

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 Kesharao Khadya Marg,
Sant Gadge Maharaj Chowk,
Mumbai 400011

Respected Sir,

Sub.: Scrutinizer's Report on E-Voting Process at Annual General Meeting to be held on 6th August, 2014

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 (the Rules), I, Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 15th May, 2014 for scrutinizing the e-voting process for passing of the resolutions as mentioned under item numbers 1 to 6 of the Notice of 16th Annual General Meeting dated 15th May, 2014.

On the basis of the Register of Members 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 30th June, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was mailed on 9th July, 2014 to the shareholders at their registered addresses/email addresses.

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 newspapers "The Financial Express" and "Mumbai Lakshdeep" on 17th July, 2014.

In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from 31st July, 2014 (10:00 am) to 2nd August, 2014 (6:00 pm). The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL).

As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 4th August, 2014 in the presence of Ms. Suchi Harlalka and Ms. Monika Variava, who are not the employees of the Company.



The summary of the e-voting received is as follows:

Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 along with Reports of the Directors' and of the Auditors' thereon.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						

Resolution No. 2

Particulars	Ordinary Resolution for appointment of a director in place of Ms. Sita Laxman, who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	Total received	Valid
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						



Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of M/s Vijay Rungta & Co., Chartered Accountants, Mumbai (having FRN: 111427W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of third consecutive Annual General Meeting.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						

Resolution No. 4

Particulars	Ordinary Resolution for appointment of Mr. S. M. Soni as an Independent Director of the Company to hold office as such upto 31 st March, 2019, who shall not be liable to retire by rotation.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						



Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. O. D. Purohit as an Independent Director of the Company to hold office as such upto 31 st March, 2019, who shall not be liable to retire by rotation.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						


Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. S. G. Shukla as an Independent Director of the Company to hold office as such upto 31 st March, 2019, who shall not be liable to retire by rotation.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	19	17	22,25,546	21,59,764	21,59,764	0
Total	19	17	22,25,546	21,59,764	21,59,764	0
Result: May be considered passed unanimously.						

You may accordingly declare the result at the Annual General Meeting to be held on 6th August 2014.

Place : Mumbai
Date : 5th August, 2014

For Manish Ghia & Associates
Company Secretaries



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