

Voting Results for 41st Annual General Meeting held on 26.09.2022

1	Date of the Annual General Meeting	Monday, 26 th Day of September, 2022
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	12,788 Equity Shareholders holding 4,54,22,996 Equity Share (as on Monday, 19 th September, 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:	7
	Public:	53

Agenda wise details of the Voting Result are as under:

ITEM NO. 1: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor's thereon.

Resolution required: (Ordinary/ Special)		Ordinary						
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	1,69,80,130	1,53,45,753	90.37	1,53,45,753	-	100.00	-
Public-Institutions	E-Voting	11,45,406	-	-	-	-	-	-
Public- Non-Institutions	E-Voting	2,72,97,460	31,50,747	11.54	31,50,683	64	99.99	0.002
Total		4,54,22,996	1,84,96,500	40.72	1,84,96,436	64	99.99	0.002

ITEM NO. 2: To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)		Ordinary						
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	1,69,80,130	1,53,45,753	90.37	1,53,45,753	-	100.00	-
Public-Institutions	E-Voting	11,45,406	-	-	-	-	-	-
Public- Non Institution s	E-Voting	2,72,97,460	31,50,747	11.54	31,50,400	347	99.99	0.011
Total		4,54,22,996	1,84,96,500	40.72	1,84,96,153	347	99.99	0.001

ITEM NO. 3: To re-appoint M/s Maheshwari & Associates, Chartered Accountant (FRN: 311008E), as the Statutory Auditor

Resolution required: (Ordinary/ Special)		Ordinary						
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	1,69,80,130	1,53,45,753	90.37	1,53,45,753	-	100.00	-
Public-Institution s	E-Voting	11,45,406	-	-	-	-	-	-
Public- Non Institution s	E-Voting	2,72,97,460	31,50,747	11.54	31,50,000	747	99.98	0.023
Total		4,54,22,996	1,84,96,500	40.72	1,84,95,753	747	99.99	0.004

ITEM NO. 4: To ratify the remuneration of Cost Auditor for the financial year 2022-23.

Resolution required: (Ordinary/ Special)		Ordinary						
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	1,69,80,130	1,53,45,753	90.37	1,53,45,753	-	100.00	-
Public-Institution s	E-Voting	11,45,406	-	-	-	-	-	-
Public- Non Institution s	E-Voting	2,72,97,460	31,50,747	11.54	31,50,683	64	99.98	0.002
Total		4,54,22,996	1,84,96,500	40.72	1,84,96,436	64	99.99	0.003

Yours truly
For SPML Infra Limited

Swati
Agarwal
Digitally signed by Swati Agarwal
Date: 2022.09.27 14:57:39 +05'30'
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: Annual General Meeting of the Equity Shareholders of SPML Infra Limited held on 26th September 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 11th August 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 Annual General Meeting (AGM) of the Company, which was held on 26th September 2022. The Service Provider accordingly had set up e-Voting facility on their website, https://evoting.nsd.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 AGM to 11,631 Shareholders on 4th September 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 19th September, 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 (English & Hindi), 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 23rd September, 2022 at 09:00 A.M. and ends on Sunday, the 25th September, 2022 at 05:00 P.M. At the end of the voting period on 25th September, 2022 the portal of the Service Provider was blocked forthwith. On Monday 26th September, 2022 after the end of the AGM 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 193 shareholders holding 1,84,96,500 equity shares of the Company, who have participated in the voting process for the AGM through e-Voting.

The result of e-voting is as under-

Resolution 1

To receive, consider and adopt the standalone and the consolidated financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon

(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	%
163	18495436	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	%



29	64	0	0	0.00*
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*negligible percentage

(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	%
1	1000	0	0	0*

*negligible percentage

Result

The Resolution was passed with requisite majority.

Resolution 2

To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retire by rotation and being eligible, offers himself for re-appointment

(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	%
161	18495153	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	%
31	347	0	0	0*

*negligible percentage

(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	%
1	1000	0	0	0*

*negligible percentage

Result

The Resolution was passed with requisite majority.

Resolution 3

To re-appoint M/s. Maheshwari and Associates, Chartered Accountants (FRN No. 311008E), as the Statutory Auditor



(ii) 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	%
160	18494753	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	%
32	747	0	0	0*

*negligible percentage

(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	%
1	1000	0	0	0*

*negligible percentage

Result

The Resolution was passed with requisite majority.

Resolution 4

To ratify the Remuneration of Cost Auditor for the Financial Year 2022-23

(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	%
163	18495436	0	0	100

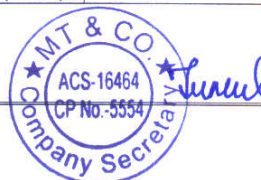
(ii) Voted **against** the resolution:

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	%
29	64	0	0	0*

*negligible percentage

(iii) **Invalid** votes:

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		
1	1000	0	0	0*

*negligible percentage

Result

The Resolution was passed with requisite majority.

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

I, hereby confirm that the relevant records pertaining to the e-voting conducted for the AGM 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: 26/09/2022

Place: Delhi

UDIN No. A016464D001041763


 Tumul
 (Tumul Maheshwari)
 Proprietor
 C.P. No.5554
 PR-1749/2022

WITNESS 1

Name: PAYAL MAHESHWARI

Sign: Payal Maheshwari

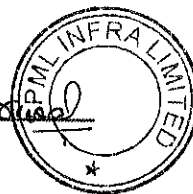
WITNESS 2

Name: ANMOL

Sign: Anmol

CHAIRMAN/AUTHORISED PERSON

Sudhi Agarwal



DATE: 27/09/2022