

29th September, 2023

<p>Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai 400051.</p> <p>NSE Symbol: SPLIL</p>	<p>Listing Department BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.</p> <p>Scrip Code: 532651</p>
---	--

Subject- Voting Results & Consolidated Scrutinizer's Report

This has reference to our letter dated 28th September, 2023, regarding intimation of proceedings of the 32nd Annual General Meeting (AGM) of the Company held on 28th September, 2023 at 11:00 A.M. through Video Conferencing. With reference to the captioned matter, we are submitting herewith Consolidated Scrutinizer's Report on the remote e-voting and voting conducted at the AGM as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Voting Results of the AGM in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records please.

Yours faithfully
For, **SPL Industries Limited**

**Vishal
Srivastava
a**

Digitally signed by Vishal Srivastava
DN: cn=Vishal Srivastava,
2.5.4.20=ac8bdec19147edae684bafddf2e
e1a06e68b46327e0705a72a16d825e,
postalCode=120012, st=ee=hh=pp=ka
mahala, gram post nayla via kundra,
Ward= Jaipur,
pseudonym=ac4b18c715435ab475e83d
430ba97,
serialNumber=5903206e9e7f61044065b
4ee4c047d9566755828e1b2078981517fa
Tel, ou=Personal, ou=Vishal Srivastava
Date: 2023.09.29 11:20:08 +05'30'

Vishal Srivastava
Company Secretary
& Compliance Officer



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Rules, 2015)

To,
The Chairman
SPL Industries Limited,
202, IInd Floor, Vikramaditya Tower,
Alaknanda Market, Kalkaji- 110019, Delhi

Reg.: 32nd Annual General Meeting of the members of SPL Industries Limited held on Thursday, 28th day of September, 2023 at 11.00 a.m. through Video Conferencing ("VC")/ other Audio-Visual means ("OAVM")

Sub: Consolidated Scrutinizer's Report on voting through electronic means ("remote e-voting") and e-voting during the AGM held through VC process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015

Dear Sir,

I, Anjali, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of **SPL Industries Limited ("the Company")** having its registered office at 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi in its meeting held on 11.08.2023. The Ministry of Corporate Affairs ("**MCA**"), Government of India, vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2021 dated December 8th, 2021, General Circular No. 2/2022 dated May 5th, 2022 and General Circular No. 10/2022 dated December 28th, 2022 ("**MCA Circulars**"), and Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5th, 2023 and other applicable circulars ("**SEBI Circulars**"), has permitted companies to hold Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") and dispensed personal presence of the members at the AGM, whose AGMs are due in the Year 2023, to conduct their AGMs on or before 30th September, 2023. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("**Act**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the company has decided to convene the 32nd AGM through VC / OAVM. The notice dated 11th August, 2023 for convening 32nd AGM of the Company was sent to all the Shareholders in accordance with

the provision of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI circulars.

The Company has provided the facility for voting through electronic means ("**remote e-voting**") facility offered by "**M/s KFin Technologies Limited ("KFIN')**", for Shareholder's participation in the e-voting process of 32st AGM.

The shareholders of the Company holding shares as on the "**Cut – Off**" date i.e. Thursday, 21st September, 2023 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the notice convening 32nd Annual General Meeting of the Company.

The voting period for remote e-Voting commenced on Sunday, 24th September, 2023 at 10:00 a.m. (IST) till Wednesday, 27th September, 2023 at 5.00 p.m.(IST) and the remote e-Voting platform was blocked thereafter.

As the AGM of the Company held through VC/OAVM on 28th September, 2023, after considering all the items of business, the facility to vote electronically was provided to those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of e-voting during Annual General Meeting held on 28th September, 2023, and the remote e-voting conducted prior to the AGM were unlocked and were downloaded in the presence of two independent witnesses Mrs. Garima Grover and Mr. Shailendra Singh, who are not in employment of the Company. The votes casted by the members were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.

The voting pattern was unlocked by us on 28th day of September, 2023 in the presence of:

Independent Witness:

GARIMA Digitally signed by
GARIMA GROVER
GROVER Date: 2023.09.28
19:41:30 +05'30'

(Mrs. Garima Grover)

Shailend Digitally signed by
Shailendra Singh
ra Singh Date: 2023.09.28
19:32:48 +05'30'

(Mr. Shailendra Singh)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from "**M/s KFin Technologies Limited ("KFIN")**" remote e-voting platform and the e-voting during the AGM held through VC/OAVM.

I hereby annex the Voting results at Annexure 1 pursuant to Rule 20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You,

**For Agarwal S. & Associates,
Company Secretaries,
(Firm's Registration No. P2003DE049100)
Peer Review No. 2725/2022**

Anjali Digitally signed
by Anjali
Date: 2023.09.28
19:42:05 +05'30'

**Anjali
(Partner)
ACS- 65330
COP: 26496
Place: New Delhi**

**Date: 28.09.2023
UDIN: A065330E001113465**

ORDINARY BUSINESS**Resolution No.1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-Voting	93	15737595	84	15737454	100	9	141	0
E-Voting	43	5333331	43	5333331	100	0	0	0
Total	136	21070926	127	21070785	100	9	141	0

Resolution No.2: Ordinary Resolution

To consider appointment of a Director in place of Mr. Vijay Kumar Jindal (DIN-00231517), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-Voting	93	15737595	82	15723354	99.91	11	14241	0.09
E-Voting	43	5333331	43	5333331	100	0	0	0
Total	136	21070926	125	21056685	99.93	11	14241	0.07

