



10th August, 2017

BSE Limited

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

Dear Sir,

Subject: Voting Results of 104th Annual General Meeting of the Company

Ref: BSE Security Code 503229

With reference to the captioned subject, we are pleased to inform you that the 104th Annual General Meeting (AGM) of Simplex Realty Limited held on Tuesday, 8th August, 2017 at 11.30 a.m. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001, all item of business contained in the Notice of the AGM were approved by the Shareholders (Members).

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith consolidated Scrutinizer's Report for passing of Resolutions through remote e-voting process and on voting by poll at the AGM.

You are requested to kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**

Shekhar
Shekhar R Singh
Company Secretary

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 Realty Limited

30, Keshav Khadye Marg,

Sant 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 104th Annual General Meeting (AGM) of the Members of Simplex Realty Limited (the Company) held on Tuesday, 8th 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 8 as set out in the Notice of 104th Annual General Meeting (AGM) of the members of the Company dated 10th May, 2017.

2. 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 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 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 10th May, 2017 along with Statement setting out material facts under Section 102 of the Act was dispatched on Saturday, 15th July, 2017 to the shareholders by courier at their registered addresses and by e-mail on Friday, 14th July, 2017 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 Sunday, 16th July, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Friday, 4th August, 2017 (10.00 a.m.) till Monday, 7th 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, 1st August, 2017.

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.

7. 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

Particulars	Ordinary Resolution for Adoption of the Audited Financial Statements (including the Consolidated Financial Statements), for the year ended 31 st March, 2017 alongwith Reports of the Directors' and Auditors' thereon.							
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

Resolution No.2

Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2017.								
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

Resolution No.3

Particulars	Ordinary Resolution for appointment of Director in place of Shri Sanjay N Damani, Director, (DIN 03078104) who retires by rotation and being eligible, offers himself 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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

Resolution No.4

Ordinary Resolution for ratification of appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai (FRN: 102200W) as the Statutory Auditors of the Company to hold office from the conclusion of this 104 th AGM till the conclusion of 105 th AGM.								
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

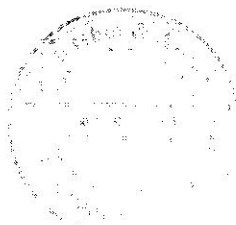
SPECIAL BUSINESS

Resolution No.5

Particulars	Ordinary Resolution for appointment of Shri Sabhapati G. Shukla (DIN: 02799713) as an Independent Director of the Company.							
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900



Resolution No.6

Particulars		Ordinary Resolution for appointment of Smt. Sandhya R. Kini (DIN: 03346789) as Whole - Time Director of the Company.						
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

Resolution No.7

Particulars	Ordinary Resolution for re- appointment of Shri Nandan Damani (DIN: 00058396) as Managing Director of the Company.							
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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07
	Poll		352	0.05	352	0	100.00	0.00
	Total (C)	642,552	770	0.12	707	63	91.82	8.18
Total (A+B+C)		2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

Resolution No.8

Ordinary Resolution for revision in terms of remuneration of Shri. Sanjay N Damani (DIN: 03078104), Whole-time 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	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00	
	Poll		0	0.00	0	0	0	0.00	
	Total (A)	1,562,365	1,475,477	94.44	1,475,477	0	100.00	0.00	
Public-Institutions	E-Voting	786,465	0	0	0	0	0.00	0.00	
	Poll		0	0	0	0	0.00	0.00	
	Total (B)	786,465	0	0.00	0.00	0	0.00	0.00	
Public- Non Institutions	E-Voting	642,552	418	0.07	355	63	84.93	15.07	
	Poll		352	0.05	352	0	100.00	0.00	
	Total (C)	642,552	770	0.12	707	63	91.82	8.18	
Total (A+B+C)			2,991,382	1,476,247	49.35	1,476,184	63	99.996	0.004
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	90,900

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 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: 10th August, 2017

Countersigned and received the report





Chairman of the Meeting / Authorized Signatory
Simplex Realty Limited

Place: Mumbai
Date: 10th August, 2017