

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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CONSOLIDATED SCRUTINIZER'S REPORT

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

The Chairman
of the 27th Annual General Meeting of
Simplex Projects Limited
12/1, Nellie Sengupta Sarani
Kolkata - 700087

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 27th Annual General Meeting of the members of “*Simplex Projects Limited*” (“*Company*”) held on Monday, 25th September, 2017 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 24th August, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s Cameo Corporate Services Ltd, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 22nd September, 2017 up to 5.00 P.M. IST on Sunday, the 24th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 18th September, 2017 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 24th August, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 25th September, 2017 around 02:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayn Jaiswal, residing at 17, Karbala Tank Lane, Kolkata - 700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106976] and votes casted through physical ballot papers distributed at the AGM venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	24	6930236	
Voting by ballot	134	786	
Total	158	6931022	100.0000%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.0000%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**b) Resolution 2**

To appoint a Director in place of Mr. Sudarshan Das Mundhra (DIN: 00013158) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	24	6930236	
Voting by ballot	134	786	
Total	158	6931022	100.0000%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.0000%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**c) Resolution 3 : Ordinary Resolution**

Appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants, Kolkata (Registration No.: 322303E) as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year of 2022 and to fix their remuneration

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	24	6930236	
Voting by ballot	134	786	
Total	158	6931022	100.0000%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.0000%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

** SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution***Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors for the Financial Year ended March 31, 2018**(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	24	6930236	
Voting by ballot	134	786	
Total	158	6931022	100.0000%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.0000%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**e) Resolution 5 : Ordinary Resolution**

Appointment of Mr. Bhabya Nath Thakur (DIN: 05250206), as Independent Director, not liable to retire by rotation and to hold office for a term of five years with effect from August 24, 2017

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	23	6930231	
Voting by ballot	134	786	
Total	157	6931017	99.9999%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	5	
Voting by ballot	0	0	
Total	1	5	0.0001%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238

Place: Kolkata

Dated: 26.09.2012

A. K. LABH

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Witness:

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)
17, Karbala Tank Lane
Kolkata-700006

2. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050

Received the Report of the Scrutinizer
For Simplex Projects Limited

Vikram Kumar Mishra
(Vikram Kumar-Mishra)
Company Secretary

