

30th March, 2019

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Dear Sir,

Security Code: 503229

Sub: Submission of the Voting Results of the Postal Ballot as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended

With reference to the captioned subject, we are pleased to inform you that the Company has conducted Postal Ballot pursuant to the provisions of 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, as amended for seeking consent of its Members in relation to Special Resolutions as mentioned in the Notice of Postal Ballot dated 30th January, 2019.

In view of the above, please find enclosed herewith the Voting Results of the aforesaid Postal Ballot process (Consolidated results for e-voting and physical Postal Ballot Forms) in the format prescribed as **Annexure-I** along with the Scrutinizer's Report dated 30th March, 2019 as prescribed in **Annexure-II** and the same will be available on the Company's website at www.simplex-group.com

The Special Resolutions of the said Postal Ballot has been passed with requisite majority on 28th March, 2019.

Kindly take the above intimation on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**


Shikhar R Singh
Company Secretary
& Compliance Officer

Encl: as above

Date of Postal Ballot	28th March, 2019 (Voting start date: From 27th February, 2019 10.00 AM IST to 28th March, 2019 5.00 PM IST)
Total number of shareholders on record date i.e. 22nd February, 2019	4300
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Groups: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public:	Not Applicable



Simplex Realty Limited

Resolution Required : (Special)			1) Re-appointment of Shri Vishnubhai B Haribhakti (DIN No.00088062) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	1,601,824	0	0.0000	0	0	0	0	0
	Postal Ballot		1491627	93.1205	1491627	0	100.0000	0.0000	0
	Total		1491627	93.1205	1491627	0	100.0000	0.0000	0
Public Institutions	E-Voting	699,879	0	0.0000	0	0	0	0	90900
	Postal Ballot		0	0.0000	0	0	0	0	0
	Total		0	0.0000	0	0	0	0	0
Public Non Institutions	E-Voting	689,679	25938	3.7609	25931	7	99.9730	0.0270	0
	Postal Ballot		47107	6.8303	47105	2	99.9958	0.0042	100
	Total		73045	10.5912	73036	9	99.9877	0.0123	0
Total		2,991,382	1564672	52.3060	1564663	9	99.9994	0.0006	0

Thus, based on the results, the special resolution as contained in Item No.1 is passed by requisite Majority.



Simplex Realty Limited

Resolution Required : (Special)			2) Re-appointment of Shri Surendra Kumar Somany (DIN No. 00001131) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	1,601,824	0	0.0000	0	0	0	0	0
	Postal Ballot		1491627	93.1205	1491627	0	100.0000	0.0000	0
	Total		1491627	93.1205	1491627	0	100.0000	0.0000	0
Public Institutions	E-Voting	699,879	0	0.0000	0	0	0	0	90900
	Postal Ballot		0	0.0000	0	0	0	0	0
	Total		0	0.0000	0	0	0	0	0
Public Non Institutions	E-Voting	689,679	25938	3.7609	25931	7	99.9730	0.0270	0
	Postal Ballot		47107	6.8303	47105	2	99.9958	0.0042	100
	Total		73045	10.5912	73036	9	99.9877	0.0123	0
Total		2,991,382	1564672	52.3060	1564663	9	99.9994	0.0006	0

Thus, based on the results, the special resolution as contained in Item No.2 is passed by requisite Majority.



CONFIDENTIAL

Date: 30th March, 2019

To

The Chairman/Company Secretary

Simplex Realty Limited

30 Kesharao Khadya Marg,

Sant Gadge Maharaj Chowk,

Jacob Circle, Mumbai -400011

Respected Sir/Madam,

Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot
(physical and e-voting)

I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I shall return the postal ballot forms, 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 postal ballot forms, 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

Encl: A/a

SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]*

To
The Chairman/Company Secretary
Simplex Realty Limited
30 Keshao Rao Khadya Marg,
Sant Gadge Maharaj Chowk,
Jacob Circle,
Mumbai - 400011

Respected Sir/Madam,

**Sub: Scrutinizer's Report for passing of resolution through Postal Ballot
(physical and e-voting).**

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 to scrutinize the voting through Postal Ballot (physical and e-voting) for seeking approval of members for the following matter:

