



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.: 31st Annual General Meeting of the members of SPL Industries Limited held on Thursday, 29th day of September, 2022 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, Sachin Agarwal, 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 10.08.2022. In view of the prevailing outbreak of COVID-19 Pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs ("**MCA**") 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 8, 2021 and General Circular No. 3/2022 dated May 5, 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, 13th May, 2022, and other applicable circulars ("**SEBI Circulars**"), has permitted companies to hold Annual General Meeting through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue during the calendar year 2022. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), MCA Circulars and SEBI Circulars, the company has decided to convene the 31st Annual General Meeting (the "**AGM**") through VC / OAVM. The notice dated 31st August, 2022 for convening 31st 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 31st AGM.

The shareholders of the Company holding shares as on the **“Cut – Off”** date i.e. Thursday, 22nd September, 2022 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening 31st Annual General Meeting of the Company.

The voting period for remote e-Voting commenced on Monday, 26th September, 2022 at 10:00 a.m. (IST) till Wednesday, 28th September, 2022 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 29th September, 2022, 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 29th September, 2022, 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 29th day of September, 2022 in the presence of:

Independent Witness:

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GARIMA GROVER
GROVER Date: 2022.10.01
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(Mrs. Garima Grover)

Shailend Digitally signed by
Shailendra Singh
ra Singh Date: 2022.10.01
17:58:14 +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,
Yours Faithfully,**

**For Agarwal S. & Associates,
Company Secretaries,
(Firm's Registration No. P2003DE049100)**

Peer Review No. 2725/2022

SACHIN
AGARWAL

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SACHIN AGARWAL
Date: 2022.10.01
18:03:14 +05'30'

Sachin Agarwal

(Partner)

FCS-5774

Place: New Delhi

Date: 1st October, 2022

UDIN: F005774D001107886

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 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	84	14343806	74	14343686	100	10	120	0.0
E-Voting	55	6874102	54	6874092	100	1	10	0.0
Total	139	21217908	128	21217778	100	11	130	0.0

Resolution No.2: Ordinary Resolution

To consider appointment of a Director in place of Mrs. Shashi Agarwal (DIN-06687549), who retires by rotation and being eligible, offers herself 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	84	14343806*	73	14343622	100	11	134	0.0
E-Voting	55	6874102	54	6874092	100	1	10	0.0
Total	139	21217908	127	21217714	100	12	144	0.0

- One Voter has less voted for 50 shares.

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 2022-23.

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	84	14343806	74	14343686	100	10	120	0.0
E-Voting	55	6874102	54	6874092	100	1	10	0.0
Total	139	21217908	128	21217778	100	11	130	0.0

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	Voters	No. of	Voting	Voters	No. of	Voting

	ers	Votes		Votes	%		Votes	%
Remote E-Voting	84	14343806	74	14343686	100	10	120	0.0
E-Voting	55	6874102	54	6874092	100	1	10	0.0
Total	139	21217908	128	21217778	100	11	130	0.0

Resolution No.5: Special Resolution

To increase the remuneration of Managing Director of the Company under Section 197 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	79	84049	67	1605	1.91	12	82444	98.09
E-Voting	41	784922	40	784912	100	1	10	0.0
Total	120	868971	107	786517	90.56	13	82454	9.48

Resolution No.6: 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	79	84049	68	1619	1.93	11	82430	98.07
E-Voting	38	218300	37	218290	100	1	10	0.0
Total	117	302349	106	219909	72.73	12	82440	27.27

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

SACHIN
AGARWAL

Digitally signed by SACHIN
AGARWAL
Date: 2022.10.01 18:04:58
+05'30'

Sachin Agarwal
(Partner)
FCS-5774

Place: New Delhi

Date: 1st October, 2022

UDIN: F005774D001107886

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)	29-09-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:40 AM

