) Next 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* | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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 Folio No. or client ID in the PAN field.</p> <p>* In case the Folio number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. For example If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN field.</p> |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account. |
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Bank details and Date of Birth 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)</p> |

- (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.
 - 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. 4 to 12 of the accompanying Notice.

Item No. 4, 5 & 6

The Company in terms of the provisions of Clause 49 of the Listing Agreement had appointed Mr. Sarthak Behuria and Mr. R.L. Gaggar as Independent Directors on various dates for complying with the requirement of the said Clause.

Mr. Prem Singh Rana who was appointed as Additional Director of the Company by the Board of Directors w.e.f. 10th February 2014 pursuant to the provisions of the then applicable provisions of Section 262 of the Companies Act, 1956, now being governed under the provisions of section 161(1) of the Companies Act, 2013 (the Act) and under power to the Board given in the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. Pre, Singh Rana shall hold office up to the date of this Annual General Meeting.

In terms of the requirements under Section 149 of the Companies Act, 2013, which came into effect from 1st April 2014, every listed company shall have atleast one-third of the total number of directors as independent directors who are not liable to retire by rotation.

Section 149 of the Act further provide that an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be counted in the total number of Directors subject to retirement by rotation. Presently the appointment of Mr. Sarthak Behuria and Mr. R.L. Gaggar is subject to retirement by rotation.

The above directors have given their consent to act as the Director of the Company and have also given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and also confirmed that they are not disqualified to be appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board Mr. Sarthak Behuria, Mr. R. L. Gaggar and Mr. Prem Singh Rana fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement.

Keeping in view their vast experience and knowledge, it will appropriate and in the best interest of the Company that Mr. Sarthak Behuria, Mr. R.L. Gaggar and Mr. Prem Singh Rana be appointed as Independent Directors of the Company.

The Copy of the draft letter for appointment of above Independent Director setting out the terms and conditions of their appointment are available for inspection by members at the Registered Office of the Company.

Save and except above, none of the other Directors/Key Managerial Personal of the Company / their relatives is, in any way or manner, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4, 5 & 6 of the Notice.

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

The brief profile of the Independent Directors to be re-appointed is given as under:

Mr. Sarthak Behuria who is a BA in Economics (Hon) from St. Stephens College, Delhi and MBA from IIM-Ahmedabad, has lead an illustrious career and corporate leadership experience of close to four decades. He has been the Chairman of Public Sector Giants such as Indian Oil Corporation and Bharat Petroleum Corporation Limited respectively.

He spent nearly 30 years with the latter, and had leadership experience across functions – Finance, HR, Marketing and Strategic Planning.

Amongst his several achievements, he is a recipient of the prestigious Scope Award for excellence and outstanding contribution to Public Sector Management – individual category 2006-07 from the Hon'ble Prime Minister of India.

Mr. R.L. Gaggar is a noted practicing lawyer from the High Court in Kolkata. He brings with him a rich experience in lawsuits and arbitration. His everlasting quality of determining truth has earned him major accolades. He has held major directorial positions in many of the renowned organizations in the country.

Mr. Prem Singh Rana, Ex Chairman & Managing Director of Housing and Urban Development Corporation (HUDCO) has over 40 years' experience in planning, designing, implementation, project management, housing and urban infrastructure finance, research & consultancy in the fields of Housing, Infrastructure & Urban

Development. He did B. Tech in Civil Engineering from IIT, Delhi, Post-Graduation in Town and Country Planning from School of Planning and Architecture, New Delhi and PhD in Transport Engineering and Management. He has also been awarded Honorary Doctorate in Civil Law from University of Newcastle Upon Tyne (U.K.)

Item No. 7 & 8

The existing term of appointment of Mr. Subhash Chand Sethi, Chairman cum Wholetime Director and Mr. Sushil Kumar Sethi, Managing Director of the Company is going to expire on 31st December, 2014.

