

DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014. The Board of Directors of the company had accorded its approval to conduct a Postal Ballot to seek the consent of the members of the Company for the proposed resolutions to be passed through Postal Ballot as specified in the Postal Ballot Notice dated November 14, 2014 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Tumul Maheshwari, Practicing Company Secretary of M/s. PTM & Co., as the Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.

M/s Maheshwari Datamatics Private Limited, the Registrar & Share Transfer Agent of the Company had been appointed to provide e-voting facility to its members. The last date for receipt of the Postal Ballot Forms duly completed from the members/E-voting was 20th January, 2015.

The scrutinizer has submitted his report on the Postal Ballot on 22nd January, 2015 ("the said Report") and based on the Scrutinizer's report and pursuant to Clause 35A Listing Agreement the following result is hereby announced to the members on 22nd January 2015 the registered office of the Company:

1	Date of Declaration of Postal Ballot Results	22 nd January, 2015		
2	Total Number of Shareholders as on Cut-off Date	5657		
3	No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable		
	Promoters and Promoter Group:			
	Public:			
4	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable		
	Promoters and Promoter Group:			
	Public:			
5	Detail of the Agenda:	Resolution required: (Ordinary/Special)	Mode of Voting: (Show of hands/Poll/Postal Ballot/E-voting)	Result
(i)	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015	Ordinary	Postal Ballot/E-voting	Passed
(ii)	Authority to the Board of Directors to make investments, give loans, provide guarantee /security in excess of limits prescribed under Section 186 of the Companies Act, 2013	Special	Postal Ballot/E-voting	Passed
(iii)	To approve the revision in the remuneration of Mr. Rishabh Sethi, Chief	Special	Postal Ballot/E-voting	Passed

SPML INFRA LIMITED

CIN : L40106DL1981PLC012228

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

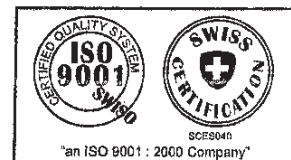
Tel : 91-033-4009 1200, Fax No. : 033- 4009 1303

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

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

New Delhi-110020

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Operating Officer of the Company			
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In case of Postal Ballot/E-voting

Resolution No. 1- Increase To approve the remuneration of the Cost Auditors for the FY ending March 31, 2015.

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstan ding 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	21816485	13488915	61.83	13488915	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public Others	14820791	737046	4.97	737023	23	99.99	0.00
Total	36650276	14225961	38.82	14225938	23	100.00	0.00

Resolution No. 2 - Authority to the Board of Directors to make investments, give loans, provide guarantee /security in excess of limits prescribed under Section 186 of the Companies Act, 2013

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstan ding 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	21816485	13488915	61.83	13488915	0	100	0
Public-Institutional holders	13000	0	0	0	0	0	0
Public Others	14820791	737046	4.97	737023	23	99.99	0.00
Total	36650276	14225961	38.82	14225938	23	100.00	0.00

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Resolution No. 3 - To approve the revision in the remuneration of Mr. Rishabh Sethi, Chief Operating Officer of the Company

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstandi ng 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	21816485	7158680	32.81	7158680	0	100	0
Public- Institution al holders	13000	0	0	0	0	0	0
Public Others	14820791	737046	4.97	737023	23	99.99	0.00
Total	36650276	7895726	21.54	7895703	23	10.00	0.00

As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said Report of the Scrutinizer dated 22nd January, 2015, I hereby declare That aforesaid special resolutions are duly passed by requisite majority.

For SPML Infra Limited


S.C. Sethi
Chairman

Date : 22.01.2015
DIN No.: 00464390

PTM & Co.

Company Secretaries

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

Phone No.22582283, Mobile No.9899697330

Email:tumul11@yahoo.com

**COMBINED SCRUTINIZER REPORT FOR
E-VOTING & POSTAL BALLOT**

To,
The Chairman,
SPML INFRA LIMITED,
New Delhi

Sub: Postal Ballot of the Shareholders of SPML INFRA LIMITED pursuant to notice dated 14/11/2014 and voting period from 22nd December 2014 to 20th January, 2015

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 for the purpose of postal ballot taken on the below mentioned resolution(s), of the Equity Shareholders of SPML INFRA LIMITED, pursuant to notice dated 14/11/2014 and voting period from 22nd December 2014 to 20th January, 2015.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company from 10:00 hrs Monday, the 22nd December 2014 to Tuesday the, 20th January 2015 up to 18:00 hrs, M/s. Maheshwari Datamatics Private Limited are the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 20th January 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated 21st January 2015 attached herewith.

The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting & poll	Total number of Shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
42	1,42,25,961	1,42,25,961



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Item of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	1,42,25,938	100.00	23	0.00	Nil	Nil
Item No. 2 of the Notice (As a Special Resolution)	1,42,25,938	100.00	23	0.00	Nil	Nil
Item No. 3 of the Notice (As a Special Resolution)	78,95,703	100.00	23	0.00	Nil	Nil

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.


