

Dated 1<sup>st</sup> October, 2016

**National Stock Exchange,**

Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra (E), Mumbai – 400051  
Fax: 022-6641 8124/25

**(NSE Script Code: SPMLINFRA)**

**BSE Limited,**

Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400001  
Fax: 022-22723121

**(BSE Script Code: 500402)**

**Sub: Result of e-voting and Poll with regard to 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016**

Dear Sir,

With reference to the captioned subject and in terms of the provisions of Regulation 44 of the Listing Regulation, the detail regarding the voting results for the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 at 11:30 am are as under:

<b>Date of the AGM</b>	30 <sup>th</sup> September, 2016
<b>Total number of Shareholders on record date</b> (cut-off date for determining the voting right of shareholders)	6351
<b>No. of shareholders present in the meeting either in person or through proxy</b> <ul style="list-style-type: none"> <li>• Promoter and Promoter Group</li> <li>• Public</li> </ul>	15 57
<b>No. of Shareholders attended the meeting through video conferencing</b> <ul style="list-style-type: none"> <li>• Promoter and Promoter Group</li> <li>• Public</li> </ul>	Not arrangement was made



**SPML-INFRA LIMITED**

SPML House, Plot No. 65, Sector-32 Institutional Area, Gurgaon - 122001, Haryana  
Ph: +91-124-3944555. Fax: +91-124-3983201. Email: info@spml.co.in  
www.spml.co.in CIN No. L40106DL1981PLC012228



## RESULTS OF THE MEETING

Sl. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the audited standalone Financial Statement of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company and the report of Auditors thereon for the year ended March 31, 2016	Ordinary	e-voting and Polling at the AGM	Passed with requisite Majority
2	To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment	Ordinary	e-voting and Polling at the AGM	Passed with requisite Majority
3	Ratification of Appointment of Auditors	Ordinary	e-voting and Polling at the AGM	Passed with requisite Majority
4	Appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company	Ordinary	e-voting and Polling at the AGM	Passed with requisite Majority
5	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017	Ordinary	e-voting and Polling at the AGM	Passed with requisite Majority
6	To approve the issuance of equity shares to promoters / non promoters entity on preferential basis	Special	e-voting and Polling at the AGM	Passed with requisite Majority
7	To approve the authorization for keeping of register of members at Kolkata.	Special	e-voting and Polling at the AGM	Passed with requisite Majority



**AGENDA WISE DETAIL OF VOTING RESULTS ARE AS UNDER:**

**Resolution No. 1:** To receive, consider and adopt the audited standalone Financial Statement of the Company for the year ended March, 31, 2016 and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company and the report of Auditors thereon for the year ended March 31, 2016

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>

**Resolution No. 2:** To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>



**Resolution No. 3:** To consider and, if thought fit, ratified the appointment of Auditors from the conclusion of this meeting until conclusion of next Annual General Meeting to be held in Calendar Year 2016

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>

**Resolution No. 4:** Appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>



**Resolution No. 5:** To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017

**Resolution Required** : Ordinary Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

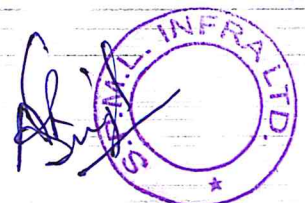
Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>

**Resolution No. 6:** To approve the issuance of equity shares to promoters / non promoters entity on preferential basis

**Resolution Required** : Special Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	-*	0.00	0	0	0	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public – Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>730232</b>	<b>1.99</b>	<b>730232</b>	<b>-</b>	<b>100</b>	<b>0.00</b>

\* Promoters voting for this item was not considered.



**Resolution No. 7:** To approve the authorization for the keeping of the register of Member at Kolkata


**Resolution Required** : Special Resolution  
**Mode of Voting** : e-voting / Poll  
**Result** : Passed with unanimous votes

Promoter/ Public	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
Promoters & Promoters Group	21876585	20146745	92.09	20146745	-	100	0.00
Public Institutional holders	13000	-	-	-	-	-	0.00
Public Others	14761191	730232	4.95	730232	-	100	0.00
<b>Total</b>	<b>36650276</b>	<b>20876977</b>	<b>56.96</b>	<b>20876977</b>	<b>-</b>	<b>100</b>	<b>0.00</b>

The Scrutinizer's Reports on the voting are also attached for your record.

Kindly taken the above on record.

