

26th March, 2021

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

Dear Sirs,

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 Extra Ordinary General Meeting of the Company held on 25th March, 2021 at 01:00 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
Swati Agarwal
Company Secretary



Enc.: a/a

SPML INFRA LIMITED

22, Camac Street, Block-A, 3rd Floor, Kolkata- 700 016
Ph: +91 33 4009 1200/234/247
E-mail: info@spml.co.in | Website: www.spml.co.in
CIN: L40106DL1981PLC012228

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



Voting Results for Extra General Meeting held on 25.03.2021

| | | |
|---|---|---|
| 1 | Date of the Extra Ordinary General Meeting | Thursday, 25 th Day of March, 2021 |
| 2 | Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result | 7,624 Equity Shareholders holding 3,66,50,276 Equity Share (as on Thursday, 18 th March, 2021) |
| 3 | No. of Shareholders present in the meeting either in person or through proxy: | Not Applicable |
| 4 | No. of Shareholders attended the meeting through Video Conferencing | |
| | Promoters and Promoter Group: | 7 |
| | Public: | 44 |

Agenda wise details of the Voting Result are as under:

ITEM NO. 1: To approve amendments to Loan Agreement.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda / resolution? | | | NO | | | | | |
| 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 | 1,09,50,200 | - | - | - | - | - | - |
| Public-Institution s | E-Voting | 47,90,821 | 20,97,557 | 43.78 | 20,97,557 | - | 100.00 | - |
| Public- Non Institution s | E-Voting | 2,09,09,255 | 21,16,663 | 10.12 | 21,16,638 | 25 | 99.99 | 0.1 |
| Total | | 3,66,50,276 | 42,14,220 | 11.50 | 42,14,195 | 25 | 99.99 | 0.1 |

ITEM NO. 2: To approve the issuance of equity shares to promoters entity by way of Conversion of Unsecured Loan into equity.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda / resolution? | | | NO | | | | | |
| 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 | 1,09,50,200 | - | - | - | - | - | - |
| Public-Institution s | E-Voting | 47,90,821 | 20,97,557 | 43.78 | 20,97,557 | - | 100.00 | - |
| Public- Non Institution s | E-Voting | 2,09,09,255 | 21,16,663 | 10.12 | 21,16,638 | 25 | 99.99 | 0.1 |
| Total | | 3,66,50,276 | 42,14,220 | 11.50 | 42,14,195 | 25 | 99.99 | 0.1 |



ITEM NO. 3: Approval of SPML Employee Stock Option Scheme 2021.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda / resolution? | | | NO | | | | | |
| 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 | 1,09,50,200 | 98,99,105 | 90.40 | 98,99,105 | - | 100.00 | - |
| Public-Institution s | E-Voting | 47,90,821 | 20,97,557 | 43.78 | 20,97,557 | - | 100.00 | - |
| Public- Non Institution s | E-Voting | 2,09,09,255 | 21,16,663 | 10.12 | 21,16,638 | 25 | 99.99 | 0.1 |
| Total | | 3,66,50,276 | 1,41,13,325 | 38.51 | 1,41,13,300 | 25 | 99.99 | 0.1 |

For SPML Infra Limited

Swati Agarwal
Swati Agarwal
Company Secretary



MT & Co.

Company Secretaries

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

Phone No.22582283, Mobile No.9899697330

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: Extra-ordinary General Meeting of the Equity Shareholders of Spml Infra Limited held on 25th March 2021 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 25th February 2021, 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 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 Special business sought to be transacted in the Extra-ordinary General Meeting (EGM) of the Company, which was held on 25th March 2021. The Service Provider accordingly had set up e-Voting facility on their website, <https://www.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 EGM to the shareholders of the company on 3rd March 2021 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 18th March 2021. As prescribed in the Rules, the Company also released an advertisement, which was published in the English and Hindi language newspaper viz. Business Standard and Business Standard (hindi), carrying the required information as specified in the rules. As prescribed in the aforesaid Rules, the e-Voting facility was kept open from Monday the 22nd Day of March, 2021 at 09:00 A.M. to Wednesday, the 24th day of March, 2021 at 05:00 P.M. At the end of the voting period on 24th March 2021 the portal of the Service Provider was blocked forthwith. On Thursday the 25th March 2021 after the end of the EGM 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" 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 in all 77 shareholders holding 1,41,13,325 equity shares of the Company, who have participated in the voting process for the EGM through e-Voting.

The result of e-voting is as under-

| Resolution No. 1: Special Resolution | | No. of members | No. of votes casted | % of total number of votes |
|--|----------------------------|----------------|---------------------|----------------------------|
| To approve amendments to Loan Agreements | Assent/ Favour/ Yes | 66 | 4214195 | 99.99 |
| | Dissent/ Against/ No | 1 | 25 | .01 |
| Total | | 67 | 4214220 | 100 |

| | | |
|---------------|---|---------|
| Invalid votes | 8 | 5280050 |
|---------------|---|---------|



Result

The Resolution was passed with requisite majority.

| Resolution No. 2: Special Resolution | | No. of members | No. of votes casted | % of total number of votes |
|---|----------------------------|----------------|---------------------|----------------------------|
| To approve the issuance of equity shares to promoters entity by way of conversion of Unsecured Loan | Assent/ Favour/ Yes | 66 | 4214195 | 99.99 |
| | Dissent/ Against/ No | 1 | 25 | .01 |
| | Total | 67 | 4214220 | 100 |

| | | |
|---------------|---|---------|
| Invalid votes | 8 | 5280050 |
|---------------|---|---------|

Result

The Resolution was passed with requisite majority.

| Resolution No. 3: Special Resolution | | No. of members | No. of votes casted | % of total number of votes |
|--|----------------------------|----------------|---------------------|----------------------------|
| Approval of SPML Employee Stock Option Scheme 2021 | Assent/ Favour/ Yes | 76 | 14113300 | 99.99 |
| | Dissent/ Against/ No | 1 | 25 | .01 |
| | Total | 77 | 14113325 | |

| | | |
|---------------|---|---|
| Invalid votes | 0 | 0 |
|---------------|---|---|

Result

The Resolution was passed with requisite majority.

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

I, hereby confirm that all the relevant records pertaining to the e-voting conducted for the EGM were handed over to the Company Secretary of the Company of the Company (who has been duly authorized by the Board in its meeting dated 25/02/2021) 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 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: 26/03/2021

Place: Delhi

UDIN No. A016464B004149111

For SPML INFRA LIMITED

Susmita Agarwal

COMPANY SECRETARY *Secretary*

For MT & Co.
Company Secretaries



Proprietor
C.P. No.5554