- a. Re-appointment, of Shri Vishnubhai B Haribhakti as an Independent Director of the Company.
 - b. Re-appointment of Shri Surendra Kumar Somany as an Independent Director of the Company.
1. The Postal Ballot and e-voting process has been completed and now I submit my report as under:
 - 1.1 The Company completed the dispatch of Postal Ballot Notice dated 30th January, 2019 along with Postal Ballot Form and self-addressed business reply envelope to its members through permitted mode on Tuesday, 26th February, 2019, whose names appeared in the Register of Members/List of



Beneficiaries maintained by the Depositories as on the cut-off date being Friday, 22nd February, 2019.

- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Financial Express" and Marathi Newspaper "Mumbai Lakshadeep" on Wednesday, 27th February, 2019.
- 1.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Thursday, 28th March, 2019 being the last date and time fixed by the Company for receipt of the Postal Ballot Forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened in my presence and scrutinized, including verification of signature of the shareholder(s). The Shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Depositories as on the cut-off date i.e. Friday, 22nd February, 2019.
- 1.6 The e-voting period commenced on Wednesday, 27th February, 2019, 10:00 a.m. (IST) onwards and ended on Thursday, 28th March, 2019 at 5.00 p.m. (IST). The Company has availed the e-voting facility offered by Central Depositories Services Limited (CDSL) for conducting Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by CDSL on Thursday, 28th March, 2019 after 5.00 p.m.
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Thursday, 28th March, 2019 (05.00 P.M. IST).



2. The summary of the voting through Postal Ballot Forms received and e-voting is as follows:

Resolution No.1

Particulars		Special Resolution for Re-appointment of Shri Vishnubhai B Haribhakti (DIN-00088602) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
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	1601824	0	0.0000	0	0	0.0000	0.0000
	Ballot forms		1491627	93.1205	1491627	0	100.0000	0.0000
	Total (A)		1491627	93.1205	1491627	0	100.0000	0.0000
Public-Institutions	E-Voting	699879	0	0.0000	0	0	0.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	689679	25938	3.7609	25931	7	99.9730	0.0270
	Ballot forms		47107	6.8303	47105	2	99.9958	0.0042
	Total (C)		73045	10.5912	73036	9	99.9877	0.123
Total (A+B+C)		2991382	1564672	52.3060	1564663	9	99.9994	0.0006
Result: Based on the aforesaid voting, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 th January, 2019 has received consent of the requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
1	Postal Ballot	Vote not casted	100
2	Postal Ballot ¹	Casted vote both by E-voting and Postal Ballot	25532

¹ Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.



Resolution No.2

Particulars		Special Resolution for Re-appointment of Shri Surendra Kumar Somany (DIN-00001131) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
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	1601824	0	0.0000	0	0	0.0000	0.0000
	Ballot forms		1491627	93.1205	1491627	0	100.0000	0.0000
	Total (A)	1601824	1491627	93.1205	1491627	0	100.0000	0.0000
Public-Institutions	E-Voting	699879	0	0.0000	0	0	0.0000	0.0000
	Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total (B)	699879	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	689679	25938	3.7609	25931	7	99.9730	0.0270
	Ballot forms		47107	6.8303	47105	2	99.9958	0.0042
	Total (C)	689679	73045	10.5912	73036	9	99.9877	0.0123
Total (A+B+C)		2991382	1564672	52.3060	1564663	9	99.9994	0.0006
Result: Based on the aforesaid voting, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 30 th January, 2019 has received consent of the requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
1	Postal Ballot	Vote not casted	100
2	Postal Ballot ²	Casted vote both by E-voting and Postal Ballot	25532



² Vote cast through E-Voting has been considered and voting through postal ballot has been treated as invalid.

Manish Ghia & Associates

3. The ballot Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Postal Ballot.

Thanking You.

Place: Mumbai
Date: 30th March, 2019



For Manish Ghia & Associates
Company Secretaries

A handwritten signature in black ink, appearing to be "m l ghia".

CS Manish L. Ghia
Partner

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

Countersigned by

A handwritten signature in black ink, appearing to be "D. D. D.".

Chairman / Authorized Person
Simplex Realty Limited



Place: Mumbai
Date: 30.03.2019