



SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the
(Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular Nos. 09/2024 dated 19th September, 2024 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard (“**MCA Circulars**”), Secretarial Standard - 2 on General Meetings (“Secretarial Standard”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, regulations, rules, circulars and notifications issued thereunder applicable regulations, that the Company seeks approval of the Members, via Postal Ballot through remote e-voting process (“**remote e-voting**”) only.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice (the “**Postal Ballot Notice**”). The Notice will also be placed on the website of the Company at www.spml.co.in and the website of NSDL. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively

The Company has appointed Mr. Tumul Maheshwari, Practising Company Secretary (Membership No. 16464) to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period commences on Wednesday, 20th November, 2024 at 09.00 A.M. IST and ends on Thursday, 19th December, 2024 at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M. IST on Thursday, 19th December, 2024. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Resolutions shall be deemed to have been passed on 19th December 2024, being the last date for remote e-voting, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Mr. Mahendra Pal Singh (DIN: 10782709) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Mahendra Pal Singh (DIN:10782709), who was appointed as an Additional Director of the Company in the independent category with effect from 21st September, 2024 by the Board of Directors, and who qualifies for being appointed as an Independent Director and meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect 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, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 21st September, 2024 upto 20th September, 2029.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

2. Appointment of Mrs. Neeta Karmakar (DIN: 08730604) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, read with Schedule IV to the Act, and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Mrs. Neeta Karmakar (DIN: 08730604), who was appointed as an Additional Director of the Company in the independent category with effect from 21st September, 2024 by the Board of Directors, and who qualifies for being appointed as an Independent Director and meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and who has submitted a declaration to that effect 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, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from 21st September, 2024 upto 20th September, 2029.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

3. Appointment of Mr. Tharuvai Venugopal Rangaswami (DIN: 01957380) as Nominee Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 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 on the recommendation of Nomination and Remuneration Committee, Mr. Tharuvai Venugopal Rangaswami (DIN: 01957380), who was appointed as Nominee Director of National Asset Reconstruction Company Ltd with effect from 24th October, 2024 by the Board of Directors, 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, who shall not be subject to retirement by rotation, be and is hereby appointed as a Director (Category: Non-Executive, Nominee Director) of the Company, provided that his appointment shall be subject to approval by the shareholders in a general meeting at-least once in every five years.

**By order of the Board of Directors
For SPML Infra Limited**

**Sd/-
Swati Agarwal
Company Secretary**

Place: Kolkata

Date: 15th November, 2024

NOTES:

- 1) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of this notice.
- 2) In line with the MCA and SEBI Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 15th November, 2024 ("cut-off date"). Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- 4) A copy of this Postal Ballot Notice is also available on the Company's website at www.spml.co.in, the relevant sections on website of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of the NSDL www.nsd.co.in.
- 5) Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
- 6) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.spml.co.in and on the website of NSDL www.nsd.co.in, and on website of the Stock Exchanges i.e. BSE and NSE.
- 7) The remote e-voting period begins on Wednesday, the 20th November, 2024 at 09:00 A.M. and ends on Thursday, 19th December, 2024, at 05:00 P.M. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 15th November, 2024 may cast their vote electronically. 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, being 15th November, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their DEMAT accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in DEMAT mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in DEMAT mode) login through their depository participants</p>	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tumul11@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 25th September, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in DEMAT mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 25th September, 2023 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@spml.co.in
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@spml.co.in. If you are an Individual shareholders holding securities in DEMAT mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their DEMAT account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS FOR THE PROPOSED SPECIAL RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE

Item No. 1 & 2

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 21st September, 2024 appointed Mr. Mahendra Pal Singh (DIN: 10782709) and Mrs. Neeta Karmakar (DIN: 08730604), as an Additional Director in independent category with effect from 21st September, 2024 for the term of 5 (five) consecutive years to hold office from 21st September, 2024 to 20th September, 2029, subject to the approval of Shareholders.

