

September 27, 2014

**National Stock Exchange**

Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E), Mumbai -400051  
Fax 022 – 6641 8124 / 25

**Bombay Stock Exchange,**

Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400001  
Fax : 022 – 2272 3121

**(NSE Scrip Code : SPMLINFRA)**

**(BSE Scrip Code : 500402)**

**Sub: Result of e-voting and Poll with regard to 33<sup>rd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September 2014**

Dear Sir,

With reference to the captioned subject and in terms of the provisions of Clause 35A of the Listing Agreement, the details regarding the voting results are as under:

<b>Date of the AGM</b>	26 <sup>th</sup> September 2014
<b>Total number of shareholders on record date</b> (cut-off date for determining the voting rights of shareholders)	5755
<b>No. of shareholders present in the meeting either in person or through proxy :</b> - Promoters and Promoter Group - Public	22 52
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> - Promoters and Promoter Group - Public	Not arranged, as there was no request

**AGENDA WISE DETAIL OF VOTING RESULTS ARE AS UNDER:**

**SPML INFRA LIMITED**

SPML House, Plot No. 65, Sector-32 Institutional Area, Gurgaon - 122001, Haryana  
Ph: +91-124-3944555. Fax: +91-124-3983201. Email: info@spml.co.in  
www.spml.co.in CIN No. L40106DL1981PLC012228



**Resolution No. 1:** To receive, consider and adopt Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2014, the Auditors' Report thereon and the Report of the Board Directors

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public - Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 2:** To Appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public - Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 3:** To appoint Auditors and fix their remuneration.

**Resolution Required :** Ordinary Resolution

**Mode of Voting :** e-voting / Poll

**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 4:** Appointment of Mr. R.L. Gaggar as an Independent Director of the Company:

**Resolution Required :** Ordinary Resolution

**Mode of Voting :** e-voting / Poll

**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 5:** Appointment of Mr. Sarthak Behuria as an Independent Director of the Company

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 6:** Appointment of Mr. Prem Singh Rana as an Independent Director of the Company:

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed unanimously

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502909	0	100	0
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160871</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 7:** Re-appointment of Mr. Subhash Chand Sethi as Chairman cum Whole Time Director:

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed Requisite Majority

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public - Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160771</b>	<b>100</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution No. 8:** Re-appointment of Mr. Sushil Kumar Sethi as Managing Director:

**Resolution Required :** Ordinary Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed Requisite Majority

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public - Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160771</b>	<b>100</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution No. 9:** Borrowing Power of the Board of Directors of the Company

**Resolution Required** : Special Resolution  
**Mode of Voting** : e-voting / Poll  
**Results** : Passed Requisite Majority

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160771</b>	<b>100</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution No. 10:** Consent to mortgage hypothecate or create charge on all or any part of the movable and immovable properties of the Company.

**Resolution Required** : Special Resolution  
**Mode of Voting** : e-voting / Poll  
**Results** : Passed Requisite Majority

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional- holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160771</b>	<b>100</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution No. 11:** Approval and adoption of the draft articles in substitution of the existing Articles of Association of the Company.

**Resolution Required :** Special Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed Requisite Majority

Promoter/ Public	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	21816485	18657962	85.52	18657962	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>24160871</b>	<b>65.92</b>	<b>24160771</b>	<b>100</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution No. 12:** Consent to transfer certain investments of SPML Infra Limited to its wholly owned subsidiaries.

**Resolution Required :** Special Resolution  
**Mode of Voting :** e-voting / Poll  
**Results :** Passed Requisite Majority

Promoter/ Public	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	21816485	16510152	75.68	16510152	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public – Others	14820791	5502909	37.13	5502809	100	99.9982	0.0018
<b>Total</b>	<b>36650276</b>	<b>22013061</b>	<b>60.06</b>	<b>22012961</b>	<b>100</b>	<b>99.9995</b>	<b>0.0005</b>

Scrutinizer's Reports are also attached.

Kindly take the above on record.

Thanking you.

Yours faithfully,  
For **SPML Infra Limited**

  
Abhay Raj Singh  
Company Secretary

**PTM & Co.**  
Company Secretaries  
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095  
Phone No.22582283, Mobile No.9899697330  
Email:tumul11@yahoo.com

## COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

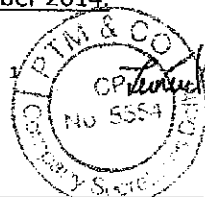
To,  
The Chairman,  
SPML INFRA LIMITED,  
New Delhi

**Sub:** Passing of Resolution through E-Voting and Poll conducted at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED held on 26<sup>th</sup> September, 2014 at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016

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 16<sup>th</sup> August 2014, for the purpose of taking e-voting held between 10:00 A.M. Thursday, the 18<sup>th</sup> September 2014 to Saturday the, 20<sup>th</sup> September 2014 up to 18:00 P.M. and the Chairman of the AGM has appointed me as the Scrutinizer for the Poll held at the AGM of the Company on the 26<sup>th</sup> September, 2014.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company from 10:00 A.M. Thursday, the 18<sup>th</sup> September 2014 to Saturday the, 20<sup>th</sup> September 2014 up to 18:00 P.M., M/s. Maheshwari Datamatics Private Limited are the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 22<sup>nd</sup> September 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated 22<sup>nd</sup> September 2014 attached herewith.

At the AGM of the Company held on 26<sup>th</sup> September 2014, the Chairman of the Company had called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report dated 27<sup>th</sup> September 2014.

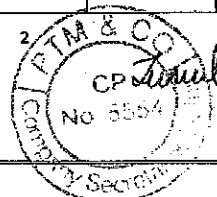




The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting & poll	Total number of Shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder)
74	24161246	24160871

Item of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	24160871	99.99	0	0	375	.0015
Item No. 2 of the Notice (As an Ordinary Resolution)	24160871	99.99	0	0	375	.0015
Item No. 3 of the Notice (As an Ordinary Resolution)	24160871	99.99	0	0	375	.0015
Item No. 4 of the Notice (As a Special Resolution)	24160871	99.99	0	0	375	.0015
Item No. 5 of the Notice (As a Special Resolution)	24160871	99.99	0	0	375	.0015
Item No. 6 of the Notice (As a Special Resolution)	24160871	99.99	0	0	375	.0015
Item No. 7 of the Notice (As a Special Resolution)	24160771	99.99	100	.001	375	.0015
Item No. 8 of the Notice (As a Special Resolution)	24160771	99.99	100	.001	375	.0015
Item No. 9 of the Notice (As a Special Resolution)	24160771	99.99	100	.001	375	.0015
Item No. 10 of the Notice (As a Special Resolution)	24160771	99.99	100	.001	375	.0015
Item No. 11 of the Notice (As a Special Resolution)	24160771	99.99	100	.001	375	.0015



Item No. 12 of the Notice (As a Special Resolution)	22012961	99.99	100	.001	375	.0015
---	----------	-------	-----	------	-----	-------


All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,  
Yours Faithfully,

Date: 27<sup>th</sup> September 2014  
Place: Delhi

For PTM & Co.  
Company Secretaries

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

**PTM & Co.**  
Company Secretaries  
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095  
Phone No.22582283, Mobile No.9899697330  
Email:tumul11@yahoo.com

FORM No. MGT-13  
Report of Scrutinizer(s)  
*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

### Scrutinizer Report Polling (Standalone)

To,  
The Chairman,  
33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
SPML INFRA LIMITED  
Held on 26<sup>th</sup> September, 2014 at PHD House, 4/2, Siri Institutional  
Area, August Kranti Marg, New Delhi – 110016

Ref: 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED held  
on 26<sup>th</sup> September, 2014 at PHD House, 4/2, Siri Institutional Area, August Kranti  
Marg, New Delhi – 110016

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  
for the purpose of the e-voting and polling taken on the below mentioned resolution(s), at  
the Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED, held on  
26<sup>th</sup> September 2014 at New Delhi, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling  
were locked in my/our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were  
diligently scrutinized. The poll papers were reconciled with the records maintained by the  
Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies  
lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective  
have been treated as invalid and kept separately



4. The result of the Poll is as under:

**Resolution 1**

To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014, the Auditors Report thereon and the Report of the Board Directors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 2**

To Appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

(i) Voted in favour of the resolution:

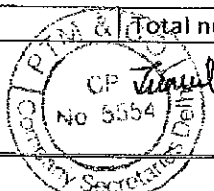
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members	Total number of votes cast by Them



(in person or by proxy) whose votes were declared invalid	
1	375

**Resolution 3**

To appoint Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 4**

Appointment of Mr. R.L. Gaggar as an Independent Director of the Company.

(i) Voted in favour of the resolution:

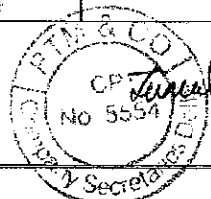
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
---	------------------------------------



1	375
---	-----

**Resolution 5**

Appointment of Mr. Sarthak Behuria as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 6:**

Appointment of Mr. Prem Singh Rana as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
1	375



**Resolution 7**

Re-appointment of Mr. Subhash Chand Sethi as Chairman cum Whole Time Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 8**

Re-appointment of Mr. Sushil Kumar Sethi as Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

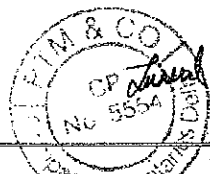
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 9**

Borrowing Power of the Board of Directors of the Company.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 10**

Consent to mortgage hypothecate or create charge on all or any part of the movable and immovable properties of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

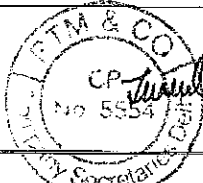
Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
1	375

