SPML
Engineering Life

January 8, 2015

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

(NSE Scrip Code : SPMLINFRA)

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001
Fax : 022 – 2272 3121

(BSE Scrip Code : 500402)

Sub: Result of e-Voting and Poll of the Extra Ordinary General Meeting of the Shareholders of the Company held on 6th January 2015

Dear Sir,

With reference to the captioned subject and in terms of the provisions of Clause 35A of the Listing Agreement, the details regarding the voting results are as under:

Date of the EGM	6th January, 2015
Total Number of shareholders on record date (cut-off date for determining the voting rights of shareholders)	5661
No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	 22 78
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	Not arranged, as there was no requested

AGENDA WISE DETAIL OF VOTING RESULTS ARE AS UNDER:

SPML
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Resolution No. 1: Further Issue of Capital/ Issue of Equity Shares to Qualified Institutional Buyers (QIBs)

Resolution Required : Special Resolution

Modes of Voting : E-voting / Poll

Results : Passed Unanimously

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
Promoter and Promoter Group	21816485	18067925	82.82	18067925	0	100	0
Public-Institutional holder	13000	0	0	0	0	0	0
Public-Others	14820791	790362	5.33	790362	0	100	0
Total	**36650276**	**18858287**	**51.45**	**18858287**		**100**	**0**

Scrutinizers Reports are also attached herewith.

Kindly take the above on record.

Yours faithfully,
For **SPML Infra Limited**

SPML Infra Limited

Abhay Raj Singh
Company Secretary

Enclosures: a/a

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

ISO 9001:2008

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 & POLL

To,
The Chairman,
SPML INFRA LIMITED,
New Delhi

Sub: **Passing of Resolution through E-Voting and Poll conducted at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of SPML INFRA LIMITED held on 6th January, 2015 at the Registered office of the Company at New Delhi**

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 Directors of **SPML INFRA LIMITED** (hereinafter referred to as the "Company") on 5th December 2014, for the purpose of taking e-voting held between 10:00 A.M. Monday, 29th December 2014 to 06:00 PM Wednesday, 31st December 2014 and for the Poll held at the EGM of the Company on the 6th 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 A.M. Monday, 29th December 2014 to 06:00 PM Wednesday, 31st December 2014 up to 06:00 P.M. 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 2nd January 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated 2nd January 2015 attached herewith.

At the EGM of the Company held on 6th January 2015, the Chairman of the Company had called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer's Report dated 7th January 2015.

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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
100	1,88,59,249	1,88,58,287

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)	1,88,58,287	99.995	Nil	Nil	962	0.005

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,

For PTM & Co.
Company Secretaries

Date: 7th January 2015
Place: Delhi

PTM & CO. CP No. 5554 Delhi Company Secretaries

(Tumul Maheshwari)
Proprietor
C.P. 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

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

Scrutinizer Report Polling (Standalone)

To,
The Chairman,
Extra Ordinary General Meeting of the Shareholders of
SPML INFRA LIMITED
Held on 6th January, 2015 at 11:30 AM at F-27/2, Okhla Industrial Area, Phase-II,
New Delhi – 110020

Ref: **Extra Ordinary General Meeting of the Shareholders of SPML INFRA LIMITED Held on 6th January, 2015 at 11:30 AM at F-27/2, Okhla Industrial Area, Phase-II, New Delhi – 110020**

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 the e-voting and polling taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of **SPML INFRA LIMITED**, held on **6th January 2015** at New Delhi, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my/our presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers 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 Company.

PTM & CO. CP No.- 5554 Company Secretaries Delhi

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

Further issue of capital/issue of Equity Shares to Qualified Institutional Buyers (QIBs)

(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
78	***1,88,57,687***	***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
Nil	***Nil***	***Nil***

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
21	***962***

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,

For PTM & Co.
Company Secretaries

PTM & CO. Pvt. Ltd. Company Secretaries CP No.- 5554

(Tumul Maheshwari)
Proprietor
C.P. No. 5554

Date: 7th January 2015
Place: Delhi

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,
SPML INFRA LIMITED,
New Delhi

Sub: Extra Ordinary General Meeting of the Shareholders of SPML INFRA LIMITED Held on 6th January, 2015 at 11:30 AM at F-27/2, Okhla Industrial Area, Phase-II, New Delhi – 110020

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 Directors of SPML INFRA LIMITED (hereinafter referred to as the "Company") on 5th December 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 Extra Ordinary General Meeting (EGM) of the Company, which is scheduled to be held on 6th 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 (5th December 2014) there were 5661 Shareholders of the Company. The Company has sent the Notice of the EGM by post to 3021 shareholders on 13th

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December 2014 and by Email to 2640 shareholders on 13th 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 5th December 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 10:00 A.M. Monday, the 29th December 2014 to Wednesday the, 31st December 2014 up to 06:00 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 newspaper on 24th 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 31st December 2014 portal of the Service Provider was blocked forthwith. On Friday, 2nd 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 1 shareholders holding 600 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
Further issue of capital/issue of Equity Shares to Qualified Institutional Buyers (QIBs)

(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
1	***600***	***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
Nil	**Nil**	**Nil**

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(iii) **Invalid** votes:

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

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,

For **PTM & Co.**
Company Secretaries

PTM & CO. Company Secretaries Delhi CP No.- 5554

(Tumul Maheshwari)
Proprietor
C.P. No. 5554

Date: 02/01/2015
Place: Delhi