

SCRUTINIZER'S REPORT

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

To,
Mr. Nandan Damani
The Chairman & Managing Director
Simplex Realty Limited
30 Kesharao Khadya Marg,
Sant Gadge Maharaj Chowk,
Mumbai 400011

Respected Sir,

Sub.: Scrutinizer's Report on E-Voting Process at Annual General Meeting to be held on 6th August, 2014

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), I, Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 10th May, 2014 for scrutinizing the e-voting process for passing of the resolutions as mentioned under item numbers 1 to 9 of the 101st Notice of Annual General Meeting dated 10th May, 2014.

On the basis of the Register of Members and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 30th June, 2014 (the cut-off date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was mailed on 7th July, 2014 to the shareholders at their registered addresses/email addresses.

As per the provisions of Rule 20 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 newspapers "The Financial Express" and "Mumbai Lakshdeep" on 17th July, 2014.

In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from 31st July, 2014 (10:00 am) to 2nd August, 2014 (6:00 pm). The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL).

As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 4th August, 2014 in the presence of Ms. Suchi Harlalka and Ms. Monika Variava, who are not the employees of the Company.



The summary of the e-voting received is as follows:

Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 along with Reports of the Directors' and of the Auditors' thereon.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						

Resolution No. 2

Particulars	Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2014.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						



Resolution No. 3

Particulars	Ordinary Resolution for appointment of a director in place of Mr. S. K. Somany, who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	Total received	Valid
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						

Resolution No. 4

Particulars	Ordinary Resolution for re-appointment of M/s Dayal and Lohia, Chartered Accountants, Mumbai (having FRN: 102200W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of fourth consecutive Annual General Meeting.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						



Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. V. B. Haribhakti as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						

Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mrs. Anna Malhotra as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						



Resolution No. 7

Particulars	Ordinary Resolution for appointment of Mr. T.C. Suseel Kumar as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						

Resolution No. 8

Particulars	Ordinary Resolution for re-appointment of Mr. Nandan Damani as Managing Director for a further period of three years w.e.f 29 th June, 2014.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						



Resolution No. 9

Particulars	Special Resolution to give authority to the Board of Director of the Company to borrow upto Rs. 80 Crores under Section 180(1)(c) of the Companies Act, 2013.					
Voting pattern	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
E-voting	22	20	16,30,148	15,29,514	15,29,509	5
Total	22	20	16,30,148	15,29,514	15,29,509	5
Result: May be considered passed with requisite majority.						

You may accordingly declare the result at the Annual General Meeting to be held on 6th August 2014.

Place : Mumbai
Date : 5th August, 2014



For Manish Ghia & Associates
Company Secretaries

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

CS Manish L. Ghia
Partner

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