

13th October, 2025

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 Scrutinizer's Report

Dear Sirs,

With reference to the captioned subject and in furtherance to our letter dated 11th September, 2025 regarding Notice of Postal Ballot dated 10th September, 2025 issued to the members of SPML Infra Limited seeking their approval by way of postal ballot through electronic voting ("remote e-voting") for resolutions provided therein, we would like to inform you that remote e-voting period for the postal ballot was concluded on Saturday, 11th October, 2025 at 5.00 PM (IST) and Mr. Tumul Maheshwari, Company Secretary in Practice, Scrutinizer of the Company has submitted his report on the e-voting results to the Company on 13th October, 2025.

As per the scrutinizer's Report resolution have been approved and passed by the shareholders with requisite majority on 11th October, 2025, i.e. the last date of remote e-voting.

Further, in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule framed thereunder, we are submitting herewith the Report of the Scrutinizer Mr. Tumul Maheshwari.

The results of the postal ballot along with the scrutinizer report shall be hosted on the website of the Company at www.spml.co.in and on the website of the NSDL i.e. www.evoting.nsdl.com

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For SPML Infra Limited

Swati Agarwal
Digitally signed
by Swati Agarwal
Date: 2025.10.13
17:16:43 +05'30'

Swati Agarwal

Company Secretary

Enc.: a/a

SPML INFRA LIMITED

CIN : L40106DL 1981PLC012228

Regd. Office : 22, Camac Street, Block-A, 3rd Floor, Kolkata 700 016

Ph : +91 33 4009 1200 / 1247

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



Voting Results for Postal ballot held on 11.10.2025

1	Cut Off date for E-Voting	Friday, 5 th Day of September, 2025
2	Total Number of Shareholders as on Cut-off Date for ascertaining the list of the Shareholders for reckoning the Voting Result	20,619 Equity Shareholders holding 7,22,51,771 Equity Share (as on Friday, 5 th September, 2025)
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:	9
	Public:	217

Agenda wise details of the Voting Result are as under:

ITEM NO. 1 : Appointment of Mr. Abhinandan Sethi (DIN: 03576095) as Managing Director of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
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	2,51,78,526	-	-	-	-		-
Public-Institution s	E-Voting	1,09,15,852	75343	0.6902	75343	-	100.0000	-
Public- Non-Institutions	E-Voting	3,55,95,090	43,82,172	12.3112	43,81,707	465	99.9894	0.0106
Total		7,16,89,468	44,57,515	6.2178	44,57,050	465	99.9896	0.0104

ITEM NO. 2: To Change in designation of Mr. Subhash Chand Sethi (DIN: 00464390) from Chairman and Whole Time Director to Non-executive Chairman and Director of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
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	2,51,78,526	-	-	-	-		-
Public-Institution s	E-Voting	1,09,15,852	75343	0.6902	75343	-	100.0000	-
Public- Non-Institutions	E-Voting	3,55,95,090	43,82,170	12.3112	43,81,705	465	99.9894	0.0106
Total		7,16,89,468	44,57,513	6.2178	44,57,048	465	99.9896	0.0104

ITEM NO. 3: Appointment of Mr. Rajeev Kumar Jain (DIN: 07905985) as an Independent Director of the Company

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	2,51,78,526	2,43,11,166	96.5552	2,43,11,166	-	100.0000	-
Public- Institution s	E-Voting	1,09,15,852	75343	0.6092	75343	-	100.0000	-
Public- Non- Institutions	E-Voting	3,55,95,090	43,82,722	12.3127	43,82,250	472	99.9894	0.0108
Total		7,16,89,468	2,87,69,231	40.1303	28768759	472	99.9984	0.0106

Yours truly
For SPML Infra Limited

Swati
Agarwal

Digitally signed
by Swati Agarwal
Date: 2025.10.13
17:15:59 +05'30'

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 FOR POSTAL BALLOT THROUGH ELECTRONIC MEANS

To,
The Chairman,
SPML Infra Limited,
22, Camac Street, Block-A,
3rd Floor, Kolkata
West Bengal-700016

Ref: Postal Ballot Notice dated 10th September, 2025 as circulated to the Equity Shareholders of SPML Infra Limited for passing proposed resolutions in the aforesaid notice through "Remote e-voting process".

