



3rd August, 2018

BSE Limited

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

Dear Sir,

Subject: Voting Results of 105th 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 105th Annual General Meeting (AGM) of Simplex Realty Limited held on Wednesday, 1st August, 2018 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 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

CIN-L17110MH1912PLC000351

30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai – 400011
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CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To
Chairman/Authorised Signatory
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 105th Annual General Meeting (AGM) of the Members of Simplex Realty Limited (the Company) held on Wednesday, 01st August, 2018.

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 as amended from time to time;
 - 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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
 - c. Scrutinizing the votes cast through polling papers (at the AGM) by those members who have not cast their votes through e-voting platform in a fair and transparent manner, for passing of the Resolutions on item numbers 1 to 6 as mentioned in the Notice of 105th AGM of the Company dated 14th May, 2018.
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 for 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 and poll conducted at AGM, in a fair and transparent manner.

As per the confirmation received from the Company:

3. The Company has completed the dispatch of Notice of the 105th AGM dated 14th May, 2018, along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 by 9th July, 2018, to its members through email whose email id is registered with the Registrar and Share Transfer Agent (RTA)/ Depositories and dispatched to other members on 7th July, 2018 through courier at their registered addresses.
4. 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 Agent 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).
5. As per Rule 20 of 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 Newspapers named "The Financial Express" (English Newspaper) and "Mumbai Lakshadeep" (Marathi Newspaper) on Sunday, 08th July, 2018.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 03 (Three) days from Sunday, 29th July, 2018 (10:00 am) to Tuesday, 31st July, 2018 (5:00 p.m.).
7. The voting rights of members was considered in proportion to their shares held in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 25th July, 2018.
8. As required under the said rules, after the closure of the voting at the AGM, the votes casted through poll papers were counted; thereafter the votes casted under e-voting facility were unblocked in the presence of CS Bhavya Gala and CS Khyati Shah, representatives of Scrutinizer who are not in employment with the Company.
9. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.
10. Summary of the e-voting and poll at the AGM is as follows:



ORDINARY BUSINESS

Resolution No.1- Ordinary Resolution

Particulars	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2018 along with Reports of Directors' and Auditors' thereon.							
Category	Mode of Voting	No. of shares held [1]	No. of valid votes polled [2]	% of votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes in favour [4]	No. of votes - against [5]	% of votes in favour on votes polled [6]=[4]/(2)*100	% of votes against on votes polled [7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	1562365	1562365	100.00	1562365	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	1562365	100.00	1562365	0	100.00	0.00
Public-Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	25666	3.99	25603	63	99.75	0.25
	Poll/ Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	25686	4.00	25623	63	99.75	0.25
Total (A+B+C)		29,91,382	23,64,692	79.05	23,64,629	63	100.00	0.00*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Invalid Votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



Resolution No. 2- Ordinary Resolution

Particulars	To appoint a Director in place of Shri Tharavanat C Suseel Kumar (DIN 06453310), 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
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	1562365	1562365	100.00	1562365	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	1562365	100.00	1562365	0	100.00	0.00
Public-Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	25666	3.99	25603	63	99.75	0.25
	Poll/ Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	25686	4.00	25623	63	99.75	0.25
Total (A+B+C)		29,91,382	23,64,692	79.05	23,64,629	63	100.00	0.00*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Invalid Votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



Resolution No. 3 - Ordinary Resolution

Particulars	To Consider appointment of Khandelwal and Mehta LLP, Chartered Accountants, Mumbai (FRN: W100084) as the Statutory Auditors of the Company.							
Category	Mode of Voting	No. of shares held [1]	No. of valid votes polled [2]	% of votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes in favour [4]	No. of votes - against [5]	% of votes in favour on votes polled [6]=[4]/(2)*100	% of votes against on votes polled [7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	1562365	1562365	100.00	1562365	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	1562365	100.00	1562365	0	100.00	0.00
Public- Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	25666	3.99	25603	63	99.75	0.25
	Poll/ Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	25686	4.00	25623	63	99.75	0.25
Total (A+B+C)		29,91,382	23,64,692	79.05	23,64,629	63	100.00	0.00*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Invalid Votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



SPECIAL BUSINESS

Resolution No. 4 - Ordinary Resolution

Particulars	To Consider Re-appointment of Shri Sanjay N Damani (DIN: 03078104) as an Executive 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
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
Promoter and Promoter Group	E-Voting	1562365	1562365	100.00	1562365	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	1562365	100.00	1562365	0	100.00	0.00
Public- Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	25666	3.99	25603	63	99.75	0.25
	Poll/ Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	25686	4.00	25623	63	99.75	0.25
Total (A+B+C)		29,91,382	23,64,692	79.05	23,64,629	63	100.00	0.00*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Invalid Votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



Resolution No. 5 - Ordinary Resolution

Particulars	To Consider revision in terms of remuneration of Smt. Sandhya R. Kini (DIN: 03346789) as a 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
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	1562365	1562365	100.00	1562365	0	100.00	0.00
	Poll/Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	1562365	100.00	1562365	0	100.00	0.00
Public-Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	25666	3.99	25603	63	99.75	0.25
	Poll/Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	25686	4.00	25623	63	99.75	0.25
Total (A+B+C)		29,91,382	23,64,692	79.05	23,64,629	63	100.00	0.00*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Invalid Votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



Resolution No. 6 - Ordinary Resolution

Particulars	To approve of the Material Related Party Transaction(s).							
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
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	1562365	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	1562365	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	786465	776641	98.75	776641	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	786465	776641	98.75	776641	0	100.00	0.00
Public- Non Institutions	E-Voting	642552	543	0.08	480	63	88.40	11.60
	Poll/ Ballot		20	0.00*	20	0	100.00	0.00
	Total (C)	642552	563	0.09	500	63	88.81	11.19
Total (A+B+C)		29,91,382	7,77,204	25.98	7,77,141	63	99.99	0.01
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible.

Note: Voting by interested members was not considered.

Invalid Votes:

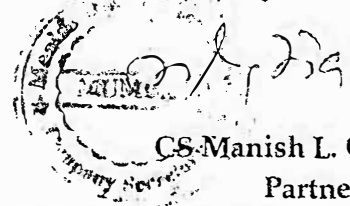
Total numbers of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



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, made thereunder, together with Attendance Register/s and also the Poll Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our safe custody until the Chairman of the meeting considers, approves and signs the Minutes of the aforesaid AGM 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: 2nd August, 2018

Countersigned and received the report:


Chairman / Authorised Signatory
Simplex Realty Limited



Place: Mumbai

Date: 3rd August, 2018