For SPML Infra Limited

  
**Abhay Raj Singh**  
Company Secretary



**PTM & 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 / POLL**

To,  
The Chairman,  
SPML INFRA LIMITED,  
New Delhi

**Ref: 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of SPML INFRA LIMITED held on 30<sup>th</sup> September, 2016 at PHD House, 4/2, Sri Institutional Area, August Kranti Marg, New Delhi – 110016**

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 22<sup>nd</sup> August 2016, 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 Annual General Meeting (AGM) of the Company, which is scheduled to be held on 30<sup>th</sup> September 2016. 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 first cut-off date (26<sup>th</sup> August 2016) for determine the eligibility to receive the Notice for the AGM, there were 6162 Shareholders of the Company. The Company has sent



the Notice of the AGM by post to all Shareholders 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 23<sup>rd</sup> September 2016. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Tuesday, 27th September 2016 at 09:00 A.M. and ends on Thursday, 29th September 2016 at 05:00 P.M. As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published in the English and Hindi language newspaper viz. Business Standard, carrying 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 29<sup>th</sup> September 2016 the portal of the Service Provider was blocked forthwith. On Friday, the 30<sup>th</sup> September 2016 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 80 shareholders holding 2,08,76,977 equity shares of the Company, who have participated in the voting process for the AGM through e-Voting / Postal / Poll carried out by the Company.

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

**Resolution 1: ORDINARY RESOLUTION**

To receive, consider and adopt the audited standalone Financial Statement of the Company for the year ended March, 31, 2016 and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company and the report of Auditors thereon for the year ended March 31, 2016.

(i) Voted In favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast





0	0	0	0	0
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**(iii) Invalid votes:**

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 2 ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Subhash Chand Sethi (DIN: 00464390), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

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

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

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

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**(iii) Invalid votes:**

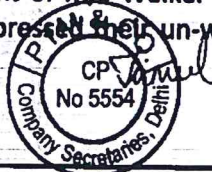
Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 3 ORDINARY RESOLUTION**

To consider & ratify the appointment of M/s. Sunil Kumar Gupta & Co., Auditors for the Financial Year 2016-17. Re-appointment of M/s Walker Chandlok & Co. LLP as Auditors is not being considered as they have expressed their unwillingness to continue as the Joint



Statutory Auditors of the Company for the FY 2016-17. (Refer Addendum dated 20/092016 to Notice)

(i) Voted In favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 4 ORDINARY RESOLUTION**

Appointment of Mr. Sushil Kumar Roongta as an Independent Director of the Company.

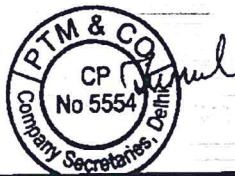
(i) Voted In favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

(iii) Invalid votes:



Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 5 ORDINARY RESOLUTION**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.

(i) Voted In favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

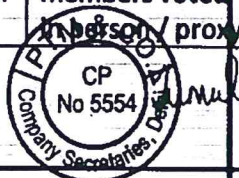
The Resolution was passed with requisite majority.

**Resolution 6 SPECIAL RESOLUTION**

To approve the issuance of equity shares to promoters / non promoters entity on preferential basis.

(i) Voted In favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast



		through Ballot		
2*	2*	57	730230	100%

\*voting by related party was not considered

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**

The Resolution was passed with requisite majority.

**Resolution 7 SPECIAL RESOLUTION**

To approve the authorization for the keeping of the register of Member at Kolkata.

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
12	6654972	68	14222005	100%

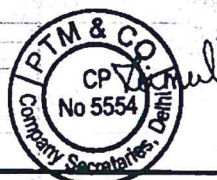
(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

(iii) Invalid votes:

Number of members voted in E-voting	Number of votes cast in E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	% of total number of valid votes cast
0	0	0	0	0

**Result**



The Resolution was passed with requisite majority.

I, hereby confirm that I have maintained the Registers and records received from the Service Provider both electronically and manually, in respect of the votes casted through e-Voting by the shareholders of the Company and I have handed over the records pertaining to the voting done for the AGM to the Chairman of the Company for safe-keeping.

Thanking you,

Yours faithfully,

Date: 01/10/2016

Place: Delhi

For PTM & Co.  
Company Secretaries

  
CP No. 5554  
(Tunali Maheshwari)  
Proprietor  
C.P. No. 5554