

Voting Results for Extra Ordinary General Meeting held on 21.02.2022

1	Date of the Extra Ordinary General Meeting	Monday, 21 st Day of February, 2022
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	10,536 Equity Shareholders holding 3,66,50,276 Equity Share (as on Monday, 14 th February, 2022)
3	No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
4	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group:	1
	Public:	39

Agenda wise details of the Voting Result are as under:

ITEM NO. 1: To approve amendments to Loan Agreement.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	1,09,50,200	-	-	-	-	-	-
Public-Institution s	E-Voting	11,55,406	-	-	-	-	-	-
Public- Non Institution s	E-Voting	2,45,44,670	8,98,107	3.65	8,98,103	4	100.00	0.00
Total		3,66,50,276	8,98,107	2.45	8,98,103	4	100.00	0.00

ITEM NO. 2: To approve increase in the Authorised Preference Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	1,09,50,200	-	-	-	-	-	-
Public-Institution s	E-Voting	11,55,406	-	-	-	-	-	-
Public- Non Institution s	E-Voting	2,45,44,670	8,97,507	3.66	8,97,503	4	100.00	0.00
Total		3,66,50,276	8,97,507	3.66	8,97,503	4	100.00	0.00

S. Agarwal


ITEM NO.3: To approve the issuance of equity shares to promoter and promoters group on conversion of existing Unsecured Loan

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,09,50,200	-	-	-	-	-	-
Public-Institutions	E-Voting	11,55,406	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,45,44,670	8,98,107	3.66	8,97,403	704	99.92	0.08
Total		3,66,50,276	8,98,107	3.66	8,97,403	704	99.92	0.08

ITEM NO. 4: To approve the issuance of 0% Compulsorily Convertible Preference Shares (CCPS) to Zoom Industrial Services Ltd, SPML India Ltd. and Niral Enterprises Pvt. Ltd., promoter group on conversion of existing Unsecured Loan.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,09,50,200	-	-	-	-	-	-
Public-Institutions	E-Voting	11,55,406	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,45,44,670	8,98,107	3.66	8,97,403	704	99.92	0.08
Total		3,66,50,276	8,98,107	3.66	8,97,403	704	99.92	0.08

For SPML Infra Limited

Swati Agarwal
Swati Agarwal
Company Secretary



MT & Co.

Company Secretaries

35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095

Phone No.22582283, Mobile No.9899697330

Email:tumul11@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT FOR VOTING THROUGH ELECTRONIC MEANS

To,
The Chairman,
SPML Infra Limited,
F-27/2, Okhla Industrial Area Phase-II,
New Delhi-110020

Ref: Extraordinary General Meeting of the Equity Shareholders of SPML Infra Limited held on 21st February 2022 at F-27/2, Okhla Industrial Area Phase-II, New Delhi-110020 through Video Conferencing/OAVM

Dear Sir,

I, Tumul Maheshwari, Practicing Company Secretary having office at 35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095 have been appointed as Scrutinizer Pursuant to the Resolution passed by the Board of SPML Infra Limited (hereinafter referred to as the "Company") on 20th January 2022, for the purpose of scrutinizing the e-voting process taken pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014. I, also state that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

M/s. Maheshwari Datamatics Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company and M/s. National Securities Depository Limited (NSDL) is the Service Provider for providing the facility of electronic voting to the shareholders of the Company.

The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (Special businesses) sought to be transacted in the Extraordinary General Meeting (EGM) of the Company, which was held on 21st February 2022. The Service Provider accordingly had set up e-Voting facility on their website, <https://evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

The Company has sent the Notice of the EGM to 9860 Shareholders on 25th January 2022 and 26th January 2022 as per the details available with the RTA/Service Provider through e-mail. The notices which were sent contained the detailed procedure to be followed by the



shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 14th February 2022. As prescribed in the Rules, the Company also released an advertisement, which was published in the English and Hindi language newspaper viz. Business Standard, carrying the required information as specified in the rules. As prescribed in the aforesaid Rules, the e-Voting facility was kept open from Friday, the 18th Day of February, 2022 at 09:00 A.M. till Sunday, the 20th day of February, 2022 at 05:00 P.M. At the end of the voting period on February 20, 2022 the portal of the Service Provider was blocked forthwith. On Monday, the February 21, 2022 after the end of the EGM and the additional time allowed (15 minutes) for e-voting, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

The management of the Company is responsible to ensure that compliance, with the requirement of the Companies Act, 2013 and rules made thereunder, relating to voting through electronic means. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" votes, based on the reports generated from remote e-voting process system provided by National Securities Depository Limited.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There were in all 63 shareholders holding 9341112 equity shares of the Company, who have participated in the voting process for the EGM through e-Voting.

The result of e-voting is as under-

Resolution 1

To approve amendments to Loan Agreements

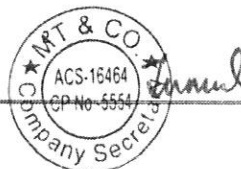
(i) Voted **in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
52	898103	0	0	100

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
2	4	0	0	0*

*negligible percentage ignored



(iii) **Invalid votes:**

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
0	0	0	0	0

Result

The Resolution was passed with requisite majority.

Resolution 2

To approve increase in the Authorised Preference Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

(i) **Voted in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
53	897503	0	0	9.61

(ii) **Voted against** the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
2	4	0	0	0*

*negligible percentage ignored

(iii) **Invalid votes:**

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
8	8443605	0	0	90.39

Result

The Resolution was passed with requisite majority.

Resolution 3

To approve the issuance of equity shares to promoter and promoters group on conversion of existing Unsecured Loan

(i) **Voted in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy	Number of votes cast	%
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		through Ballot		
51	897403	0	0	99.92

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
3	704	0	0	.08

(iii) **Invalid** votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
0	0	0	0	0

Result

The Resolution was passed with requisite majority.

Resolution 4

To approve the issuance of 0% Compulsorily Convertible Preference Shares (CCPS) to Zoom Industrial Services Limited, SPML India Limited and Niral Enterprises Private Limited, promoter group on conversion of existing Unsecured Loan

(i) Voted **in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
51	897403	0	0	99.92

(ii) Voted **against** the resolution:

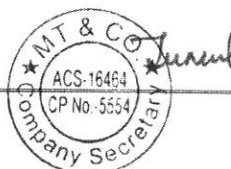
Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
3	704	0	0	.08

(iii) **Invalid** votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	%
0	0	0	0	0

Result

The Resolution was passed with requisite majority.



Results of the above poll may be declared by the Chairman of the meeting accordingly.

I, hereby confirm that the relevant records pertaining to the e-voting conducted for the EGM were handed over to the Chairman of the Company for safe-keeping.

Restrictions on use

The report has been issued at the request of the Company for, (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of the NSDL/RTA. This report is not to be used for any other purpose or to be distributed to any other party. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking you,

Yours faithfully,

Date: 21/02/2022
Place: Delhi
UDIN No. A016464C002658281

For MT & Co.
Company Secretaries


(Tumul Maheshwari)
Proprietor
C.P. No.5554

WITNESS 1

Name: PAYAL MAHESHWARI
Address: A-604, SHIPRA KRISHNA VISTA,
GHAZIABAD -201014

Sign: Payal

WITNESS 2

Name: NEERU GUPTA
Address: FLAT NO. 903, TOWER-03,
SCOTTISH GARDEN, INDIRAPURAM,
GHAZIABAD -201014

Sign: Neeru Gupta

CHAIRMAN/AUTHORISED PERSON ✓ Swati Agorwal

DATE: 21/02/2022