Scrutinizer Details	
Name of the Scrutinizer	Sachin Agarwal
Firms Name	M/s. Agarwal S. & Associates
Qualification	CS
Membership Number	5774
Date of Board Meeting in which appointed	10-08-2022
Date of Issuance of Report to the company	01-10-2022

Voting results	
Record date	22-09-2022
Total number of shareholders on record date	16703
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	18
b) Public	67
No. of resolution passed in the meeting	6
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, 2022 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	12509460	62.578	12509460	0	100	0
	Poll		6593272	32.9825	6593272	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	19102732	95.5605	19102732	0	100
Public- Institutions	E-Voting	82330	82310	99.9757	82310	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	82310	0	100
Public- Non Institutions	E-Voting	8927484	1752036	19.6252	1751916	120	99.9932	0.0068
	Poll		280830	3.1457	280820	10	99.9964	0.0036
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	2032866	22.7709	2032736	130	99.9936
Total		29000004	21217908	73.1652	21217778	130	99.9994	0.0006
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 Mrs. Shashi Agarwal (DIN-06687549), who retires by rotation and being eligible, offers herself 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	12509460	62.578	12509460	0	100	0
	Poll		6593272	32.9825	6593272	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	19102732	95.5605	19102732	0	100
Public-Institutions	E-Voting	82330	82310	99.9757	82310	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	82310	0	100
Public- Non Institutions	E-Voting	8927484	1751986	19.6246	1751852	134	99.9924	0.0076
	Poll		280830	3.1457	280820	10	99.9964	0.0036
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	2032816	22.7703	2032672	144	99.9929
Total		29000004	21217858	73.165	21217714	144	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(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 2022-23, who were appointed to hold office from the conclusion of the 30th Annual General Meeting upto to the conclusion of the 35th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2022-23					
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	12509460	62.578	12509460	0	100	0
	Poll		6593272	32.9825	6593272	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	19102732	95.5605	19102732	0	100
Public-Institutions	E-Voting	82330	82310	99.9757	82310	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	82310	0	100
Public-Non Institutions	E-Voting	8927484	1752036	19.6252	1751916	120	99.9932	0.0068
	Poll		280830	3.1457	280820	10	99.9964	0.0036
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	2032866	22.7709	2032736	130	99.9936
Total		29000004	21217908	73.1652	21217778	130	99.9994	0.0006
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	12509460	62.578	12509460	0	100	0
	Poll		6593272	32.9825	6593272	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	19102732	95.5605	19102732	0	100
Public-Institutions	E-Voting	82330	82310	99.9757	82310	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	82310	0	100
Public-Non Institutions	E-Voting	8927484	1752036	19.6252	1751916	120	99.9932	0.0068
	Poll		280830	3.1457	280820	10	99.9964	0.0036
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	2032866	22.7709	2032736	130	99.9936
Total		29000004	21217908	73.1652	21217778	130	99.9994	0.0006
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 increase the remuneration of Managing Director of the Company under Section 197 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	0	0	0	0	0	0
	Poll		504200	2.5222	504200	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	504200	2.5222	504200	0	100
Public-Institutions	E-Voting	82330	82310	99.9757	0	82310	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	0	82310	0
Public-Non Institutions	E-Voting	8927484	1739	0.0195	1605	134	92.2944	7.7056
	Poll		280722	3.1445	280712	10	99.9964	0.0036
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	282461	3.1639	282317	144	99.949
Total		29000004	868971	2.9965	786517	82454	90.5113	9.4887
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(6)								
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990190	0	0	0	0	0
Public-Institutions	E-Voting	82330	82310	99.9757	0	82310	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		82330	82310	99.9757	0	82310	0
Public- Non Institutions	E-Voting	8927484	1739	0.0195	1619	120	93.0995	6.9005
	Poll		218300	2.4453	218290	10	99.9954	0.0046
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8927484	220039	2.4647	219909	130	99.9409
Total		29000004	302349	1.0426	219909	82440	72.7335	27.2665
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	

