



21<sup>st</sup> September, 2024

To,

**National Stock Exchange**

Exchange Plaza,

Plot No. C/1, G Block,

Bandra (E), Mumbai-400051

**(NSE Scrip Code: SPMLINFRA)**

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai-400001

**(BSE Scrip Code: 500402)**

**Sub: Submission of E-voting results under regulation 44 of SEBI (LODR) Regulations,2015 and Scrutinizer's Report**

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, we are submitting herewith the e-voting results w.r.t. the Resolutions passed in the Annual General Meeting of the Company held on 20<sup>th</sup> September, 2024 at 1:00 pm through video conferencing along with the Report of the Scrutinizer Mr. Tumul Maheshwari, Practising Company Secretary, who was appointed as the Scrutinizer by the Board of Directors to supervise the e-voting in a fair and transparent manner.

You are requested to take the above on record.

**Thanking you,**

**Yours truly,**

**For SPML Infra Limited**

Swati

Agarwal

Digitally signed by  
Swati Agarwal  
Date: 2024.09.21  
14:42:48 +05'30'

**Swati Agarwal**

**Company Secretary**

**SPML INFRA LIMITED**

CIN : L40106DL 1981PLC012228

22, Camac Street, Block-A, 3rd Floor, Kolkata 700 016

Ph : +91 33 4009 1200 / 1247

E-mail : info@spml.co.in | Website : www.spml.co.in

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



**MT & Co.**

Company Secretaries

35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095

Phone No.22582283, Mobile No.9899697320

Email:tumul11@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT FOR  
VOTING THROUGH ELECTRONIC MEANS**

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

**Ref: Annual General Meeting of the Equity Shareholders of SPML Infra Limited held on 20<sup>th</sup> September 2024 at F-27/2, Okhla Industrial Area Phase-II, New Delhi-110020 through Video Conferencing/OAVM**

Dear Sir,

I, Tumul Maheshwari, Practicing Company Secretary having office at 35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095 have been appointed as Scrutinizer Pursuant to the Resolution passed by the Board of SPML Infra Limited (hereinafter referred to as the "Company") on 28<sup>th</sup> August 2024, for the purpose of scrutinizing the e-voting process taken pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014. I, also state that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

M/s. Maheshwari Datamatics Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company and M/s. National Securities Depository Limited (NSDL) is the Service Provider for providing the facility of electronic voting to the shareholders of the Company.

The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business sought to be transacted in the Annual General Meeting (AGM) of the Company, which was held on 20<sup>th</sup> September 2024. The Service Provider accordingly had set up e-Voting facility on their website, [https:// evoting.nsdl.com](https://evoting.nsdl.com). The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

The Company has sent the Notice of the AGM to 10,958 Shareholders (out of total 12,581) on 29<sup>th</sup> August 2024 as per the details available with the RTA/Service Provider through e-mail. The notices which were sent contained the detailed procedure to be followed by the



shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 13<sup>th</sup> September, 2024. As prescribed in the Rules, the Company also released an advertisement, which was published in the English and Hindi language newspaper viz. Business Standard (English & Hindi), carrying the required information as specified in the rules. As prescribed in the aforesaid Rules, the e-Voting facility was kept open from Tuesday, the 17<sup>th</sup> day of September, 2024 at 09:00 A.M and ends on Thursday, the 19<sup>th</sup> day of September, 2024 at 05:00 P.M. At the end of the voting period on 19<sup>th</sup> September, 2024 the portal of the Service Provider was blocked forthwith. On Friday, the 20<sup>th</sup> September, 2024 after the end of the AGM and the additional time allowed (15 minutes) for e-voting, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

The management of the Company is responsible to ensure that compliance, with the requirement of the Companies Act, 2013 and rules made thereunder, relating to voting through electronic means. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" votes, based on the reports generated from remote e-voting process system provided by National Securities Depository Limited.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There were 189 shareholders holding 2,32,32,385 equity shares of the Company, who have participated in the voting process for the AGM through Remote e-Voting and 0 member had cast his vote electronically during the AGM.

The result of e-voting is as under-

**Resolution 1**

To receive, consider and adopt the standalone and the consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**).

(i) Voted in favour of the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total votes	%
155	23232252	0	0	23232252	100

(ii) Voted against the resolution:

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



	E-voting	voting in AGM	in AGM		
34	133	0	0	133	0*

\*negligible percentage

(iii) **Invalid votes:**

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

**Result**

The Resolution was passed with requisite majority.

**Resolution 2**

To appoint a Director in place of Mr. Sushil Kumar Sethi (DIN: 00062927), who retire by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution).**

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
154	23232250	0	0	23232250	100

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
35	135	0	0	135	0

(iii) **Invalid votes:**

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

**Result**

The Resolution was passed with requisite majority.

**Resolution 3**

To ratify the Remuneration of Cost Auditor for the Financial Year 2024-25 **(Ordinary Resolution).**



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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
152	23213826	0	0	23213826	99.92

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
37	18559	0	0	18559	0.08

(iii) **Invalid** votes:

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

#### Resolution 4

To approve the Memorandum of Understanding/Loan Agreement entered between the Company and the Promoter and Promoter Group (Special Resolution).

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
141	2244095*	0	0	2244095	99.93

\*9306162 votes belonging to Promoter group not considered in voting

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
37	1645	0	0	1645	0.07

(iii) **Invalid** votes:

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

#### Resolution 5



To approve the issuance of Equity Shares to Promoter **Group and Non-promoter** by way of **fresh infusion of funds on a preferential basis (Special Resolution)**.

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
143	2245557	0	0	2245557	99.99

\*9306162 votes belonging to Promoter group not considered in voting

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
35	183	0	0	183	0.01

(iii) **Invalid** votes:

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

#### Resolution 6

To approve the issuance of Equity Shares to Promoter / **Promoter Group and Non-promoter** on a **preferential basis by way of conversion of loan (Special Resolution)**.

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
143	2245557	0	0	2245557	99.99

\*9306162 votes belonging to Promoter group not considered in voting

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
35	183	0	0	183	0.01

(iii) **Invalid** votes:

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



	E-voting	voting in AGM	in AGM		
0	0	0	0	0	0

**Resolution 7**

To approve the issuance of Warrants to Promoter Group and Non-Promoter on a preferential basis (Special Resolution).

(i) Voted in favour of the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
144	2245607	0	0	2245607	99.99

\*9306162 votes belonging to Promoter group not considered in voting

(ii) Voted against the resolution:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in E-voting in AGM	Number of votes cast in E-voting in AGM	Total Votes	%
34	133	0	0	133	0.01

(iii) Invalid votes:

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

**Result**

The Resolution was passed with requisite majority.

Results of the above poll may be declared by the Chairman/Authorised person of the meeting accordingly.

I, hereby confirm that the relevant records pertaining to the e-voting conducted for the AGM were handed over to the Chairman of the Company for safe-keeping.

**Restrictions on use**

The report has been issued at the request of the Company for, (i) submission to the Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of the NSDL/RTA. This report is not to be used for any other purpose or to be distributed to any other party. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking you,



Yours faithfully,

Date: 20/09/2024  
Place: Delhi  
UDIN No. A016464F001261092



(Tumul Maheshwari)  
Proprietor  
C.P. No.5554  
PR-1749/2022

WITNESS 1

Name: RAYAL MAHESHWARI  
Sign: Rayal

WITNESS 2

Name: ANMOL  
Sign: Anmol

CHAIRMAN/AUTHORISED PERSON

Sudh Agarwal



DATE: 20/09/2024