



9th August, 2019

Department of Corporate Services

BSE Limited
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Subject: Voting Results of 21st Annual General Meeting of the Company

Ref: BSE Security Code 533018

With reference to the captioned subject, we are pleased to inform you that the 21st Annual General Meeting (AGM) of Simplex Mills Company Limited held on Wednesday, 7th August, 2019 at Babubhai Chinai Committee Room, 2nd Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai-400020, all item of business contained in the Notice of the AGM were approved by the Members.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith consolidated Scrutinizer's Report for passing of Resolutions through remote e-voting process and on voting by postal ballot at the AGM.

You are requested to kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully,
For **Simplex Mills Company Limited**

Manika Arora
Manika Arora
Company Secretary



Encl: As above

CIN-L65900MH1998PLC116585

Simplex Mills Compound, 30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai - 400011.
T : 2308 2951-54 F : 2307 2773
E : mills@simplex-group.com W : www.simplex-group.com



Resolution No.1: Adoption of the Audited Financial Statements, the Reports of the Directors' and Auditors

| Category | Mode of Voting | No. of shares held (1) | No. of valid votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* |
|-----------------------------|------------------|------------------------|-------------------------------|--|------------------------------|----------------------------|--|---|
| Promoter and Promoter Group | E-Voting | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(A) | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| Public Institution | E-Voting | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(B) | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-institutions | E-Voting | 240 | 240 | 100 | 52 | 188 | 21.67 | 78.33 |
| | Poll | 10 | 10 | 100 | 10 | 0 | 100 | 0 |
| | Total - C | 250 | 250 | 100 | 62 | 188 | 24.8 | 75.2 |
| Total(A+B+C) | | 2136473 | 2136428 | 100.00 | 2136240 | 188 | 99.99 | 0.01 |

Resolution No.2: Re-Appointment of Smt. Sita Sunil (DIN: 00041722) as a Director, who retires by rotation

| Category | Mode of Voting | No. of shares held (1) | No. of valid votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* |
|-----------------------------|------------------|------------------------|-------------------------------|--|------------------------------|----------------------------|--|---|
| Promoter and Promoter Group | E-Voting | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(A) | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| Public Institution | E-Voting | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(B) | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-institutions | E-Voting | 240 | 240 | 100 | 52 | 188 | 21.67 | 78.33 |
| | Poll | 10 | 10 | 100 | 10 | 0 | 100 | 0 |
| | Total - C | 250 | 250 | 100 | 62 | 188 | 24.8 | 75.2 |
| Total(A+B+C) | | 2136473 | 2136428 | 100.00 | 2136240 | 188 | 99.99 | 0.01 |

Resolution No.3: Re-Appointment of Shri Sabhapati G Shukla (DIN: 02799713) as an Independent Director

| Category | Mode of Voting | No. of shares held (1) | No. of valid votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* |
|-----------------------------|------------------|------------------------|-------------------------------|--|------------------------------|----------------------------|--|---|
| Promoter and Promoter Group | E-Voting | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(A) | 2136178 | 2136178 | 100 | 2136178 | 0 | 100 | 0 |
| Public Institution | E-Voting | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total(B) | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-institutions | E-Voting | 240 | 240 | 100 | 52 | 188 | 21.67 | 78.33 |
| | Poll | 10 | 10 | 100 | 10 | 0 | 100 | 0 |
| | Total - C | 250 | 250 | 100 | 62 | 188 | 24.8 | 75.2 |
| Total(A+B+C) | | 2136473 | 2136428 | 100.00 | 2136240 | 188 | 99.99 | 0.01 |



Handwritten signature

CIN-L65900MH1998PLC116585

Simplex Mills Compound, 30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai - 400011.
T : 2308 2951-54 F : 2307 2773
E : mills@simplex-group.com W : www.simplex-group.com

PANKAJ K & ASSOCIATES
COMPANY SECRETARIES

Scrutinizer's Report

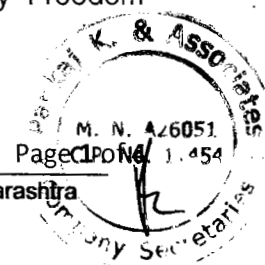
(Combined Report for remote e-voting and voting at the AGM)