As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting (AGM) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of an Independent Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar as an Independent Director by passing a Special Resolution through Postal Ballot. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar for the Office of Independent Director of the Company.

Profile of Mr. Mahendra Pal Singh

Mr. Mahendra Pal Singh is superannuated from the govt. of Japan having extensive infrastructure experience. As Chief of Development Operations at JICA, he managed Japanese aid for major Indian projects, including metro systems in cities like Delhi, Kolkata, Chennai, Bengaluru, Ahmedabad, Mumbai, and Patna.

He also taken the initiative like the Western Dedicated Freight Corridor, and water and sanitation improvements in major cities and played a vital role in establishing Indian Institutes of Technology (IITs) and All India Institutes of Medical Sciences (AIIMS).

Mr. Singh managed key areas such as Urban Metro-rails, Railways, Water Supply & Sanitation, Power, Irrigation, Ports and General Affairs within JICA. His earlier roles included serving as Chief Development Specialist, Lead Regional Specialist, and other positions of responsibility in Japan Government Establishment. With a distinguished career spanning over two decades at the Japan International Cooperation Agency (JICA) until March 31, 2023, Mr. Singh assumed the role of Chief of Development Operations, overseeing the administration of Official Development Assistance in India.

Mr. Singh, after cracking the Union Public Service Commission has demonstrated his capabilities on senior positions within the Central Government, i.e. Ministry of Industry, Ministry of Commerce and Ministry of Chemicals & Fertilizers, government of India. Mr. Singh holds an excellent command of the networking skills and communication strategies.

Mr. Singh holds Bachelor's degree in Chemical Engineering twin Masters Degrees in Management and Economics. Committed to sharing knowledge and expertise, he remains dedicated to contributing to India's socio-economic development.

Profile of Mrs. Neeta Karmakar

Mrs. Neeta Karmakar is Director is a member of the Governing Board of JIS University. As a Regional Director and Senior Director (East & North East), she led strategic initiatives and fostered industry growth for CII across Eastern and North-Eastern India, liaising with senior government officials, corporate leaders, and industry stakeholders, drove policy advocacy and strategic projects for the Indian Paint Association and Indian Fan Manufacturers Association. She worked closely with various government agencies and industry associations to implement regulatory changes, strengthen industry competitiveness, and boost trade and business opportunities.

Mrs. Neeta Karmakar was also associated with many reputed organisations such as Larsen & Toubro Limited (L&T), Bharat Heavy Plates & Vessels Ltd (17th Manufacturing unit of BHEL) contributing organizational growth through strong leadership in marketing, project execution, aligning project goals with business objectives while ensuring compliance with industry regulations and standards. She was also an Independent Director on the Board of Tata Steel Long Products Limited prior merging with Tata Steel Limited.

Mrs. Neeta Karmakar is having In-depth understanding of government workings at both state and central levels, comprehensive expertise in managing large-scale engineering projects, Well-versed in corporate governance frameworks and best practices, ensuring organizational alignment with legal and ethical standard. Mrs. Neeta Karmakar is also HR leader, with a focus on team building, performance management, and creating a collaborative organizational culture.

Mrs. Neeta Karmakar, is PGDBM, finance from IIM Kolkata, BE (Chemical Engg) from national Institute of Technology, Surathkal.

Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company. Mr. Singh and Mrs. Karmakar is independent of the management and possesses the requisite skills, experience, knowledge and capabilities required for the role of Independent Director. They also fulfills the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling their name in the online databank of independent directors.

Considering Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar qualifications, skills, experience, and expertise, the Board of Directors is of the opinion that their association as an Independent Director will contribute significantly to the Company's growth and governance.

A copy of the letter of appointment of Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar setting out the terms and conditions is available for inspection.

As an Independent Director of the Company, Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar will be entitled to receive sitting fees, including reimbursement of expenses for attending meetings of Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar are provided in the Annexure - I to this Notice.

