

SPML INFRA LIMITED

CIN: L40106DL1981PLC012228

Registered Office: F 27/2, Okhla Industrial Area, Phase II, New Delhi - 110020

Tel.: 011-26387091 • Fax: 011-26386003 • E-mail: info@spml.co.in • Website: www.spml.co.in

NOTICE TO THE SHAREHOLDERS
DECLARATION OF RESULTS OF E-VOTING

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and the Secretarial Standard on General Meetings ("SS- 2") issued by The Institute of Company Secretaries of India, including any statutory modification(s) or re-enactment thereof to the above for the time being in force, the Company had provided the e-voting facility to all its Members to enable them to cast their vote electronically for the items listed in Notice for the 38th Annual General Meeting (AGM) of the Company.

The remote e-voting period was open from Saturday, the 21st Day of September, 2019 to Monday, 23rd Day of September, 2019. The last date for e-voting was 23rd Day of September, 2019 at 05:00 P.M.

The Company had appointed Mr. R. S. Bhatia, Company Secretary in Whole-Time Practice, New Delhi, as the scrutinizer for conducting the e-Voting process in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 23rd Day of September, 2019 and voting received till the conclusion of the meeting and submitted his Report on 24th Day of September, 2019.

The scrutinizer, after carrying out the scrutiny, has submitted his report on the voting done through e-voting by the Members, to the Authorized Person of the Company.

The details of the Voting result of the Resolution passed through e-voting are reproduced hereunder:

1	Date of the Annual General Meeting	Tuesday, 24 th Day of September, 2019		
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	7274 Equity Shareholders holding 3,66,50,276 Equity Share (as on Tuesday, 17 th September, 2019)		
3	No. of Shareholders present in the meeting either in person or through proxy:			
	Promoters and Promoter Group:	Nil		
	Public:	177		
4	No. of Shareholders attended the meeting through Video Conferencing	NIL		
	Promoters and Promoter Group:			
	Public:			
5	Detail of the Agenda:	Resolution required: (Ordinary/Special)	Mode of Voting: (E-Voting/Poll /Ballot Form)	Result
(i)	To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor's thereon	Ordinary	E-Voting/ Poll	Passed with Requisite Majority
(ii)	To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment	Ordinary	E-Voting/ Poll	Passed with Requisite Majority
(iii)	To ratify the remuneration of Cost Auditor for the financial year 2019-20	Ordinary	E-Voting/ Poll	Passed with Requisite Majority
(iv)	To Appoint Mrs. Pavitra Joshi Singh (DIN: 08355578) as an Independent Director of the Company	Ordinary	E-Voting/ Poll	Passed with Requisite Majority
(v)	To re-appoint Mr. Sarthak Behuria (DIN: 03290288), as an Independent Director of the Company	Special	E-Voting/ Poll	Passed with Requisite Majority
(vi)	To re-appoint Mr. Prem Singh Rana (DIN: 00129300), as an Independent Director of the Company	Special	E-Voting/ Poll	Passed with Requisite Majority
(vii)	To re-appoint Mr. Subhash Chand Sethi (DIN:00464390) Chairman & Whole Time Director of the Company	Special	E-Voting/ Poll	Passed with Requisite Majority
(viii)	To Re-appoint Mr. Sushil Kumar Sethi (DIN:00062927), as the Managing Director of the Company	Special	E-Voting/ Poll	Passed with Requisite Majority



Agenda wise details of the Voting Result are as under:

ITEM NO. 1: To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2019 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public- Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

ITEM NO. 2: To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390) , who retires by rotation pursuant to Section 152 of the Companies Act, 2013 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public- Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

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ITEM NO. 3: To ratify the remuneration of Cost Auditor for the financial year 2019-20.

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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

ITEM NO. 4: To Appoint Mrs. Pavitra Joshi Singh (DIN: 08355578) as an Independent Director of the Company

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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-



ITEM NO. 5: To re-appoint Mr. Sarthak Behuria (DIN: 03290288), 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

ITEM NO. 6: To re-appoint Mr. Prem Singh Rana (DIN: 00129300), 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

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ITEM NO. 7: To re-appoint Mr. Subhash Chand Sethi (DIN: 00464390) Chairman & Whole Time 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

