

Voting Results for 39th Annual General Meeting held on 17.12.2020

1	Date of the Annual General Meeting	Thursday, 17 th Day of December, 2020
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	7,393 Equity Shareholders holding 3,66,50,276 Equity Share (as on Thursday, 10 th December, 2020)
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:	5
	Public:	75

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, 2020 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	1,09,50,200	1,09,50,200	100.00	1,09,50,200	-	100.00	-
Public- Institutions	E-Voting	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	38,74,887	18.61	38,74,884	3	100.00	-
Total		3,66,50,276	1,48,25,087	40.45	1,48,25,084	3	100.00	-

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	1,09,50,200	88,31,145	80.65	88,31,145	-	100.00	-
Public- Institutions	E-Voting	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	38,74,887	18.61	38,74,884	3	100.00	-
Total		3,66,50,276	1,27,06,032	34.67	1,27,06,029	3	100.00	-



ITEM NO. 3: To ratify the remuneration of Cost Auditor for the financial year 2020-21.

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	1,09,50,200	1,09,50,200	100.00	1,09,50,200	-	100.00	-
Public- Institutions	E-Voting	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	38,74,887	18.61	38,74,884	3	100.00	-
Total		3,66,50,276	1,48,25,087	40.45	1,48,25,084	3	100.00	-

ITEM NO. 4: To re-appoint Mr. Dinesh Kumar Goyal (DIN: 02576453) as an Independent Director 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	1,09,50,200	100.00	1,09,50,200	-	100.00	-
Public- Institutions	E-Voting	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	38,74,887	18.61	38,74,884	3	100.00	-
Total		3,66,50,276	1,48,25,087	40.45	1,48,25,084	3	100.00	-

ITEM NO. 5: Reclassification of status of Mr. Harshvardhan Sethi from Promoters Shareholders to Public Shareholder

Resolution required: (Ordinary/ Special)			Ordinary					
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	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	17,04,772	8.19	17,04,769	3	100.00	-
Total		3,66,50,276	17,04,772	4.65	17,04,769	3	100.00	-



ITEM NO. 6: Reclassification of status of Mr. Rishab Sethi from Promoters Shareholders to Public Shareholder

Resolution required: (Ordinary/ Special)			Ordinary					
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	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	17,04,772	8.19	17,04,769	3	100.00	-
Total		3,66,50,276	17,04,772	4.65	17,04,769	3	100.00	-

ITEM NO. 7: Reclassification of status of Mr. Deepak Sethi from Promoters Shareholders to Public Shareholder.

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	1,09,50,200	-	-	-	-	-	-
Public- Institutions	E-Voting	48,79,229	-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,08,20,847	8,23,877	3.96	8,23,824	53	99.99	0.01
Total		3,66,50,276	8,23,877	3.96	8,23,824	53	99.99	0.01

Yours truly

For SPML Infra Limited

Swati Agarwal
Company Secretary



R.S.Bhatia

M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514


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The Chairman,
SPML INFRA LIMITED
CIN: L40106DL1981PLC012228
Registered Office: F 27/2, Okhla Industrial Area, Phase II,
New Delhi – 110020

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, thank you for appointing me as the Scrutinizer. The Annual General Meeting of the Company was held on 17th December, 2020 for which the Company provided remote e-voting and e-voting facility to its Shareholders.

In this regard I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.


R.S. Bhatia
Company Secretary in Practice
CP No.- 2514
Date:18/12/2020
Place: New Delhi
UDIN: F002599B001547494



R.S.Bhatia

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FORM No. MGT-13

Report of Scrutinizer

(Pursuant to the Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

Name of the Company	SPML INFRA LIMITED
Meeting	39th Annual General Meeting
Day, Date & Time	Thursday, 17th December, 2020 at 02:30 P.M.
Deemed Venue	F-27/2, Okhla Industrial Area, phase-II, New Delhi- 110020
Mode	Video Conferencing ("VC")

1. Appointment as Scrutinizer

I, was appointed as the Scrutinizer for Scrutinizing the remote e-voting which commenced on Monday, December 14, 2020 at 09:00 A.M. and ended on Wednesday, December 16, 2020 at 05:00 P.M. as well as the e-voting held in respect of the Annual General Meeting (AGM) held on 17th December, 2020 at 02:30 P.M. through the process of Video Conferencing as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos.14/2020, 17/2020 & 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated November 12, 2020 of the 39th AGM of the Company, SPML Infra Limited.

My responsibility as a scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from the electronic voting system of NDSL (agency for providing the remote e-voting facility and e-voting system during the AGM).