**Resolution 11**

Approval and adoption of the draft articles in substitution of the existing Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
-------------------	-----------------	----------------------------





present and voting (in person or by proxy)	cast by them	votes cast
69	24159730	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

#### Resolution 12

Consent to transfer certain investments of SPML Infra Limited to its wholly owned subsidiaries.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	22011920	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

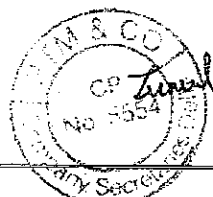
(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	375

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,



Yours faithfully,

Date: 27<sup>th</sup> September 2014  
Place: Delhi

For PTM & Co.  
Company Secretaries



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

## Scrutinizer Report E-voting (Standalone)

To,  
The Chairman,  
SPML INFRA LIMITED,  
New Delhi

**Ref:** 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED to be held on 26<sup>th</sup> September, 2014 at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016

**Sub:** Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

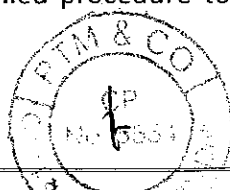
Dear Sir,

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 16<sup>th</sup> August 2014, for the purpose of 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 and the SEBI circular dated 17th April, 2014 issued in this regard.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company.

M/s. Maheshwari Datamatics Private Limited is the Registrar and Share Transfer Agent (RTA) 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 is scheduled to be held on 26<sup>th</sup> September 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://evotingindia.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.

As on the cut-off date (22<sup>nd</sup> August 2014) there were 5755 shareholders of the Company. The Company has sent the Notice of the AGM by post to 3095 shareholders on 1<sup>st</sup> September 2014 and by Email to 2660 shareholders on 4<sup>th</sup> September 2014 as per the details available with the RTA/Service Provider. The notices sent (both through email and physical form) 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> August 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 10:00 A.M. Thursday, the 18<sup>th</sup> September 2014 to Saturday the, 20<sup>th</sup> September 2014 up to 18:00 P.M. As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published in the newspaper on 13<sup>th</sup> September 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20. At the end of the voting period on 20<sup>th</sup> September 2014 portal of the Service Provider was blocked forthwith. On Monday, 22<sup>nd</sup> September 2014 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 3(xi) of the said Rule 20.

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 4 shareholders holding 1141 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

5. The result of e-voting is as under-

**Resolution 1**

To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014, the Auditors Report thereon and the Report of the Board Directors.

(i) Voted in favour of the resolution:

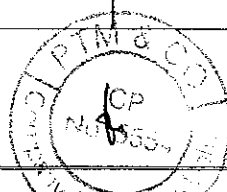
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-



**Resolution 2**

To Appoint a Director in place of Mr. Deepak Sethi (DIN: 00035756), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

**Resolution 3**

To appoint Auditors and fix their remuneration.

**(i) Voted in favour of the resolution:**

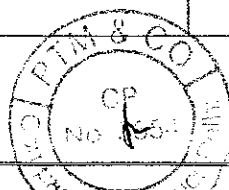
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-



#### Resolution 4

Appointment of Mr. R.L. Gaggar as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

#### Resolution 5

Appointment of Mr. Sarthak Behuria as an Independent Director of the Company.

(i) Voted in favour of the resolution:

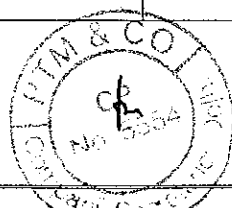
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-



**Resolution 6**

Appointment of Mr. Prem Singh Rana as an Independent Director of the Company.

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1141	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

**Resolution 7**

Re-appointment of Mr. Subhash Chand Sethi as Chairman cum Whole Time Director.

**(i) Voted in favour of the resolution:**

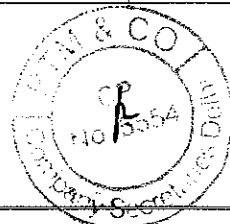
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

**Resolution 8**

Re-appointment of Mr. Sushil Kumar Sethi as Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

Resolution 9

Borrowing Power of the Board of Directors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

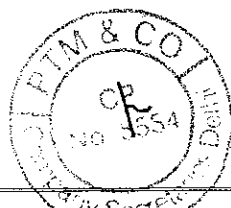
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

Resolution 10





Consent to mortgage hypothecate or create charge on all or any part of the movable and immovable properties of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution 11**

Approval and adoption of the draft articles in substitution of the existing Articles of Association of the Company.

(i) Voted in favour of the resolution:

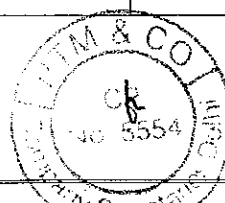
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



7

**Resolution 12**

Consent to transfer certain investments of SPML Infra Limited to its wholly owned subsidiaries.

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1041	91.23%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	8.76%

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

I, hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,  
Yours faithfully,

Date: 22/09/2014

Place: Delhi

For PTM & Co.  
Company Secretaries

  
(Tumul Maheshwari)  
Proprietor

C.P. No. 5554