

CONFIDENTIAL

7<sup>th</sup> October, 2014

To,  
The Chairman  
**Simplex Mills Company Limited**  
30, KeshavraoKhadye Marg,  
SantGhadgeMaharajChowk,  
Mumbai - 400 011

Respected Sir,

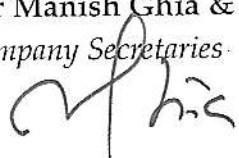
I have completed the assignment as scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and I submit herewith my report for your necessary further action.

I shall return the ballot papers, register and records soon after your declaration of the result and signing of the minutes of the meeting held for declaration of the result of postal ballot process.

I request you to preserve the ballot papers and register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates  
Company Secretaries

  
CS Manish L. Ghia  
Partner

M. No. FCS 6252; C. P. No.3531



**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 Mills Company Limited**  
30, Keshavrao Khadye Marg,  
Sant Ghadge Maharaj Chowk,  
Mumbai - 400 011

Respected Sir,

**Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot Process**

1. The Board of Directors of the Company at its meeting held on 27<sup>th</sup> August, 2014 appointed me as Scrutinizer for conducting the postal ballot voting process for seeking approval of members for passing of Special resolution under Section 180(1)(a) of the Companies Act, 2013 to sell / transfer or otherwise dispose of the plant and machinery of the Company situated at Akola, Maharashtra.
2. 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), the Company has provided the facility to the members to cast their votes electronically on the resolution set forth in the Notice of Postal Ballot dated 27<sup>th</sup> August, 2014.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical postal ballot forms on the resolution contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the e-voting process including voting through physical postal ballot forms is restricted to make Scrutinizer's Report of the votes casted '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 for e-voting and duly filed and signed physical postal ballot forms received from the shareholders of the Company.



4. The Company completed the dispatch of Postal ballot notice dated 27<sup>th</sup> August, 2014 along with Postal ballot forms and self addressed prepaid envelopes on 5<sup>th</sup> September, 2014 to its members, whose names appeared in the Register of Members /list of beneficiaries as on 22<sup>nd</sup> August, 2014.
5. As per the provisions of Rule 22 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 English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshwadeep" on 5<sup>th</sup> September, 2014 and 6<sup>th</sup> September, 2014 respectively.
6. The e-voting commenced on 5<sup>th</sup> September, 2014 (10.00 a.m.) and ended on 4<sup>th</sup> October, 2014 (06.00 p.m.)
7. Particulars of all the Postal Ballot forms received from the members have been entered in a register separately maintained for the purpose.
8. Duly filed postal ballot forms received from the members were kept under my safe custody.
9. All postal ballot forms received upto the close of working hours of 4<sup>th</sup> October, 2014, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
10. The data of e-voting was downloaded after the e -voting module was disabled by the Central Depository Services (India) Limited on 4<sup>th</sup> October, 2014 (06.00 p.m.).
11. As required under the said Rules, I unlocked the E- voting on the platform provided by the CDSL on 6<sup>th</sup> October, 2014 in the presence of CS Rasika Mendhekar and CS Priyanka Goenka. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 22<sup>nd</sup> August, 2014.
12. The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
13. No envelopes containing Postal Ballot form were received after 4<sup>th</sup> October, 2014.
14. No envelope was returned undelivered containing Postal Ballot form.
15. Where shareholders voted by both means i.e physical Postal Ballot Form and e-voting, the voting done through e-voting is considered and corresponding physical Postal Ballot Form are not considered in the report.



16. Summary of voting through e-voting process and physical postal ballot forms received is as follows:

**16.1 Resolution No. 1**

Particulars	Special resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 to sell / transfer or otherwise dispose of the plant and machinery of the Company situated at Akola, Maharashtra.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	15	15	1,460	1,460	1,256	204
E-voting	15	15	21,32,706	21,32,706	21,32,657	49
Total	30	30	21,34,166	21,34,166 (100%)	21,33,913 (99.99%)	253 (0.01%)
Result: May be considered passed with requisite majority.						

17. You may accordingly declare the result of the Postal Ballot process.

For Manish Ghia & Associates

Company Secretaries



*[Handwritten signature]*

CS Manish L. Ghia

Partner

Place: Mumbai

Date: 7<sup>th</sup> October, 2014

M. No. FCS 6252 C. P. No.3531