Thanking you,

Yours faithfully,

Date: 22/01/2015

Place: Delhi

For PTM & Co.
Company Secretaries


 (Tunika Maheshwari)
 Proprietor
 CP No. 5554

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PTM & Co.
Company Secretaries
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095
Phone No.22582283, Mobile No.9899697330
Email:tumul11@yahoo.com

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies
(Management and Administration) Rules, 2014]

Scrutinizer Report Postal Ballot
(Standalone)

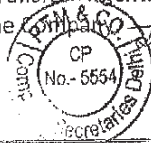
To,
The Chairman,
Postal Ballot of the Shareholders of
SPML INFRA LIMITED
New Delhi

Ref: Postal Ballot of the Shareholders of SPML INFRA LIMITED pursuant to notice dated 14/11/2014 and voting period from 22nd December 2014 to 20th January, 2015

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 for the purpose of postal ballot taken on the below mentioned resolution(s), of the Equity Shareholders of SPML INFRA LIMITED, pursuant to notice dated 14/11/2014 and voting period from 22nd December 2014 to 20th January, 2015, submit my report as under:

1. After the time fixed for closing of the postal ballot by the Chairman, ballots were opened and counted with due identification by me.
2. All Postal ballots received by the Company during the above said period were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

Resolution 1

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
38	1,42,24,038	100.00%

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid Votes cast
1	23	0.00%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

Resolution 2

Authority to the Board of Directors to make investments, give loans, provide guarantee /security in excess of limits prescribed under Section 185 of the Companies Act, 2013

(i) Voted in favour of the resolution:

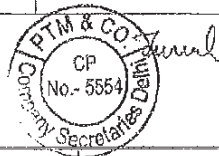
Number of members voting	Number of votes cast by them	% of total number of valid votes cast
38	1,42,24,038	100.00%

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	23	0.00%

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil



Resolution 3

To approve the revision in the remuneration of Mr. Rishabh Sethi, Chief Operating Officer of the Company

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
33	78,93,803	100.00%

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	23	0.00%

(iii) Invalid votes:

Total number of members Whose votes were declared invalid	Total number of votes cast by Them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.


Thanking you,

Yours faithfully,

Date: 22/01/2015

Place: Delhi

For PTM & Co.
Company Secretaries


(Tumal Negeshwari)
Proprietor
CP No. 5554



PTM & Co.
Company Secretaries
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095
Phone No.22582283, Mobile No.9899697330
Email:tumul11@yahoo.com

Scrutinizer Report E-voting (Standalone)

To,
The Chairman,
Board of Directors,
SPML INFRA LIMITED,
New Delhi

Ref: Postal Ballot of the Shareholders of SPML INFRA LIMITED pursuant to notice dated 14/11/2014 and voting period from 22nd December 2014 to 20th January, 2015

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 14th November 2014, for the purpose of 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 and the SEBI circular dated 17th April, 2014 issued in this regard.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company.

M/s. Maheshwari Datamatics Private Limited is the Registrar and Share Transfer Agent (RTA) 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 (both Ordinary and Special businesses) sought to be transacted in the Postal ballot of the Company, which is scheduled to end on 20th January 2015. The Service Provider accordingly had set up e-Voting facility on their website, <https://evotingindia.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.

As on the cut-off date (12th December 2014) there were 5668 shareholders of the Company. The Company has sent the Notice of the Postal Ballot by post/courier to 3025 shareholders on 13th December 2014 and by Email to 2643 shareholders on 20th December 2014 as per the details available with the RTA/Service Provider. The notices sent (both through email and physical form) 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 12th December 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for thirty days from 10:00 hrs Monday, the 22nd December 2014 to Tuesday the, 20th January 2015 up to 18:00 hrs As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published in the newspaper on 22nd December 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20. At the end of the voting period on 20th January 2015 portal of the Service Provider was blocked forthwith. On 20th January 2015 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 3(xi) of the said Rule 20.

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 3 shareholders holding 1900 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

5. The result of e-voting is as under-

Resolution 1

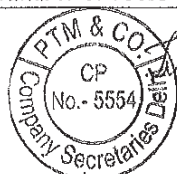
To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1900	100%

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

Number of members	Number of votes	% of total



present and voting (in person or by proxy)	cast by them	number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
-	-

Resolution 2

Authority to the Board of Directors to make investments, give loans, provide guarantee /security in excess of limits prescribed under Section 186 of the Companies Act, 2013

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1900	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
-	-

Resolution 3

To approve the revision in the remuneration of Mr. Rishabh Sethi, Chief Operating Officer of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1900	100%



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by Them
-	-

I, hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,
Yours faithfully,

Date: 21/01/2015
Place: Delhi



For PTM & Co.
Company Secretaries



(Tumul Maneswar)

Proprietor
CP No. 5554

