



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

The Chairman
Simplex Projects Limited
12/1, Nellie Sengupta Sarani,
Kolkata-700 087

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 25th Annual General Meeting of the members of **Simplex Projects Limited** ("Company") held on Thursday, 24th day of September, 2015 at 11.00 AM at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 12th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Cameo Corporate Services Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Monday, the 21st September, 2015 up to 5.00 PM IST on Wednesday, the 23rd September, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. Thursday, 17th September, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 12th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150814018] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7082941	7082941	0

b) Resolution 2

To appoint a director in place of Mr. Balkrishandas Mundhra (DIN- 00013125), who retires by rotation and being eligible, offers himself for re-appointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7082941	7082941	0



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****Appointment of M/s. Chaturvedi & Co., Chartered Accountants as Statutory Auditors and authorization to the Board of Directors to fix their remuneration.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7082941	7082941	0

d) Resolution 4**Type of Resolution : Ordinary Resolution*****Authorisation to appoint Branch Auditor(s) of any Branch Office of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7082941	7082941	0

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Special Resolution*****Re-appointment of Mr. Balkrishandas Mundhra (DIN- 00013125), as Chairman and Managing Director of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7082941	7082941	0



**f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Mrs. Nandini Jhanwar (DIN: 00530926) as an Independent Director of the Company.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7082941	7082941	0

g) Resolution 7**Type of Resolution : Ordinary Resolution*****Ratification of Cost Auditors' Remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7082941	7082941	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1*****To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
480	473	7



**b) Resolution 2**

To appoint a director in place of Mr. Balkrishandas Mundhra (DIN- 00013125), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
480	473	7

c) Resolution 3

Type of Resolution : Ordinary Resolution

Appointment of M/s. Chaturvedi & Co., Chartered Accountants as Statutory Auditors and authorization to the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
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Type of Resolution : Ordinary Resolution

Authorisation to appoint Branch Auditor(s) of any Branch Office of the Company

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480	473	7



** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Special Resolution*****Re-appointment of Mr. Balkrishandas Mundhra (DIN- 00013125), as Chairman and Managing Director of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
480	473	7

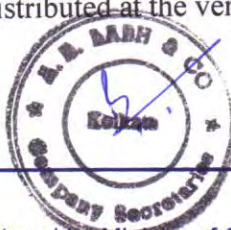
f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Mrs. Nandini Jhanwar (DIN: 00530926) as an Independent Director of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
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g) Resolution 7**Type of Resolution : Ordinary Resolution*****Ratification of Cost Auditors' Remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
480	473	7

8. Thus, the combined result of the remote e-voting [EVSN : 150814018] and votes casted through physical ballot papers distributed at the venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7083421	7083414 (99.9999%)	7 (0.0001%)

b) Resolution 2

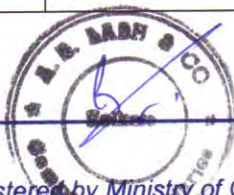
To appoint a director in place of Mr. Balkrishandas Mundhra (DIN- 00013125), who retires by rotation and being eligible, offers himself for re-appointment

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Appointment of M/s. Chaturvedi & Co., Chartered Accountants as Statutory Auditors and authorization to the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7083421	7083414 (99.9999%)	7 (0.0001%)



**d) Resolution 4****Type of Resolution : Ordinary Resolution****Authorisation to appoint Branch Auditor(s) of any Branch Office of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7083421	7083414 (99.9999%)	7 (0.0001%)

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Special Resolution****Re-appointment of Mr. Balkrishandas Mundhra (DIN- 00013125), as Chairman and Managing Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
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f) Resolution 6**Type of Resolution : Ordinary Resolution****Appointment of Mrs. Nandini Jhanwar (DIN: 00530926) as an Independent Director of the Company.**

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**g) Resolution 7****Type of Resolution : Ordinary Resolution****Ratification of Cost Auditors' Remuneration**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
7083421	7083414 (99.9999%)	7 (0.0001%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata
Dated: 25.09.2015

Verified the contents and received the Report of the Scrutinizer
For Simplex Projects Limited

(Anil Jain)
GM - Commercial & Company Secretary