

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
Simplex Mills Company Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400011

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 17th Annual General Meeting held on Wednesday, 5th August, 2015

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 Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
 - b. Conducting Poll through polling paper under the provisions of Section 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 5 as set out in the Notice of 17th Annual General Meeting (AGM) of the shareholders of the Company dated 27th May, 2015.

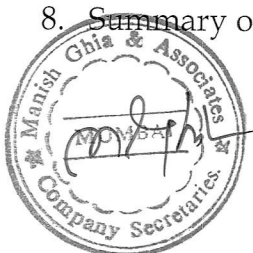
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the 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-

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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 27th May, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier. 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 Wednesday, 3rd July, 2015.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Mumbai Lakshdeep" on Wednesday, 17th July, 2015.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, 2nd August, 2015 (10:00 am) to Tuesday, 4th August, 2015 (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. Wednesday, 29th July, 2015.
7. As required under the said rules, after the closure of the voting at the Annual General Meeting, 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 Richa Agrawal who are not in employment with the Company.
8. Summary of the e-voting and poll is as follows:



Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2015 and the Reports of the Directors' and Auditors' thereon.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	4	4	67	67	67	0
E-voting	17	17	21,59,124	21,59,124	21,59,124	0
Total	21	21	21,59,191	21,59,191 (100.00%)	21,59,191 (100.00%)	0 (0.00%)
Result: May be considered as passed unanimously						

Resolution No. 2

Particulars	Ordinary Resolution for appointment of a Director in place of Shri. Shekhar R. Singh, Director, (DIN: 03357281) who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	4	4	67	67	67	0
E-voting	17	17	21,59,124	21,59,124	21,59,124	0
Total	21	21	21,59,191	21,59,191 (100.00%)	21,59,191 (100.00%)	0 (0.00%)
Result: May be considered as passed unanimously						

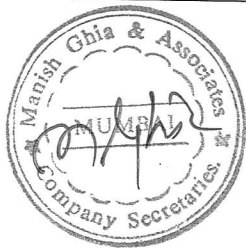


Resolution No. 3

Particulars	Ordinary Resolution for Ratification of appointment of M/s. Vijay Rungta & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of Eighteenth AGM and to fix their remuneration.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	4	4	67	67	67	0
E-voting	17	17	21,59,124	21,59,124	21,59,124	0
Total	21	21	21,59,191	21,59,191 (100.00%)	21,59,191 (100.00%)	0 (0.00%)
Result: May be considered as passed unanimously						

Resolution No. 4

Particulars	Ordinary Resolution for appointment of Shri Pradeep S. Chonkar as a Director of the Company.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	4	4	67	67	67	0
E-voting	17	17	21,59,124	21,59,124	21,59,124	0
Total	21	21	21,59,191	21,59,191 (100.00%)	21,59,191 (100.00%)	0 (0.00%)
Result: May be considered as passed unanimously						




Resolution No. 5

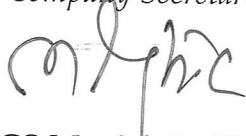
Particulars	Ordinary Resolution for appointment of Smt. Fatima Fernandes as a Director of the Company.					
Voting pattern	Number of shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	4	4	67	67	67	0
E-voting	17	17	21,59,124	21,59,124	21,59,124	0
Total	21	21	21,59,191	21,59,191 (100.00%)	21,59,191 (100.00%)	0 (0.00%)
Result: May be considered as passed unanimously						

The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Chairman for safe keeping.

Place: Mumbai
Date: 6th August, 2015

For Manish Ghia & Associates
Company Secretaries




CS Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531