



10<sup>th</sup> August, 2017

BSE Limited  
Department of Corporate Services  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

Dear Sir,

**Subject: 19<sup>th</sup> Annual General Meeting (AGM) and Voting Results 2017**

**Ref: BSE Security Code 533018**

We wish to inform you that the Shareholders at the 19<sup>th</sup> AGM of the Company held on 8<sup>th</sup> August, 2017 passed all the resolutions as mentioned in the Notice dated 10<sup>th</sup> May, 2017 with the requisite majority (through Remote e-voting and Poll at the AGM).

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the prescribed format, in respect of Remote e-voting and Poll of the AGM.

We also enclosed herewith a copy of the consolidated Scrutinizer's Report dated 10<sup>th</sup> August, 2017 in respect of votes cast through Remote e-voting and Poll.

Kindly acknowledge the receipt and take the same on your records.

Thanking you,

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

*Shékhar*  
**Shékhar R Singh**  
Director

Encl.: as above

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

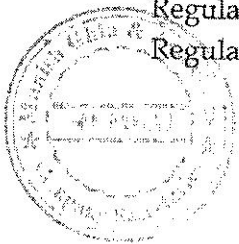
*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To  
Chairman of the Meeting  
**Simplex Mills Company Limited**  
30, Keshav Khadye Marg,  
San. Gadge Maharaj Chowk,  
Mumbai-400 011

Respected Sir,

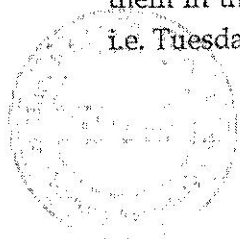
**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through E-Voting Process and Voting by Poll at 19<sup>th</sup> Annual General Meeting (AGM) of the Members of Simplex Mills Company Limited (the Company) held on Tuesday, 8<sup>th</sup> August, 2017.**

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. Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
  - b. Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c. Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 4 as set out in the Notice of 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 10<sup>th</sup> May, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by polling papers at AGM 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 e-voting facility and poll conducted at the AGM in a fair and transparent manner.
3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated 10<sup>th</sup> May, 2017 along with Statement setting out material facts under Section 102 of the Act was dispatched on Friday, 14<sup>th</sup> July, 2017 to the shareholders by courier at their registered addresses and by e-mail, to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.
  - b. The said Notice was dispatched on the basis of Register of Members made available by M/s. Freedom Registry Limited, the Registrar and Share Transfer Agents 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).
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 Saturday, 15<sup>th</sup> July, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Friday, 4<sup>th</sup> August, 2017 (10.00 a.m.) till Monday, 7<sup>th</sup> August, 2017 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 1<sup>st</sup> August, 2017.



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 Khyati Panchal and CS Khyati Shah 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.

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

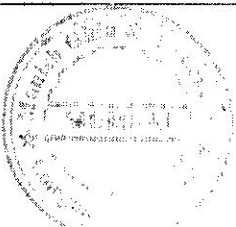
**ORDINARY BUSINESS**

**Resolution No.1**

Ordinary Resolution for Adoption of the Audited Financial Statements, for the year ended 31 <sup>st</sup> March, 2017 alongwith Reports of the Directors' and Auditors' Report thereon.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
Public-Institutions	E-Voting	4,53,705	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4,53,705	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3,85,068	3,429	0.89	3,396	33	99.04	0.96
	Poll		177	0.05	177	0	100.00	0.00
	Total (C)	3,85,068	3,606	0.94	3,573	33	99.08	0.92
Total (A+B+C)		30,00,475	21,37,482	71.24	21,37,449	33	99.998	0.002
Result: May be considered passed with requisite majority								

**Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
1	50

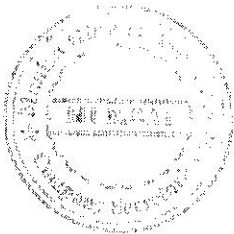


Resolution No.2

Particulars	Ordinary Resolution for appointment of Director in place of Smt. Fatima Fernandes, Director, (DIN: 00506058) who retires by rotation and being eligible, offers herself for re-appointment.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
Public-Institutions	E-Voting	4,53,705	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4,53,705	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3,85,068	3,429	0.89	3,396	33	99.04	0.96
	Poll		177	0.05	177	0	100.00	0.00
	Total (C)	3,85,068	3,606	0.94	3,573	33	99.08	0.92
Total (A+B+C)		30,00,475	21,37,482	71.24	21,37,449	33	99.998	0.002
Result: May be considered passed with requisite majority								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	50



Resolution No.3

Particulars	Ordinary Resolution for appointment of M/s. K. M. Shah & Co., Chartered Accountants, Mumbai (FRN: 109637W) as Statutory Auditors of the Company to hold office from the conclusion of 19 <sup>th</sup> Annual General Meeting upto the conclusion of 24 <sup>th</sup> Annual General Meeting and to fix of their remuneration.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
Public-Institutions	E-Voting	4,53,705	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4,53,705	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3,85,068	3,429	0.89	3,396	33	99.04	0.96
	Poll		177	0.05	177	0	100.00	0.00
	Total (C)	3,85,068	3,606	0.94	3,573	33	99.08	0.92
Total (A+B+C)		30,00,475	21,37,482	71.24	21,37,449	33	99.998	0.002
Result: May be considered passed with requisite majority								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	50



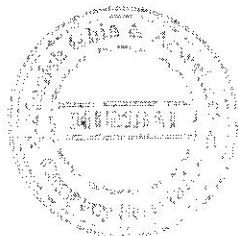
**SPECIAL BUSINESS**

**Resolution No.4**

Ordinary Resolution for appointment of Shri Manish Harshey (DIN: 07733097) as an Independent Director of the Company.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promotee Group	E-Voting	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	21,61,702	21,33,876	98.71	21,33,876	0	100.00	0.00
Public-Institutions	E-Voting	4,53,705	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	4,53,705	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3,85,068	3,429	0.89	3,396	33	99.04	0.96
	Poll		177	0.05	177	0	100.00	0.00
	Total (C)	3,85,068	3,606	0.94	3,573	33	99.08	0.92
Total (A+B+C)		30,00,475	21,37,482	71.24	21,37,449	33	99.998	0.002
Result: May be considered passed with requisite majority								

**Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
1	50

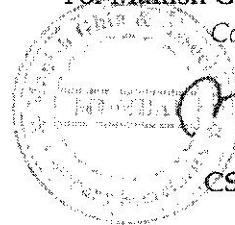




I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s, and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

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, 2017

Countersigned and received the report:

Shekhar



Chairman of the Meeting/ Authorized Signatory  
Simplex Mills Company Limited

Place: Mumbai

Date: 10<sup>th</sup> August, 2017