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 10th September 2025, for the purpose of scrutinizing the remote 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 (NSDL) is the Service Provider for providing the facility of electronic voting to the shareholders of the Company.

The Service Provider has devised a system for recording the votes of shareholders electronically through remote e-voting process on all the items of the businesses sought to be transacted in the Postal Ballot Notice dated 30th May, 2025 as circulated by the Company, through their website [https:// evoting.nsdl.com](https://evoting.nsdl.com).

The Company was sent the Notice of Postal Ballot to 19,559 no. of Shareholders electronically, only through email, whose email ids were registered in the record of Company/ RTA/ Depository, out of total no. of 20,619 Shareholders as on the cut-off date i.e. 5th September 2025. The dispatch of notice was completed on 11th September 2025. 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 for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was Friday, 05th September, 2025. As prescribed in the Rules, the Company also released an advertisement, which was published in the English and vernacular language newspaper viz. Business Standard (English) and Arthik Lipi (Bengali), carrying the required information as specified in the rules. As prescribed in the aforesaid Rules, the remote e-Voting facility was kept opens from Friday, the 12th September, 2025 at 09:00 A.M. and ends on Saturday, the 11th October, 2025 at 05:00 P.M. At the end of the voting period on Saturday, the 11th October, 2025 at 05:00 P.M. the portal of the Service Provider was blocked forthwith. On Saturday, the 11th October, 2025, after the end of the Postal Ballot voting period, votes cast through remote 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" and "abstained" 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 226 shareholders holding 2,87,69,231 equity shares of the Company, who have participated in the voting process for the Postal Ballot through Remote e-Voting.

The result of e-voting is as under-

Resolution 1

Appointment of Mr. Abhinandan Sethi (DIN: 03576095) as Managing Director of the Company
(Special Resolution).

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
182	4457050	0	0	4457050	99.99

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

Number of members voted in Remote E-voting	Number of votes cast in Remote	Number of members voted in	Number of votes cast	Total Votes	%



	E-voting	person / proxy through Ballot			
34	465	0	0	465	.01

(iii) **Invalid votes:**

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
0	0	0	0	0	0

Resolution 2

Change in designation of Mr. Subhash Chand Sethi (DIN: 00464390) from Chairman and Whole Time Director to Non-executive Chairman and Director of the Company
(Special Resolution).

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
182	4457048	0	0	4457048	99.99

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
34	465	0	0	465	.01

(vi) **Invalid votes:**

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
0	0	0	0	0	0

Resolution 3

Appointment of Mr. Rajeev Kumar Jain (DIN: 07905985) as an Independent Director of the Company
(Special Resolution).

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

Number of	Number of	Number of	Number of	Total	%
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members voted in Remote E-voting	votes cast in Remote E-voting	members voted in person / proxy through Ballot	votes cast	votes	
191	28768759	0	0	28768759	100

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

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
35	472	0	0	472	0

(ix) **Invalid** votes:

Number of members voted in Remote E-voting	Number of votes cast in Remote E-voting	Number of members voted in person / proxy through Ballot	Number of votes cast	Total Votes	%
0	0	0	0	0	0

On the basis of results of remote e-voting process as above, all the Resolution proposed in the Postal Ballot notice dated 10th September, 2025 as circulated by the Company to its shareholders, have been passed with the requisite majority.

Results of the above voting process may be declared by the Chairman/Authorised person of the Company accordingly.

I, hereby confirm that the relevant records pertaining to the e-voting conducted for the Postal Ballot were handed over to the Chairman of the Company 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 NSDL/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: 13/10/2025

Place: Delhi

UDIN No. A016464G001539172

For MT & Co.
Company Secretaries
ACS-16464
CP No-5351
(Tumal Maheshwari)

Proprietor
C.P. No.5554
PR-1749/2022

WITNESS 1 Name: PAYAL MAHESHWARI

Sign: Payal

WITNESS 2 Name: ANMOL

Sign: Anmol

CHAIRMAN/AUTHORISED PERSON

DATE: 13/10/2025



Satish Agarwal

