

**Voting Results for 40<sup>th</sup> Annual General Meeting held on 29.09.2021**

1	Date of the Annual General Meeting	Wednesday, 29 <sup>th</sup> Day of September, 2021
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	8,751 Equity Shareholders holding 3,66,50,276 Equity Share (as on Wednesday, 29 <sup>th</sup> September, 2021)
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:	58

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, 2021 and the reports of the Board of Directors and Auditor's thereon.

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>		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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public-Non-Institutions	E-Voting	2,37,21,320	88,10,752	37.14	88,10,481	271	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,23,63,351</b>	<b>33.73</b>	<b>1,23,63,080</b>	<b>271</b>	<b>99.99</b>	<b>0.01</b>

**ITEM NO. 2:** To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation and being eligible offers himself for re-appointment.

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>		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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public-Non Institutions	E-Voting	2,37,21,320	88,10,752	37.14	88,10,301	451	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,23,63,351</b>	<b>33.73</b>	<b>1,23,62,900</b>	<b>451</b>	<b>99.99</b>	<b>0.01</b>



**ITEM NO. 3:** To appoint Mr. Tirudaimarudhur Srivastan Sivashankar (DIN: 02720714), as an Independent Director of the Company

<b>Resolution required: (Ordinary/ Special)</b>			Ordinary					
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>			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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public- Non Institutions	E-Voting	2,37,21,320	84,76,517	35.73	84,76,245	271	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,20,29,116</b>	<b>32.82</b>	<b>1,20,28,845</b>	<b>271</b>	<b>99.99</b>	<b>0.01</b>


**ITEM NO. 4:** To appoint Mr. Charan Singh (DIN: 09238002), as an Independent Director of the Company

<b>Resolution required: (Ordinary/ Special)</b>			Ordinary					
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>			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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public- Non Institutions	E-Voting	2,37,21,320	88,10,752	37.14	88,10,301	271	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,23,63,351</b>	<b>33.73</b>	<b>1,23,63,080</b>	<b>271</b>	<b>99.99</b>	<b>0.01</b>

**ITEM NO. 5:** To ratify the remuneration of Cost Auditor for the financial year 2021-22.

<b>Resolution required: (Ordinary/ Special)</b>			Ordinary					
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>			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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public- Non Institutions	E-Voting	2,37,21,320	88,10,752	37.14	88,10,301	271	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,23,63,351</b>	<b>33.73</b>	<b>1,23,63,080</b>	<b>271</b>	<b>99.99</b>	<b>0.01</b>

Sudhi Agarwal



**ITEM NO. 6:** Shifting of Registered Office of the Company

<b>Resolution required: (Ordinary/ Special)</b>			Special					
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>			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	33,24,550	30.36	33,24,550	-	100.00	-
Public-Institutions	E-Voting	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public- Non - Institutions	E-Voting	2,37,21,320	88,10,752	37.14	88,10,301	379	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>1,23,63,351</b>	<b>33.73</b>	<b>1,23,62,972</b>	<b>379</b>	<b>99.99</b>	<b>0.01</b>

**ITEM NO. 7:** To Disclose the Corrigendum Issued by the Company Pertaining to Extra Ordinary General Meeting held on 25.03.2021 for the Disclosure of Pre and Post Shareholding of Allottees in Case of Conversion of Loan into Equity to Promoters

<b>Resolution required: (Ordinary/ Special)</b>			Special					
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>			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	19,78,756	2,28,049	11.52	2,28,049	-	100.00	-
Public- Non Institutions	E-Voting	2,37,21,320	19,18,933	8.09	19,18,662	271	99.99	0.01
<b>Total</b>		<b>3,66,50,276</b>	<b>21,46,982</b>	<b>5.86</b>	<b>21,46,711</b>	<b>271</b>	<b>99.99</b>	<b>0.01</b>

Yours truly  
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: 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of Spml Infra Limited held on 29<sup>th</sup> September 2021 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 12<sup>th</sup> August 2021, 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 (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which was held on 29<sup>th</sup> September 2021. The Service Provider accordingly had set up e-Voting facility on their website, [https:// evoting.nsdl.com](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 AGM to 7432 Shareholders on 6<sup>th</sup> September 2021 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 22<sup>nd</sup> September, 2021. 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 Saturday, September 25, 2021 (9:00 am) to Tuesday, September 28, 2021 (05:00 pm) At the end of the voting period on September 28, 2021 the portal of the Service Provider was blocked forthwith. On Wednesday, the September 29, 2021 after the end of the AGM 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 164 shareholders holding 1,23,63,351 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, 2021 and the reports of the Board of Directors and Auditor's 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	% of total number of valid votes cast
160	12363080	0	0	99.99

(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	% of total number of valid votes cast
4	271	0	0	.01



(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	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 2**

To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), 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	% of total number of valid votes cast
158	12362900	0	0	99.99

(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	% of total number of valid votes cast
6	451	0	0	.01

(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	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 3**

To Appoint Mr. Tirudaimarudhur Srivastan Sivashankar (DIN: 02720714), as an Independent Director 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	% of total number of valid votes cast
159	12028845	0	0	99.99



(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	% of total number of valid votes cast
4	271	0	0	.01

(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	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 4**

To Appoint Mr. Charan Singh (DIN: 09238002), as an Independent Director 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	% of total number of valid votes cast
160	12363080	0	0	99.99

(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	% of total number of valid votes cast
4	271	0	0	.01

(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	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 5**

To ratify the Remuneration of Cost Auditor for the Financial Year 2021-22



(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	% of total number of valid votes cast
160	12363080	0	0	99.99

(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	% of total number of valid votes cast
4	271	0	0	.01

(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	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 6**

Shifting of Registered Office 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	% of total number of valid votes cast
159	12362972	0	0	99.99

(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	% of total number of valid votes cast
5	379	0	0	.01

(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	% of total number of valid votes cast
0	0	0	0	0





## Result

The Resolution was passed with requisite majority.

### Resolution 7

To Disclose the Corrigendum Issued by the Company Pertaining to Extra Ordinary General Meeting held on 25.03.2021 for the Disclosure of Pre and Post Shareholding of Allottees in Case of Conversion of Loan into Equity to Promoters

(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	% of total number of valid votes cast
147	2146711	0	0	83.1

(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	% of total number of valid votes cast
4	271	0	0	0.01

(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	% of total number of valid votes cast
1	436020	0	0	16.89

## 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 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: 29/9/2021  
Place: Delhi  
UDIN No. A016464C001035801

For MT & Co.  
Company Secretaries



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

**WITNESS 1**

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

Sign: Payal Maheshwari

**WITNESS 2**

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

Sign: Neeru Gupta

✓  
CHAIRMAN/AUTHORISED PERSON \_\_\_\_\_

Sweeti Agrawal 

DATE: 30/09/2021