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars as mentioned above issued by the Ministry of Corporate Affairs and as per the provisions of Rule 20 of the Companies (Management &



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Service Category:-Company Secretary in Practice

Administration) Rules, 2014, advertisements were published in Business Standard (English Newspaper) and Business Standard (Hindi newspaper) on 24th November, 2020 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and demat) who are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc. etc.

As informed by the Management, the notice of the 39th AGM was published on the website of the Company at www.spml.co.in and also on the website of NSDL at www.evoting.nsdl.com for remote e-voting and e-voting during the AGM. The same was also submitted to the BSE Limited and National Stock Exchange Limited on 23rd November, 2020.

- 2.2 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Maheshwari Datamatics Pvt. Limited, the Registrar and Transfer Agent of the company (RTA), and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of notice of AGM in electronic mode through their RTA on 23rd November, 2020.

3. Cut-off Date

Voting rights of the members were reckoned as on Thursday, December 10, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

4. Process of Remote e-voting and e-voting during AGM

The remote e-voting period commenced on Monday, December 14, 2020 at 09:00 A.M. and ended on Wednesday, December 16, 2020 at 05:00 P.M. via e-voting platform on the designated portal webpage provided by National Securities Depository Limited.

The Company also provided e-voting facility to the Members who attended through VC/OAVM during the AGM to enable those Members to cast their votes, who had not cast their votes earlier through remote e-voting.

5. Attendance during AGM

As reported by NSDL 80 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per MCA Circulars.



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6. Counting Process


After completion of e-voting during the AGM, the data of remote e-voting and e-voting was diligently scrutinized. Records were maintained containing the summary of results of remote e-voting and e-voting during AGM.

7. Results

7.1 Consolidated result with respect to each item as set out in the Notice of the AGM dated 12th November, 2020 is enclosed as Annexure.

7.2 Based on the aforesaid results, I report that 7 Resolutions as set out in item Nos.1 to 7 of the Notice of the AGM dated 12th November, 2020 have been passed with the requisite majority.

8. The electronic data relating to remote e-voting and e-voting made at AGM have been handed over to Mrs. Swati Agarwal, Company Secretary for preserving safely.


R.S. Bhatia
Company Secretary in Practice
CP No.- 2514
Date: 18/12/2020
Place: New Delhi
UDIN: F002599B001547494



R.S.Bhatia

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Annexure

Resolution No.:- 1 Ordinary Resolution:

Consideration and adoption of the standalone and the consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditor's thereon.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	111	14825084	
Dissent	3	3	
Total	114	14825087	100

Resolution No.:- 2 Ordinary Resolution

Appointment of Mr. Sushil Kumar Sethi (DIN: 00062927), who retires by rotation and being eligible offers herself for re-appointment as a Director of the Company.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	110	12706029	
Dissent	3	3	
Total	113	12706032	100

Resolution No.:- 3 Ordinary Resolution

Ratification of the remuneration of Cost Auditor for the financial year 2020-21

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	111	14825084	
Dissent	3	3	
Total	114	14825087	100

Resolution No.:-4 Special Resolution

Re-appointment of Mr. Dinesh Kumar Goyal (DIN: 02576453), as an Independent Director of the Company.



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	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	111	14825084	
Dissent	3	3	
Total	114	14825087	100

Resolution No.:- 5 Ordinary Resolution

* Reclassification of status of Mr. Harshvardhan Set from Promoters Shareholder to Public Shareholder.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	94	1704769	
Dissent	3	3	
Total	97	1704772	100



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Resolution No.:- 6 Ordinary Resolution

* Reclassification of status of Mr. Rishab Sethi from Promoters Shareholder to Public Shareholder.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	94	1704769	
Dissent	3	3	
Total	97	1704772	100

Resolution No. :-7 Ordinary Resolution

*Reclassification of status of Mr. Deepak Sethi from Promoters Shareholder to Public Shareholder.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	93	823824	
Dissent	4	53	
Total	97	823877	99.994

*Note in respect of item no. 5 6 & 7

The explanatory statement in respect of item no. 5 6 & 7 given in notice dated 12th November, 2020 of the AGM contains the following statement;



R.S.Bhatia

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"None of the Directors or Key Managerial Personnel of the Company except Mr. Subhash Chand Sethi, Mr. Sushil Kumar Sethi and their relatives except to the extent of their shareholding, is in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice and therefore they along with the Promoters seeking reclassification as above shall abstain themselves from voting on the proposed Resolution."

In view of the above Votes casted by any of these persons have not been considered.

Thanking you,
Yours faithfully,


(R.S. BHATIA)



Scrutinizer
Company Secretary in Practice
CP No.: 2514
Place: New Delhi
Date: 18/12/2020
UDIN: F002599B001547494


Name: Swati Agarwal
Designation: Company Secretary
M.No.: A29786



Duly Authorized by Chairman of the 39th AGM