The Board of Directors of the Company (the Board) at its meeting held on 13th August, 2014, has, subject to the approval of the Shareholders and also of the central government, if required, re-appointed Mr. Subhash Chand Sethi as the Chairman cum Wholetime Director of the Company and Mr. Sushil Kumar Sethi as Managing Director of the Company for period of 5 years from the expiry of their present term i.e. both w.e.f. 1st January 2015 at the remuneration as recommended by the Nomination & Remuneration Committee of the Board and approved by the Board (which is unchanged from the remuneration as was approved by the members through Special Resolution at their meeting held on 30th September, 2009).

In terms of the provisions of the Companies Act, 2013, shareholders' approval for the re-appointment of Mr. Subhash Chand Sethi as Chairman cum Wholetime Director and Mr. Sushil Kumar Sethi as Managing Director of the Company is required.

The particulars of the terms of re-appointment and remuneration payable to Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi are as under:

| Sl. No. | Particulars | Amount (for each Director) |
|---------|-----------------------------|--|
| 1 | Salary | Rs.6,00,000 (Rupees Six Lacs Only) per month |
| 2 | Commission | 1% of the net profit of the Company |
| 3 | Housing | a) The expenditure incurred by the Company in hiring unfurnished accommodation will be subject to 60% of the Salary, over and above 10% payable by him or 60% of the Basic Salary as house rent allowance shall be given. b) The expenditure incurred by the Company for gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary. |
| 4 | Medical Re-imbursement | Subject to celling of one month salary in a year or three month salary over a period of 3 years. |
| 5 | Leave Travel Concession | For self and family, once in a year incurred in accordance with the Rules specified by the Company |
| 6 | Club Fees | Fees of clubs subject to a minimum of two clubs. This will not include admission and life membership fees. |
| 7 | Personal Accident Insurance | Premium not to exceed Rs. 1000/- per annum. |

Apart from the above Mr. Subhash Chand Sethi & Mr. Sushil Kumar Sethi shall also be entitled to the following:

- a) Contribution towards Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at the rate not exceeding half a month salary for each completed year of services
- c) Encashment of leave at the end of tenure as per Company's Rules.
- d) Provision of car for use in Company's Business and telephone and fax at residence for official purpose, personal long distance calls and telephone/fax and use of car for private purpose shall be billed to them.
- e) Each shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

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

Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi satisfy all the conditions as set out in Part I of Schedule V to the Act and also the conditions as provided under Section 196(3) of the Act for being eligible for their re-appointment. Further, they are not disqualified for being appointed as Director in terms of Section 164 of the Act. Company has also obtained requisite consent to act as Director of the Company from both the Directors U/s 152.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi under Section 190.

The brief profile of the Executive Directors proposed to be re-appointed is given as under:

Mr. Subhash Chand Sethi a Commerce Graduate is considered as the backbone behind the success of the group. He brings with him a wealth of experience in contract financing and contract execution and management. His contract management skills have enabled the group to execute turnkey projects successfully. Time and again, he has lead initiatives under challenging circumstance, complex terrains across the length and breadth of the country. A hard task master, his innovative leadership management is a source of constant inspiration.

Mr. Sushil Kumar Sethi, a born leader, 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. He has rich experience in the execution of EPC contracts in water supply, power and infrastructure development projects.

Other details of the Directors proposed to be appointed under item no. 7 and 8 of the accompanying Notice, have been given in the Annexure attached.

None of the Director except Mr. Subhash Chand Sethi and Mr. Sushil Kumar Sethi is interested in the passing of these resolutions. The relatives of Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi may be deemed to be interested in the resolutions set out respectively at item no. 7 and 8 of the Notice to the extent of their shareholding interest, if any in the Company.

The Board of Directors recommends the ordinary resolutions set out in Item no 7 and 8 of the Notice for approval by the Shareholders.

Item No. 9

The members of the Company at their Annual General Meeting held on 28th September, 2007, had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate Rs. 5,000 Crores (Rupees Five Thousand Crores only) through an Ordinary Resolution passed under section 293(1)(d) of the erstwhile Companies Act, 1956.

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess the prescribed limits, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Shareholders accorded by way of a Special Resolution.

Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11 September, 2014, thereby making the consent of the shareholders given under section 293(1)(d) in the Annual General Meeting held on 28th September, 2007 invalid.

Accordingly, it is necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money, the outstanding amount of which at any time shall not exceed in the aggregate of Rs. 1,000 Cr for fund based borrowing and Rs. 4,000 Cr for non-fund based borrowings.

The Board of Directors recommends the Special Resolutions set out in Item no 9 of the Notice for approval by the Shareholders.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 10:

The members of the Company at their Annual General Meeting held on 30th September, 2008 had authorised the Board of Directors to create charge on all or any of the movable or immovable properties of the Company pursuant to Section 293(1)(a) of the Companies Act 1956 subject to the limits upto Rs. 5,000 crores (Rupees Five Thousand Crores only).

Section 180(1)(a) of the Companies Act, 2013 which has replaced Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors shall create charge on all or any of the movable or immovable properties of the Company, except with the consent of the Company accorded by way of a Special Resolution.

The ordinary resolution passed under Section 293(1)(a) of the Companies Act, 1956 shall remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11 September, 2014, and therefore, the consent of the shareholders accorded under Section 293(1)(d) in the Annual General Meeting held on 30th September, 2008 shall be invalid.

Accordingly, it is desired for the members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the Special Resolutions set out in Item no 10 of the Notice for approval by the Shareholders.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 11

The existing Article of Association (AoA) of the Company was adopted by the Company under the provisions of Companies Act, 1956 as amended from time to time. The reference to the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With substantial part of the Companies Act, 2013 (the Act) which deals with the general working of the Company coming into force vide various notifications of the Ministry of Corporate affairs notified from time to time, several regulations of existing AoA of the Company requires alteration or deletion. Accordingly, it is expedient to replace the existing Articles of Association by a new set of Articles of Association so as to align it with the provisions of Companies Act, 2013 including the rules framed thereunder and adoption of specific sections from Table 'F' to Schedule I of the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares.

The proposed draft AoA is being available on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution for approval by the shareholders.

Item No. 12

With the objective to create distinct business verticals for Power/Energy and Infrastructure and Waste Management and in order to achieve better visibility and focused attention on each vertical, it is proposed to transfer the investments of SPML Infra Limited (SPML Infra) in various subsidiaries, SPVs, associates or other companies (entities) relating to Power/Energy to SPML Infra Developers Ltd (SIDL), a wholly owned subsidiary of SPML Infra and investments in the entities in the business of Infrastructure and Waste Management to SPML Infraprojects Limited (SIPL), a wholly owned subsidiary of SPML Infra. This will help in focusing on specific business verticals which shall lead to better efficiency and economies of scale for the separate business verticals.

In terms of the provisions of Section 188 of the Companies Act 2013, the rules made thereunder and the Listing agreement, the transaction relating to sale or transfer of shares / investments to any related party shall require the approval of the shareholders through special resolution if the total value of the transaction exceeds the threshold limits of Rs. 100 Cr or 10% of the Net worth of the Company, which is lower.

The transaction being a related party transaction has been approved by the Board of Directors and Audit Committee in their respective meetings held on 13th August 2014 in terms of Section 177 and Listing Agreement.

In accordance with Section 102 of the Companies Act, 2013, the details of promoters, directors, managers and other key managerial persons of SPML Infra who hold more than two percent of the paid up capital in the entities of which shares are proposed to be transferred is as under:

| Name of the Company | Name of the Promoter | Shareholding % |
|--|--|----------------|
| SPML Energy Ltd | SPM Engineers Ltd | 10.99 |
| Subhash Kabini Power Corp. Ltd | Bharat Hydro Power Corporation Limited | 11.61 |
| | SPM Engineers Ltd | 11.49 |
| Doon Valley Waste Management Private Limited | Deepak Sethi | 3.75 |
| | Priti Devi Sethi | 4.27 |
| | Anil Kumar Sethi | 4.27 |
| Jamshedpur Waste Processing Company Pvt Ltd | International Constructions Ltd | 5.00 |
| Delhi Waste Management Limited | International Constructions Ltd | 18.75 |