The Chairman
Simplex Mills Company Limited,
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai-400 011

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 21st Annual General Meeting of the Members of Simplex Mills Company Limited held on August 7, 2019

1. I, Pankaj Khandelwal of M/s. Pankaj K & Associates, Company Secretaries, Mumbai, appointed by the Board of Directors of Simplex Mills Company Limited ("the Company") as the Scrutinizer for the Remote e-Voting process and physical voting through ballot conducted at the venue of the 21st Annual General Meeting (AGM) held on August 7, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. As required under Section 101 of the Act, a notice of AGM dated May 8, 2019 along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier and e-mail), for seeking approval of members on the resolutions contained in the aforesaid Notice.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by physical ballot on the resolutions contained in the aforesaid Notice of the 21st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and of voting through physical ballots as provided by Freedom Registry Limited.



4. The Company provided the remote e-voting facility offered by CDSL to cast votes by the members of the Company. The Company had also made available the physical ballots at the 21st AGM to enable the members to cast their votes.
5. The shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, July 31, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.
6. Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 10.00 a.m. of Sunday, August 4, 2019 which ended on Tuesday, August 6, 2019 at 5.00 p.m. Accordingly, e-votes casted upto 5.00 p.m. of August 6, 2019 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.
7. The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Ritu and CS Pooja Thakkar.
8. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 21st Annual General Meeting with their pattern of voting is as follows:

A. RESOLUTION No.1 AS AN ORDINARY RESOLUTION:

Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon

| Particulars of Voting | Number of valid votes cast | Voted in favour of the resolution | | Voted against the resolution | |
|---|----------------------------|-----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 2136418 | 2136230 | 99.99 | 188 | 0.01 |
| Votes cast through physical ballot at the AGM | 10 | 10 | 100 | 0 | 0 |
| Total | 2136428 | 2136240 | 99.99 | 188 | 0.01 |

Invalid Votes:

| Particulars of Voting | Total number of votes |
|---|-----------------------|
| Remote e-Voting / Votes cast through physical ballot at the AGM | 45 |



B. RESOLUTION No.2 AS AN ORDINARY RESOLUTION:**Re-Appointment of Smt. Sita Sunil (DIN: 00041722), Director liable to Retire By Rotation**

| Particulars of Voting | Number of valid votes cast | Voted in favour of the resolution | | Voted against the resolution | |
|---|----------------------------|-----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 2136418 | 2136230 | 99.99 | 188 | 0.01 |
| Votes cast through physical ballot at the AGM | 10 | 10 | 100 | 0 | 0 |
| Total | 2136428 | 2136240 | 99.99 | 188 | 0.01 |

Invalid Votes:

| Particulars of Voting | Total number of votes |
|---|-----------------------|
| Remote e-Voting / Votes cast through physical ballot at the AGM | 45 |

C. RESOLUTION No.3 AS A SPECIAL RESOLUTION:**Re-appointment of Shri Sabhpati G Shukla (DIN: 027997133) as an Independent Director**

| Particulars of Voting | Number of valid votes cast | Voted in favour of the resolution | | Voted against the resolution | |
|---|----------------------------|-----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 2136418 | 2136230 | 99.99 | 188 | 0.01 |
| Votes cast through physical ballot at the AGM | 10 | 10 | 100 | 0 | 0 |
| Total | 2136428 | 2136240 | 99.99 | 188 | 0.01 |

Invalid Votes:

| Particulars of Voting | Total number of votes |
|---|-----------------------|
| Remote e-Voting / Votes cast through physical ballot at the AGM | 45 |




The results of the voting by members through remote e-voting and physical ballots at the 25th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

The Register/ s, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our safe custody until the Chairman of the meeting considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,

Yours sincerely,
For PANKAJ K & ASSOCIATES
COMPANY SECRETARIES


Pankaj Khandelwal
Proprietor
M. NO. ACS 26051



August 8, 2019

Counter signed by:

FOR SIMPLEX MILLS CO. LTD.



AUTHORISED SIGNATORIES

Membership No ÷ A 51855
Date ÷ 9th August, 2019
Place ÷ Mumbai

