

27th August, 2024

To,

National Stock Exchange

Exchange Plaza,

Plot No. C/1, G Block,

Bandra (E), Mumbai-400051

(NSE Scrip Code: SPMLINFRA)

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai-400001

(BSE Scrip Code: 500402)

Sub: Outcome of Board Meeting

Dear Sirs,

With reference to the captioned subject and in terms of the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we would like to inform you that Board of Directors in the Meeting held on 27th August, 2024, inter-alia, has considered and approved the following:

1. Issuance of upto 6,618,645 Equity Shares of face value of Rs. 2/- each at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share) aggregating upto Rs. 139.50 crores on preferential basis, to Promoters / promoter group and allottees being Non-promoter in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended for Cash Consideration. The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the proposed Preferential Issue is enclosed as **Annexure A and B**.
2. Issuance of upto 2,468,371 Equity Shares of face value of Rs. 2/- each at an issue price of Rs. 215/- per equity share (including a premium of Rs. 213/- per equity share) aggregating upto Rs. 34.19 crores on preferential basis, to Promoters / promoter group and allottees being Non-promoter in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended for conversion of existing loan. The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the proposed Preferential Issue is enclosed as **Annexure A and B**.
3. Issuance of upto 7,334,844 Warrants on preferential basis to Promoters / promoter group and allottees being Non-promoter in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended at a price of Rs. 215/- per warrants, each Warrant convertible into 1 Equity Share of face value of Rs. 2/- each fully paid up at a premium of Rs. 213/- each. The said Warrant shall be converted into equity shares of the Company within 18 months of the allotment with receipt of the remaining amount as per the SEBI (ICDR) Regulations, 2018. The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the proposed Preferential Issue is enclosed as **Annexure A and B**.

All the aforesaid allotments are subject to the approval of Members in General Meeting and the relevant Stock Exchanges as applicable.

4. Appointment of Mr. T V Rangaswami as a Nominee Director of India Debt Resolution Company Ltd (IDRCL) on the Board of the Company with effect from 27th August, 2024. Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/4/2015 dated 09th September, 2015 is enclosed as **Annexure C**.

SPML INFRA LIMITED

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

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CIN: L40106DL1981PLC012228



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

5. Revised date of Annual General Meeting of the Company on Friday, the 20th day of September 2024. Accordingly, pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listings Obligations and Disclosures Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain close from 14th day of September, 2024 to 20th day of September, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of 43rd Annual General Meeting of the Company scheduled to be held on 20th September, 2024.

The Board Meeting commenced at 06.15 PM and concluded at 07.30 PM

Kindly take the above on record.

Thanking you,
For SPML Infra Limited

Swati
Agarwal

Digitally signed
by Swati Agarwal
Date: 2024.08.27
19:41:04 +05'30'

Swati Agarwal
Company Secretary

ANNEXURE A

DETAILS REGARDING PREFERENTIAL ISSUE

The details, as required under Regulation 30 read with in Para A of Part A of Schedule III of the Listing Regulations are mentioned hereunder:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued	Equity Shares and Warrants
2.	Type of issuance	Preferential issue
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued;	Upto 8,078,525 Equity Shares Upto 7,435,244 Warrants
4.	In case of Preferential Issue the listed entity shall disclose the following additional details to the stock exchange(s): i. name(s) of the investor(s); ii. Category of the investor iii. Pre-Preferential Allotment shareholding; iv. Post-Preferential Allotment shareholding;	The details are enclosed as Annexure-B
	v. issue price;	Rs. 215/-
5.	Lock-in Requirements	The Shares shall be locked in as per the SEBI (ICDR) Regulations, 2018

