

**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 Papers Limited**

30, Keshavrao 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 22<sup>nd</sup> Annual General Meeting (AGM) of members of Simplex Papers Limited (the Company) held on Tuesday, 9<sup>th</sup> 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 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 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company dated 6<sup>th</sup> 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 6<sup>th</sup> 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 / Depositories and dispatched through courier on Thursday, 14<sup>th</sup> 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, 8<sup>th</sup> 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, 15<sup>th</sup> July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 5 (Five) days from Thursday, 4<sup>th</sup> August, 2016 (10.00 a.m.) till Monday, 8<sup>th</sup> 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, 1<sup>st</sup> 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 the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016 and the Reports of the Directors' and Auditors.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	16	16	4,37,208	4,37,208	4,37,184 (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
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	16	16	4,37,208	4,37,208	4,37,184 (99.99%)	24 (0.01%)
Result: May be considered passed requisite majority						

Resolution No.3

Particulars	Ordinary Resolution for Ratification of appointment of 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
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,859	0
Total	16	16	4,37,208	4,37,208	4,37,208 (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 a Director of the Company					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	16	16	4,37,208	4,37,208	4,37,184 (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 Article of Association of the Company					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,859	0
Total	16	16	4,37,208	4,37,208	4,37,208 (100.00%)	0 (0.00%)
Result: May be considered passed unanimously						

Resolution No.6

Particulars	Special Resolution for Loan and Investment by the Company under Section 186 of the Companies Act, 2013.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	2	2	25,349	25,349	25,349	0
E-voting	14	14	4,11,859	4,11,859	4,11,835	24
Total	16	16	4,37,208	4,37,208	4,37,184 (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 22<sup>th</sup> Annual General Meeting and the same will be handed over thereafter to the Chairman/Company Secretary 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: 10<sup>th</sup> August, 2016

Countersigned and Received the Report

Chairman of the meeting

Place: Mumbai  
Date: