

DECLARATION OF RESULTS OF POSTAL BALLOT
POSTAL BALLOT NOTICE DT 19TH MAY 2017

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders/Members of the Company was sought by way of passing a Special Resolution as set out in the Postal Ballot Notice dated 19th May, 2017.

The Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members/ Shareholders through electronic mail as well as through Physical Mode and the last date for receipt of the duly filled in Postal Ballot Form either through physical submission of the Postal Ballot Forms in the Pre-paid self-addressed envelope or through e-voting was Friday, the 21st day of July, 2017 (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 Postal-Ballot/ e-Voting process in a fair and transparent manner.

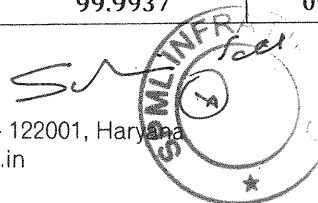
The scrutinizer, after carrying out the scrutiny, has submitted his report on the voting done through Postal Ballot forms as well as through e-voting by the Members, to the Managing Director of the Company.

The details of the Voting result of the Resolution passed through Postal Ballot (including e-voting) are reproduced hereunder:

1	Date of Declaration of Postal Ballot Results	Monday, 24th July, 2017		
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders to whom the Notice of the Postal Ballot was sent and also for reckoning the Voting Result	5,941 Equity Shareholders holding 3,66,50,276 Equity Share (as on Friday, the 16th day of June, 2017)		
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable		
4	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable		
5	Detail of the Agenda:	Resolution required: (Ordinary/Special)	Mode of Voting: (Postal Ballot/ E-Voting)	Result
(i)	Shifting of the Registered Office of the Company from the "Union Territory of Delhi" to the State of "West Bengal"	Special	Postal Ballot/E- Voting	Passed with Requisite Majority
6.	Voting Result	Voted in Favour of Resolution	Voted against the Resolution	Invalid Votes
(i)	Number of Shareholders who Voted through- E-Voting	28	2	-
(ii)	Number of Votes cast (Shares) through E-Voting	80,07,379	1150	-
(iii)	Number of Shareholders who Voted through- Postal Ballot	40	11	-
(iv)	Number of Votes cast (Shares) through - Postal Ballot	1,21,16,188	117	-
(v)	% of Total Number of Valid Vote casted	99.9937	00.0063	-

SPML INFRA LIMITED

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www.spml.co.in CIN No. L40106DL1981PLC012228



Agenda wise details of the Voting Result are as under:

Resolution No. 1 : Shifting of the Registered Office of the Company from the "Union Territory of Delhi" to the State of "West Bengal"

Resolution Required : **Special Resolution**

Mode of Voting : **Postal Ballot / E-Voting**


Result : **Passed with Requisite Majority**

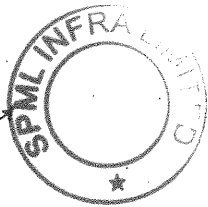
Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	2,18,60,835	1,93,73,765	88.6232	1,93,73,765	0	100.0000	0.0000
Public-Institutional holders	13,000	0	0.0000	0	0	0.0000	0.0000
Public Others	1,47,76,441	7,51,069	5.0829	7,49,802	1267	99.8313	0.1687
Total	3,66,50,276	2,01,24,834	54.9105	2,01,23,567	1267	99.9937	0.0063

Pursuant to the Provisions of Section 110 of the Companies Act, 2013 read along with relevant Rules framed thereunder including any modification/amendment therein, and based on the Report of the Scrutinizer dated 22.07.2017, I, the Chairman/ Managing Director/ Authorized Representative of the Company do hereby declare that the aforesaid Special Resolution pertaining to "shifting of the Registered Office of the Company" has been passed by requisite majority. The result of the Scrutinizer is also enclosed herewith.

Thanking you,

Yours truly
For SPML Infra Limited


Sushil Kumar Sethi
Managing Director
Date : 24.07.2017
DIN No.: 00062927



SPML INFRA LIMITED

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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

PAN: AAFPB5130M

GST No. 07AAF5130M1ZX

Email: hatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

SCRUTINIZER'S REPORT

(Pursuant to the Section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.)

To

The Chairman,

SPML Infra Limited

CIN: L40106DL1981PLC012228

F 27/2, Okhla Industrial Area, Phase II,

New Delhi-110020

Sub: Scrutinizer's Report on voting by Postal Ballot in respect of passing the Resolutions contained in the Notice of postal Ballot dated 19th May, 2017.

Dear Sir,

I, R.S. BHATIA, Company Secretary in Practice, appointed by the Board of Directors of **SPML Infra Limited** ("the Company") as scrutinizer for the purpose of Scrutinizing Postal Ballot voting including voting by electronic means process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot and e-voting carried out as per the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendment thereon on the resolution set out in the Notice of the Postal Ballot dated 19th May, 2017.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies act 2013, and rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to the postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a scrutinizer's report of the votes cast by the members for the resolutions contained in the notice dated 19th May, 2017, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency engaged by the company to provide

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e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5:00 p.m. on 21st July, 2017.

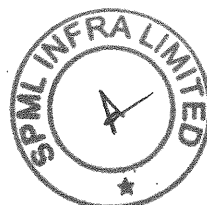
I submit my report as under:

1. The Company has provided facility of casting vote to the members of the Company through Postal Ballot and company has also provided the e-voting facility to the members.
2. The Company had followed the process as required under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 respectively in respect of providing voting through postal ballot and electronic means.
3. The shareholders holding shares either in physical or in demat as on the "cut off" date i.e. 16th June, 2017 were entitled to vote on the proposed special resolution as set out in the Notice of Postal Ballot dated 19th May, 2017.
4. The Postal Ballot forms received up to the close of working hours on Friday, 21st July, 2017 (05.00 P.M.) being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for scrutiny for the purpose of this report.
5. The votes were unblocked on 21st July, 2017 after 05.00 P.M. in the presence of two witnesses, who are not in the employment of the Company.
6. I have not received any defaced or mutilated ballot papers. No duplicate ballot papers were issued by the Company.
7. The results of the Postal Ballot are as under:

(A) As a Special Resolution- Item No. 1

*SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI
TO STATE OF WEST BENGAL*

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	Number of Members voted through E- Voting	Number of Votes cast (shares) E- Voting	Number of Members Voted- Postal Ballot	Number of Votes cast (Shares) – Postal Ballot	% of Total No. of Valid Votes Cast
(i) Voted in favor of the resolution	28	8007379	40	12116188	99.9937
(ii) Voted against the resolution	2	1150	11	117	0.0062
(iii) Invalid Votes	-	-	-	-	-

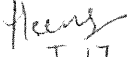
8. The details containing the list of equity shareholders who voted for or against for the resolution along with the postal ballot and all other relevant records were handed over to the Managing Director authorized by the Board for safe keeping.

Thanking you.
Yours faithfully.

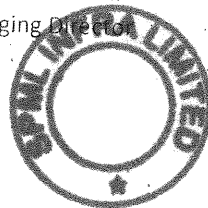
Place: New Delhi
Date: 22.07.2017


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


Mohd Akbar
M. Akbar
J-17, Basement, Lajpat nagar III
Witness 1 New Delhi. 22/07/2017.


J-17, Basement, Lajpat
nagar III
Witness 2 22/7/2017

Signed by: Chairman
Name:
Designation: Chairman and Managing Director
DIN:



Counter signed by

(X) 
Sushil Kumar Sethi
Managing Director
DIN No - 00062927

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