Resolution No.3: Ordinary Resolution

To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2023-24, and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2023-24.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-Voting	93	15737595	82	15723354	99.91	11	14241	0.09
E-Voting	43	5333331	43	5333331	100	0	0	0
Total	136	21070926	125	21056685	99.93	11	14241	0.07

SPECIAL BUSINESS

Resolution No.4: Special Resolution

To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-Voting	93	15737595	81	15723154	99.91	12	14441	0.09
E-Voting	43	5333331	43	5333331	100	0	0	0
Total	136	21070926	124	21056485	99.93	12	14441	0.07

Resolution No.5: Ordinary Resolution

To take approval for Material Related Party Transaction.

Mode	Total Valid Votes		Votes in Favor			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-Voting	87	8518912	76	8504671	99.83	11	14241	0.17
E-Voting	36	2013256	36	2013256	100	0	0	0
Total	123	10532168	112	10517927	99.86	11	14241	0.14

Based on the above e-voting facility, I confirm that all the resolutions have been carried on with requisite majority.

For Agarwal S. & Associates,
Company Secretaries,
(Firm's Registration No. P2003DE049100)
Peer Review No. 2725/2022

 Digitally signed
by Anjali
Date: 2023.09.28
19:42:42 +05'30'

Anjali
(Partner)
ACS- 65330
COP: 26496
Place: New Delhi

Date: 28.09.2023
UDIN: A065330E001113465

General information about company	
Scrip code	532651
NSE Symbol	SPLIL
MSEI Symbol	NOTLISTED
ISIN	INE978G01016
Name of the company	SPL INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:38 AM

Scrutinizer Details	
Name of the Scrutinizer	Anjali
Firms Name	Agarwal S. & Associates
Qualification	CS
Membership Number	65330
Date of Board Meeting in which appointed	11-08-2023
Date of Issuance of Report to the company	28-09-2023

Voting results	
Record date	21-09-2023
Total number of shareholders on record date	15742
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	15
b) Public	56
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon				
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	19990190	15640818	78.2425	15640818	0	100	0
	Poll		3392153	16.9691	3392153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19990190	19032971	95.2116	19032971	0	100	0
Public-Institutions	E-Voting	71741	69968	97.5286	69968	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71741	69968	97.5286	69968	0	100	0
Public- Non Institutions	E-Voting	8938073	26809	0.2999	26668	141	99.4741	0.5259
	Poll		1941178	21.7181	1941178	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8938073	1967987	22.018	1967846	141	99.9928	0.0072
Total		29000004	21070926	72.6584	21070785	141	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider appointment of a Director in place of Mr. Vijay Kumar Jindal (DIN-00231517), who retires by rotation and being eligible, offers himself for re-appointment				
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	19990190	15640818	78.2425	15640818	0	100	0
	Poll		3392153	16.9691	3392153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19990190	19032971	95.2116	19032971	0	100	0
Public-Institutions	E-Voting	71741	69968	97.5286	69968	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71741	69968	97.5286	69968	0	100	0
Public- Non Institutions	E-Voting	8938073	26809	0.2999	12568	14241	46.8798	53.1202
	Poll		1941178	21.7181	1941178	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8938073	1967987	22.018	1953746	14241	99.2764	0.7236
Total		29000004	21070926	72.6584	21056685	14241	99.9324	0.0676
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2023-24, and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2023-24				
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	19990190	15640818	78.2425	15640818	0	100	0
	Poll		3392153	16.9691	3392153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19990190	19032971	95.2116	19032971	0	100	0
Public-Institutions	E-Voting	71741	69968	97.5286	69968	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71741	69968	97.5286	69968	0	100	0
Public- Non Institutions	E-Voting	8938073	26809	0.2999	12568	14241	46.8798	53.1202
	Poll		1941178	21.7181	1941178	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8938073	1967987	22.018	1953746	14241	99.2764	0.7236
Total		29000004	21070926	72.6584	21056685	14241	99.9324	0.0676
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution				
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	19990190	15640818	78.2425	15640818	0	100	0
	Poll		3392153	16.9691	3392153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19990190	19032971	95.2116	19032971	0	100	0
Public-Institutions	E-Voting	71741	69968	97.5286	69968	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71741	69968	97.5286	69968	0	100	0
Public- Non Institutions	E-Voting	8938073	26809	0.2999	12368	14441	46.1338	53.8662
	Poll		1941178	21.7181	1941178	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8938073	1967987	22.018	1953546	14441	99.2662	0.7338
Total		29000004	21070926	72.6584	21056485	14441	99.9315	0.0685
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution				
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	19990190	15640818	78.2425	15640818	0	100	0
	Poll		3392153	16.9691	3392153	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	19990190	19032971	95.2116	19032971	0	100	0
Public-Institutions	E-Voting	71741	69968	97.5286	69968	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71741	69968	97.5286	69968	0	100	0
Public- Non Institutions	E-Voting	8938073	26809	0.2999	12568	14241	46.8798	53.1202
	Poll		1941178	21.7181	1941178	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8938073	1967987	22.018	1953746	14241	99.2764	0.7236
Total		29000004	21070926	72.6584	21056685	14241	99.9324	0.0676
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