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Annexure-B

Sr. No	Name of the Proposed Allottees	Category (Promoter/ Public)	Pre-issue Shareholding Structure		Maximum No. of Equity Shares to be allotted in cash	Maximum No. of Equity Shares to be allotted by conversion of loan	Maximum No. of warrants to be allotted	Total (Assuming full conversion of warrants)	Post-issue Shareholding Structure (Assuming full conversion of)	
			Number	% of shares					No of shares	Post%
1	Subhash Chand Sethi	Promoter	15,23,280	2.57	-	1,80,465	-	1,80,465	17,03,745	2.25
2	Sushil Kumar Sethi	Promoter	13,34,660	2.25	-	10,698	-	10,698	13,45,358	1.78
3	Zoom Industrial Services Ltd	Promoter Group	93,06,162	15.68	28,26,145	3,55,349	-	31,81,494	1,24,87,656	16.48
4	SPML India Ltd	Promoter Group	40,74,338	6.87	-	-	4,65,116	4,65,116	45,39,454	5.99
5	Niral Enterprises Pvt Ltd	Promoter Group	25,96,600	4.38	-	33,953	49,64,717	49,98,670	75,95,270	10.02
6	National Asset Reconstruction Company Ltd	Lender (Non-Promoter)	75,00,272	12.64	-	18,87,906	-	18,87,906	93,88,178	12.39
7	Tusk Investments Ltd	Non-Promoter	21,00,105	3.54	7,55,000	-	7,55,000	15,10,000	36,10,105	4.76
8	Vivaya Enterprises Pvt Ltd	Non-Promoter	-	-	23,250	-	23,250	46,500	46,500	0.06
9	Jalan Family Office	Non-Promoter	-	-	1,16,000	-	1,16,000	2,32,000	2,32,000	0.31
10	Completion Trade & Commerce Pvt Ltd	Non-Promoter	-	-	1,16,280	-	1,16,280	2,32,560	2,32,560	0.31
11	Maithan International	Non-Promoter	-	-	1,20,000	-	1,20,000	2,40,000	2,40,000	0.32
12	Ritesh Agarwal	Non-Promoter	-	-	37,500	-	37,500	75,000	75,000	0.10
13	Shakti Finvest Pvt Ltd	Non-Promoter	-	-	6,51,163	-	2,79,070	9,30,233	9,30,233	1.23
14	Interglobe Overseas Ltd.	Non-Promoter	-	-	2,00,000	-	50,000	2,50,000	2,50,000	0.33
15	Pramod Jain	Non-Promoter	-	-	1,20,000	-	30,000	1,50,000	1,50,000	0.20
16	Dolly Jain and Daughters	Non-Promoter	-	-	80,000	-	20,000	1,00,000	1,00,000	0.13
17	Devyani Jaiswal	Non-Promoter	-	-	1,00,000	-	-	1,00,000	1,00,000	0.13
18	Vinay Agarwal	Non-Promoter	-	-	45,000	-	-	45,000	45,000	0.06
19	Eynthia Tie Up Pvt Ltd	Non-Promoter	-	-	47,000	-	-	47,000	47,000	0.06
20	Narayani Global Holding Ltd	Non-Promoter	-	-	2,00,000	-	-	2,00,000	2,00,000	0.26
21	Nexta Enterprises LLP	Non-Promoter	-	-	3,00,000	-	-	3,00,000	3,00,000	0.40
22	Ask Financial Advisors Pvt Ltd	Non-Promoter	-	-	50,000	-	-	50,000	50,000	0.07
23	Shiv Sehgal	Non-Promoter	-	-	93,025	-	-	93,025	93,025	0.12
24	Rajiv Chirimar HUF	Non-Promoter	-	-	20,000	-	-	20,000	20,000	0.03
25	Rajiv Chirimar	Non-Promoter	-	-	80,000	-	-	80,000	80,000	0.11
26	Bhaskar Thakkar HUF	Non-Promoter	-	-	46,500	-	-	46,500	46,500	0.06
27	Utopian Box ventures LLP	Non-Promoter	-	-	46,512	-	-	46,512	46,512	0.06
28	Anoushka Sahay	Non-Promoter	-	-	1,00,000	-	-	1,00,000	1,00,000	0.13
29	Rezero Software Services LLP	Non-Promoter	-	-	2,33,000	-	-	2,33,000	2,33,000	0.31
30	Anthony Pargal	Non-Promoter	-	-	93,000	-	-	93,000	93,000	0.12
31	Rishav Digga	Non-Promoter	-	-	81,395	-	2,44,186	3,25,581	3,25,581	0.43
32	Arati Chakraborty	Non-Promoter	-	-	12,500	-	37,500	50,000	50,000	0.07
33	Rekha Jhunjhunwala	Non-Promoter	-	-	1,875	-	5,625	7,500	7,500	0.01
34	Ranjan Sachdeva	Non-Promoter	-	-	15,750	-	47,350	63,100	63,100	0.08
35	Ritika Jain	Non-Promoter	-	-	1,750	-	5,250	7,000	7,000	0.01
36	Seema Sharma	Non-Promoter	-	-	3,000	-	9,000	12,000	12,000	0.02
37	Rajni Sharma	Non-Promoter	-	-	3,000	-	9,000	12,000	12,000	0.02
	Total				66,18,645	24,68,371	73,34,844	1,64,21,860		

Annexure C
Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/4/2015 dated 09th September, 2015

Sr. No.	Particulars	Details
1	Name Of Director	Mr. T V Rangaswami
2	Reason For Change Via, Appointment, Resignation, Removal, Death or otherwise	Appointment
3	Date Of Appointment	27 th August, 2024
4	Terms of Appointment	Appointed as Nominee Director as a Nominee Director of India Debt Resolution Company Ltd (IDRCL) on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors
5	Brief Profile (in case of appointment)	Mr. T V Rangaswami is a seasoned professional with more than 30 years of experience related to capital markets in varied work environments including some topnoch Companies like ICICI Bank, NSE, BSE, Reliance, Edelweiss.
6	Disclosure of Relationships between Directors (In Case of Appointment of a Director)	Not related to any other director

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