ITEM NO. 8: To Re-appoint Mr. Sushil Kumar Sethi (DIN: 00062927), as the Managing 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	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	1,40,01,260	12,649,675	90.35	12,649,675	-	100.00	-
Public-Institution s	E-Voting	6,178,095	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	6,178,095	-	-	-	-	-	-
Public- Non Institution s	E-Voting	16,470,921	7,29,180	4.43	7,29,180	-	100.00	-
	Poll		1,646	0.01	1,646	-	100.00	-
	Total	16,470,921	7,30,826	4.44	7,30,826	-	100.00	-
Total		3,66,50,276	13,380,501	36.51	13,380,501	-	100.00	-

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Based on the Report of the Scrutinizer dated 24.09.2019, I, Laxmi Narayan Mandhana the Company Secretary of the Company, duly authorized by the Chairman of the 38th Annual General Meeting, do hereby declare that the aforesaid Business as enumerated in the Notice of the 38th AGM have been duly approved by the Shareholders with requisite majority.

The result of the Scrutinizer is also enclosed herewith.

Thanking you,

Yours truly
For SPML Infra Limited

✍

Laxmi N. Mandhana
Laxmi Narayan Mandhana
Company Secretary



Date: 26.09.2019

R.S.Bhatia

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

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.
Ph. 011-41078605 M: 09811113545
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GST No.- 07AAFFB5130M1ZX
Email: bhatia_r_s@hotmail.com
Service Category:-Company Secretary in Practice

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)

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

38th Annual General Meeting of the equity shareholders of SPML Infra Limited, was held on Tuesday, the 24th day of September, 2019, at 03:30 P.M. at PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of the Company pursuant to Section 108 and 109 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose of poll and e-voting taken on the below mentioned resolution(s), contained in the notice of the 38th Annual General Meeting of the Equity shareholders of SPML Infra Limited, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One(1)- ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with the Registrar and Transfer agents of the Company. As per information given to me by the Company, ten number of persons were present through proxy.
3. No poll paper was found incomplete and/or otherwise defective. There was no invalid poll paper.
4. The result of the poll and e-voting is as under:



R.S.Bhatia

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Company Secretary in Practice

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PAN. AAAPB5130M

GST No.- 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

Resolution No. :- 1 Ordinary Resolution:

To Consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor's thereon.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :- 2 Ordinary Resolution

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.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100



R.S.Bhatia

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(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member in person or by proxy whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :- 3 Ordinary Resolution

To ratify the remuneration of Cost Auditor for the financial year 2019-20.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member in person or by proxy whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :-4 Ordinary Resolution

To Appoint Mrs. Pavitra Joshi Singh (DIN: 08355578) as an Independent Director of the Company.



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	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :-5 Special Resolution

To re-appoint Mr. Sarthak Behuria (DIN: 03290288), as an Independent Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			



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Service Category:-Company Secretary in Practice

(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL
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Resolution No. :-6 Special Resolution

To re-appoint Mr. Prem Singh Rana (DIN: 00129300), as an Independent Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :-7 Special Resolution

To re-appoint Mr. Subhash Chand Sethi (DIN:00464390) Chairman & Whole Time Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100



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Service Category:-Company Secretary in Practice

(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL

Resolution No. :-8 Special Resolution

To Re-appoint Mr. Sushil Kumar Sethi (DIN: 00062927), as the Managing Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	1646	24	13378855	100
(ii) Voted against the resolution	0	0	0	0	0
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes	NIL	NIL	NIL	NIL	NIL



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), I.ajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAAPB5130M

GST No.- 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

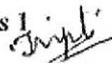
5. The poll papers and all other records were sealed and handed over to the Director authorized by the Board for safe keeping.
6. All of the above mentioned resolutions have been passed with requisite majority.

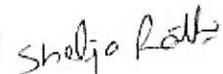
Thanking you,
Yours faithfully,



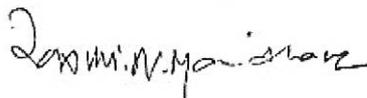
(R.S. BHATIA)
Scrutinizer
Company Secretary in Practice
CP No.: 2514

Place: New Delhi
Date: 24.09.2019

Witness 1 
Name: TRIPTI RANI
Address: H.NO 2206 JAWAHAR
COLONY, FARIDABAD

Witness 2 
Name: SHELJA RATHI
Address: B-8S, LAXMI NAGAR
DELHI-110092

Signed by:


LAXMI NARAYAN MANDHANA
Company Secretary & CFO
Duly authorized by
Chairman of the 38th AGM