

SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 22 of Companies (Management and Administration) Rules, 2014]*

To

The Chairman

Simplex Mills Company Limited

30, Keshav Khadye Marg,

Sant Gadge Maharaj Chowk,

Mumbai-400 011

Respected Sir,

Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and voting by Poll at 18th Annual General Meeting ('AGM') of the members of Simplex Mills Company Limited ('the Company') held on 09th August, 2016

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
 - b) Conducting Poll through polling papers under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 6 as set out in the Notice of 18th Annual General Meeting ('AGM') of the members of the Company dated 6th May, 2016.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository



Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.

3. The Notice dated 6th May, 2016 alongwith Statement setting out material facts under Section 102 of the Act was sent to the shareholders through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent/Company/ Depositories and was dispatched physically on Thursday, 14th July, 2016. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 8th July, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshwadeep" on Friday, 15th July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 5 (Five) days from Thursday, 4th August, 2016 (10.00 a.m.) till Monday, 8th August, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 1st August, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Khyati Panchal who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



9. Summary of the remote e-voting and poll at the AGM is as follows:

Resolution No.1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements, the Reports of the Directors' and Auditors'.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	19	19	4,37,200	4,37,200	4,37,176 (99.99)	24 (0.01)
Result: May be considered passed with requisite majority						

Resolution No.2

Particulars	Ordinary Resolution for re-appointment of Smt. Sita Sunil who retires by rotation					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	19	19	4,37,200	4,37,200	4,37,176 (99.99)	24 (0.01)
Result: May be considered passed requisite majority						

Resolution No.3

Particulars	Ordinary Resolution for ratification of appointment M/s Vijay Rungta & Co. as Statutory Auditors of the Company					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,859	0
Total	19	19	4,37,200	4,37,200	4,37,200 (100.00)	0 (0.00)
Result: May be considered passed unanimously						



Resolution No.4

Particulars	Ordinary Resolution for appointment of Shri K. C. Muraka as an Independent Director					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	19	19	4,37,200	4,37,200	4,37,176 (99.99)	24 (0.01)
Result: May be considered passed with requisite majority						

Resolution No.5

Particulars	Special Resolution for adoption of new set of the Articles of Association of the Company.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,859	0
Total	19	19	4,37,200	4,37,200	4,37,200 (100.00)	0 (0.00)
Result: May be considered passed unanimously						

Resolution No.6

Particulars	Special Resolution for increase in limits of investments in other bodies corporate					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Paper	5	5	25,341	25,341	25,341	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	19	19	4,37,200	4,37,200	4,37,176 (99.99)	24 (0.01)
Result: May be considered passed with requisite majority						



All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the 18th Annual General Meeting and the same will be handed over thereafter to the Director authorized by the Board for safe keeping.

Thanking you

For Manish Ghia & Associates
Company Secretaries



CS Manish L. Ghia
Partner

M. No. FCS 6252 C. P. No. 3531

Place: Mumbai

Date: 10th August, 2016

Countersigned and Received the Report

Chairman of the Meeting

Place: Mumbai

Date: