

Office

Fortuna Tower, 23A, Netaji Subhas Road, Floor 11, Room
No.: 40, Fairley Place, B.B.D. Bagh, Kolkata-700001, WB.
RO: 391/1, 3rd Floor, Suit No. C1, Mahatma Gandhi Road,
Haridevpur, Kolkata – 700041, West Bengal.
Tel No: 033-48100224, (M) 8981882033
Email: csbinitthakur@gmail.com

SCRUTINIZER'S REPORT

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

The Chairman
SIMPLEX MILLS COMPANY LIMITED
30 Keshao Rao Khadya Marg
Sant Gadge Maharaj Chowk Jacob Circle,
Mumbai-400011

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting during the 26th Annual General Meeting of the Members of Simplex Mills Company Limited held on 6th August, 2024 at 10:00 A.M. through Video Conferencing (VC)/ Other Audio-visual Means (OAVM)

I, Binit Kumar, Company Secretary in Practice has been appointed as scrutinizer for the purpose of scrutinizing the remote e-voting as well as e-voting by the Members at the 26th Annual General Meeting (AGM) of the Members of Simplex Mills Company Limited (CIN No: L65900MH1998PLC116585) in a fair and transparent manner pursuant to the provisions of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolution forming part of the AGM Notice dated 17th May, 2024 ("AGM Notice").

Office

Fortuna Tower, 23A, Netaji Subhas Road, Floor 11, Room No.: 40, Fairley Place, B.B.D. Bagh, Kolkata-700001, WB.
RO: 391/1, 3rd Floor, Suit No. C1, Mahatma Gandhi Road, Haridevpur, Kolkata – 700041, West Bengal.
Tel No: 033-48100224, (M) 8981882033
Email: csbinitthakur@gmail.com

The Management of the Company is responsible to ensure the compliance with the requirements of relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and (iii) MCA and SEBI circulars related to voting through remote e-voting and e-voting at the AGM by the shareholders on the resolutions proposed in the notice of the AGM of the Company.

My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and to render Scrutinizer's Report of the total votes cast "in favour" or against", if any, to the Chairman on the resolutions based on the reports generated from the electronic voting system of National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility.

1. The Company has availed services of National Securities Depositories Limited for providing e-voting facility for conducting remote e-voting and e-voting during the AGM, to the Shareholders of the Company. The remote e-voting commenced on Saturday, the 3rd August, 2024 from 9:00 A.M. and ends on Monday, the 5th August, 2024 at 5:00 P.M.
2. The Shareholders holding shares as on the "cut off" date i.e. Tuesday, the 30th July, 2024 were entitled to vote on the proposed resolution.
3. Facility of e-voting was provided during the AGM to those Members who had not cast their votes by remote e-voting prior to the AGM.
4. Since the meeting was conducted through VC/OAVM, there was no physical presence of the Shareholders to vote physically in the meeting accordingly, no ballot box was kept.
5. After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and votes cast under remote e-voting facility prior to the date of AGM were unblocked and reconciled with the records received from National Securities Depositories Limited and the records maintained by the Company and its Registrar and Transfer Agents, and the authorizations lodged with the Company in the presence of two witnesses who are not in the employment of the Company.
6. I hereby submit a scrutinizer's report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of the aforesaid AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system by the National Securities Depositories Limited.
7. The results of the remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC / OAVM are as under:

Office

Fortuna Tower, 23A, Netaji Subhas Road, Floor 11, Room No.: 40, Fairley Place, B.B.D. Bagh, Kolkata-700001, WB.
RO: 391/1, 3rd Floor, Suit No. C1, Mahatma Gandhi Road, Haridevpur, Kolkata – 700041, West Bengal.
Tel No: 033-48100224, (M) 8981882033
Email: csbinitthakur@gmail.com

A. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Directors' and Auditors' thereon.

Valid Votes:

| Particulars of Voting | Number of valid votes cast | Votes in favor of the Resolution | | Votes against the resolution | |
|-----------------------|----------------------------|----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 18648 | 18309 | 98.18 | 339 | 1.82 |
| E-Voting at AGM | - | - | - | - | - |
| Total | 18648 | 18309 | 98.18 | 339 | 1.82 |

Invalid Votes:

| Total number of Members whose votes were declared invalid | Total number of votes |
|-----------------------------------------------------------|-----------------------|
| Nil | Nil |

B. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Shri Shekhar R Singh (DIN:03357281), who retires by rotation and being eligible, offers himself for re-appointment.

Valid Votes:

| Particulars of Voting | Number of valid votes cast | Votes in favor of the Resolution | | Votes against the resolution | |
|-----------------------|----------------------------|----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 18648 | 18309 | 98.18 | 339 | 1.82 |
| E-Voting at AGM | - | - | - | - | - |
| Total | 18648 | 18309 | 98.18 | 339 | 1.82 |

Invalid Votes:

| Total number of Members whose votes were declared invalid | Total number of votes |
|-----------------------------------------------------------|-----------------------|
| Nil | Nil |

Office

Fortuna Tower, 23A, Netaji Subhas Road, Floor 11, Room No.: 40, Fairley Place, B.B.D. Bagh, Kolkata-700001, WB.
RO: 391/1, 3rd Floor, Suit No. C1, Mahatma Gandhi Road, Haridevpur, Kolkata – 700041, West Bengal.
Tel No: 033-48100224, (M) 8981882033
Email: csbinitthakur@gmail.com

C. RESOLUTION NO. 3 AS A SPECIAL RESOLUTION:

Designate Smt. Sita Sunil (DIN: 00041722) Director of the Company, as a Non- Executive Independent Director of the Company.

Valid Votes:

| Particulars of Voting | Number of valid votes cast | Votes in favor of the resolution | | Votes against the resolution | |
|-----------------------|----------------------------|----------------------------------|--------------|------------------------------|-------------|
| | | No. of votes | % | No. of votes | % |
| Remote e-Voting | 18648 | 18309 | 98.18 | 339 | 1.82 |
| E-Voting at AGM | - | - | - | - | - |
| Total | 18648 | 18309 | 98.18 | 339 | 1.82 |

Invalid Votes:

| Total number of Members whose votes were declared invalid | Total number of votes |
|-----------------------------------------------------------|-----------------------|
| Nil | Nil |

The results of the voting by the Members in respect of the above-mentioned resolution may accordingly be declared by the Chairman of the Company.

The electronic data and all other relevant records relating to the remote e-voting will remain in my safe custody until the Chairman considers, approves, and signs the Minutes of the aforesaid AGM and the same shall be handed over thereafter to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you,

Yours sincerely

Countersigned and received the report
On behalf of Simplex Mills Company Limited

CS Binit Kumar
Practicing Company Secretary
FCS: 10859 | C.P. No. 21698
Peer Review Cert. No.: 5354/2023
UDIN: F010859F000911704
Date: 6th August, 2024

Shekhar R Singh
Director
DIN: 03357281