

September 30, 2015

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

**(NSE Script Code: SPMLINFRA)**

**BSE Limited,**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400001  
Fax: 022-22723121

**(BSE Script Code: 500402)**

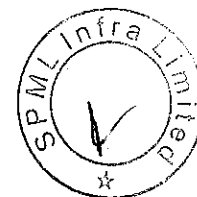
**Sub: Result of e-voting, Postal ballot and Poll with regard to 34<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2015**

Dear Sir,

With reference to the captioned subject and in terms of the provisions of Clause 35A of the Listing Agreement, the detail regarding the voting results for the 34<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2015 are as under:

<b>Date of the AGM</b>	<b>28<sup>th</sup> September, 2015</b>
<b>Total number of Shareholders on record date</b> (cut-off date for determining the voting right of shareholders)	5863
<b>No. of shareholders present in the meeting either in person or through proxy</b> <ul style="list-style-type: none"> <li>• Promoter and Promoter Group</li> <li>• Public</li> </ul>	7 129
<b>No. of Shareholders attended the meeting through video conferencing</b> <ul style="list-style-type: none"> <li>• Promoter and Promoter Group</li> <li>• Public</li> </ul>	Nil

**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 the audited standalone & consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Auditors' and Board of Directors thereon.

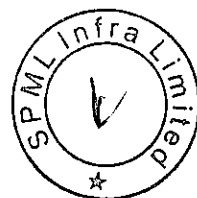
**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with requisite Majority

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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730927	2	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722842</b>	<b>2</b>	<b>100.00</b>	<b>0.00</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  
**Result** : Passed with 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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730917	12	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722832</b>	<b>12</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 3:** To consider and, if thought fit, ratified the appointment of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2016 .

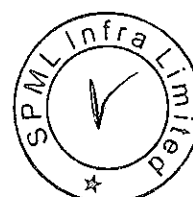
**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with requisite Majority

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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730917	12	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722832</b>	<b>12</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 4:** Appointment of Ms. Archana Capoor as an Independent Director of the Company

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with 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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730918	11	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722833</b>	<b>11</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 5:** Appointment of Dr. Dinesh Kumar Goyal as an Independent Director of the Company

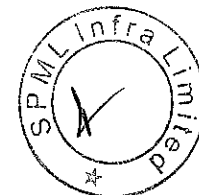
**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with requisite Majority

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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730918	11	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722833</b>	<b>11</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 6:** Appointment of Mr. Rishabh Sethi as Executive Director of the Company

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with 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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730928	1	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722843</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 7:** To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with 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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730919	10	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722834</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 8:** To approve payment of remuneration to Non-executive Directors of the Company

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with 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
Promoters & Promoters Group	21876085	12991915	59.39	12991915	-	100.00	0.00
Public – Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730929	4.95	730919	10	100.00	0.00
<b>Total</b>	<b>36650276</b>	<b>13722844</b>	<b>37.44</b>	<b>13722834</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>

The Scrutinizer's Reports on the voting are also attached for your record.

Kindly taken the above on record.

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:tumul1@yahoo.com

**CONSOLIDATED SCRUTINIZER'S REPORT FOR  
VOTING THROUGH ELECTRONIC MEANS / POSTAL BALLOT AND POLL**

To,  
The Chairman,  
SPML INFRA LIMITED,  
New Delhi

**Ref: 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED held on 28<sup>th</sup> September, 2015 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 Pursuant to the Resolution passed by the Board of SPML INFRA LIMITED (hereinafter referred to as the "Company") on 14<sup>th</sup> August 2015, 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 28<sup>th</sup> September 2015. 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 first cut-off date (21<sup>st</sup> August 2015) for determine the eligibility to receive the Notice for the AGM, there were 5905 Shareholders of the Company. The Company has sent the Notice of the AGM by post to 2953 Shareholders on 4<sup>th</sup> September 2015 and by Email to 2952 Shareholders on 7<sup>th</sup> September 2015 as per the details available with the RTA/Service Provider. The notices sent (both through electronic 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 21<sup>st</sup> September 2015. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 10:00 A.M. Friday, the 25<sup>th</sup> September 2015 to Sunday the, 27<sup>th</sup> September 2015 up to 17:00 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 English and Hindi language newspaper viz. Business Standard, carrying 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 27<sup>th</sup> September 2015 the portal of the Service Provider was blocked forthwith. On Monday, 28<sup>th</sup> September 2015 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 74 shareholders holding 13722844 equity shares of the Company, who have participated in the voting process for the AGM through e-Voting / Postal / Poll carried out by the Company.

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

**Resolution 1**

To receive, consider and adopt the audited standalone & consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Auditors' and Board of Directors thereon.

(i) Voted in favour of the resolution:

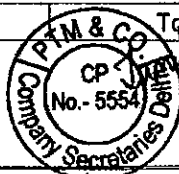
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
72	13722842	100%

(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
2	2	0.00%

(iii) Invalid votes:

Total number of members	Total number of votes cast by
-------------------------	-------------------------------



(in person or by proxy) whose votes were declared invalid	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
71	13722832	100.00%

(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
3	12	0.00%

(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 consider & ratify the appointment of Statutory Auditor for the Financial Year 2015-16

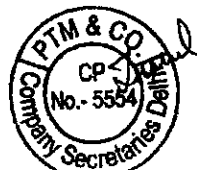
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
71	13722832	100.00%

(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
3	12	0.00%

(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 Ms. Archana Capoor 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
72	13722833	100.00%

(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
2	11	0.00%

(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 Dr. Dinesh Kumar Goyal as an Independent Director of the Company.

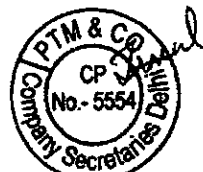
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
72	13722833	100.00%

(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
2	11	0.00%

(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. Rishabh Sethi as Executive 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
73	13722843	100.00%

(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	1	0.00%

(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**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

(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
73	13722834	100.00%

(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	10	0.00%

(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**

To approve payment of remuneration to Non-executive 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
73	13722834	100.00%

(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	10	0.00%

(iii) Invalid votes:

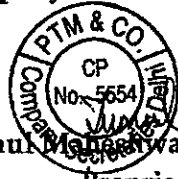
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
-	-

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 above stated records pertaining to the voting done for the AGM 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: 30<sup>th</sup> September 2015  
Place: Delhi

For PTM & Co.  
Company Secretaries

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