Except for Mr. Mahendra Pal Singh and Mrs. Neeta Karmakar, the appointee, and their relatives, none of the Directors, Key Managerial Personnel (KMP), or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2.

The Board recommends the Special Resolution as set out in item No. 1 & 2

Item No. 3

India Debt Resolution Company Ltd (IDRCL) an exclusive resolution entity of National Assets Reconstruction Company Ltd vides its Letter Ref No IDRCL/2024-25/RS/002 dt. August 09, 2024 has nominated Mr. Tharuvai Venugopal Rangaswami as its Nominee on the Board of Directors of the Company. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 24th October, 2024 appointed Mr Tharuvai Venugopal Rangaswami as Nominee Director in non-executive category with effect from 24th October, 2024, not liable to retire by rotation. Mr. Rangaswami is a nominee of National Asset Reconstruction Company Ltd. (NARCL)

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of the amended Regulation 17(1D) of the SEBI Listing Regulations, effective from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Mr. Rangaswami has given his consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Mr. Rangaswami has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by the SEBI.

Mr. Rangaswami a highly respected professional with over 30 years of experience in the capital markets and financial services sector. He is a B.Com graduate from the University of Calcutta and holds the prestigious qualifications of Associate Member of the Institute of Company Secretaries of India (ACS) and Graduate Member of the Institute of Cost and Works Accountants of India (CWA).

Throughout his distinguished career, Mr. Rangaswami has held key leadership roles in prominent organizations such as ICICI, NSE, BSE, and Edelweiss. His expertise spans regulatory, legal, and operational domains, with a proven ability to lead and manage large teams effectively.

Considering Mr. Rangaswami qualifications, skills, experience, and expertise, the Board of Directors is of the opinion that as NARCL's nominee director, Mr. Rangaswami brings invaluable insights and a wealth of knowledge to the board which help us to drive our company forward.

As Nominee Director of the Company, Mr. Tharuvai Venugopal Rangaswami will be entitled to receive sitting fees, including reimbursement of expenses for attending meetings of Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Mr. Tharuvai Venugopal Rangaswami are provided in the Annexure - I to this Notice.

Except for Mr. Tharuvai Venugopal Rangaswami, the appointee, and their relatives, none of the Directors, Key Managerial Personnel (KMP), or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Special Resolution as set out in item No. 3

**By order of the Board of Directors
For SPML Infra Limited**

**Sd/-
Swati Agarwal
Company Secretary**

Place: Kolkata

Date: 15th November, 2024

Annexure-A

Details of Directors seeking appointment

Additional Information on director recommended for appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details	Details	Details
Name	Mr. Mahendra Pal Singh	Mrs. Neeta Karmakar	Mr. Tharuvai Venugopal Rangaswami
DIN	10782709	08730604	01957380
Date of Birth (Age)	6 th October, 1962 (62)	18 th January, 1962 (62)	17 th May, 1956 (68)
Qualification	Indian	Indian	Indian
Date of Appointment on the Board	21 st September, 2024	21 st September, 2024	24 th October, 2024
Qualification	Bachelor's degree in Chemical Engineering, twin Masters Degrees in Management and Economics.	PGDBM, Finance, IIM Kolkata BE (Chemical Engineering)	B.Com graduate, CA, CS and ICWA
Brief Resume and Expertise in specific functional area	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice
Terms and Conditions of appointment/ Reappointment	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice
Relationship with other Directors/ KMP of the company	Not related to any Director/ Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel of the Company
Directorship held in other Listed Companies	Nil	Nil	Nil
Membership/ Chairmanship of Committees of Other Board	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Name of the listed entities from which the person has resigned in the past three years (excluding foreign Companies)	Nil	Nil	Nil
The skills & capabilities required for the role and manner in which the proposed persons meets such requirements	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice	Please refer explanatory statement forming part of this Notice