

Voting Results for 42nd Annual General Meeting held on 30.09.2023

1	Date of the Annual General Meeting	Saturday , 30 th Day of September, 2023
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	10866 Equity Shareholders holding 4,89,77,926 Equity Share (as on Monday, 25 th September, 2023)
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:	6
	Public:	49

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, 2023 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	Remote E-Voting	1,92,71,295	1,84,03,935	95.4992	1,84,03,935	0	100	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	11,45,406	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non- Institutions	Remote E-Voting	2,85,61,225	40,62,286	14.2231	40,61,988	298	99.9927	0.0073
	E-Voting at AGM		4,17,756	1.4627	4,17,756	0	100	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		4,89,77,926	2,28,83,977	46.7230	2,28,83,679	298	99.9987	0.0013

ITEM NO. 2: To appoint a director in place of Mr. Subhash Chand Sethi (DIN: 000464390), 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	Remote E-Voting	1,92,71,295	1,84,03,935	95.4992	1,84,03,935	0	100	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	11,45,406	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000

Public- Non-Institutions	Remote E-Voting	2,85,61,225	40,62,286	14.2231	40,48,248	14,038	99.6544	0.3456
	E-Voting at AGM					0	100	0.0000
	Postal Ballot (if applicable)		4,17,756	1.4627	4,17,756	0	0.0000	0.0000
Total		4,89,77,926	2,28,83,977	46.7230	2,28,69,939	14,038	99.9387	0.0613

ITEM NO. 3: To ratify the remuneration of Cost Auditor for the financial year 2023-24.

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	Remote E-Voting	1,92,71,295	1,84,03,935	95.4992	1,84,03,935	0	100	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Remote E-Voting	11,45,406	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	2,85,61,225	40,62,286	14.2231	40,62,238	48	99.9988	0.0012
	E-Voting at AGM		4,17,756	1.4627	4,17,756	0	100	0.0000
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000
Total		4,89,77,926	2,28,83,977	46.7230	2,28,83,929	48	99.9998	0.0002

Yours truly
For SPML Infra Limited

SUBHASH CHAND SETHI
Digitally signed by SUBHASH CHAND SETHI
Date: 2023.10.04 13:23:08 +05'30'

Subhash Chand Sethi
Chairman
(00464390)

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 30th September 2023 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 14th August 2023, 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 sought to be transacted in the Annual General Meeting (AGM) of the Company, which was held on 30th September 2023. 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 10,173 Shareholders on 8th September 2023 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 25th September, 2023. 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 Wednesday, the 27th September, 2023 at 09:00 A.M. and ends on Friday, the 29th September, 2023 at 05:00 P.M. At the end of the voting period on 29th September, 2023 the portal of the Service Provider was blocked forthwith. On Saturday, the 30th September, 2023 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 159 shareholders holding 2,24,66,221 equity shares of the Company, who have participated in the voting process for the AGM through Remote e-Voting and 1 member holding 4,17,756 equity shares had cast his vote electronically during the AGM.

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, 2023 and the reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total votes	%
129	22465923	1	417756	22883679	100

(ii) Voted against the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote	Number of members voted in E-	Number of votes cast in E-voting	Total votes	%
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	E-voting	voting in AGM	in AGM		
30	298	0	0	298	0*

*negligible percentage

(iii) Invalid votes:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
0	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 Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
127	22452183	1	417756	22869939	99.94

(ii) Voted against the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
32	14038	0	0	14038	0.06

(iii) Invalid votes:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
0	0	0	0	0	0

Result

The Resolution was passed with requisite majority.

Resolution 3

To ratify the Remuneration of Cost Auditor for the Financial Year 2023-24

(i) Voted in favour of the resolution:



Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
130	22466173	1	417756	22883929	100

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
29	48	0	0	48	0*

*negligible percentage

(iii) **Invalid** votes:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total votes	%
0	0	0	0	0	0

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: 30/09/2023

Place: Delhi

UDIN No. A016464E001136761

For MT & Co.
Company Secretaries



(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

Anmol



DATE: 30/09/2023



Anmol