

## SIMPLEX PROJECTS LIMITED

<b>Date of Annual General Meeting</b>	28 <sup>th</sup> September, 2016
<b>Total number of Shareholders on Record Date</b>	6612
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	7
Public:	213
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	0
Public:	0

Agenda-wise disclosure (separately for each agenda item)

<b>Resolution required (Ordinary/ Special)</b>		<b>ORDINARY- Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, along with the Reports of the Auditors and Directors, thereon.</b>						
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	<b>NO</b>							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6) = [(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7) = [(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>e-Voting</b>	7082791	0	0	0	0	0	0
	<b>Poll</b>		63,24,604	89.2954	63,24,604	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	7082791	63,24,604	89.2954	63,24,604	0	100.0000	0.0000
<b>Public Institutions</b>	<b>e-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
<b>Public - Non Institution</b>	<b>e-Voting</b>	55,17,587	1198	0.0217	1196	2	99.8331	0.1669
	<b>Poll</b>		2194	0.0398	2194	0	100.0000	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	55,17,587	3392	0.0615	3390	2	99.9411	0.0589
<b>Total</b>		12600378	63,27,996	50.2207	63,27,994	2	99.9999	0.0001



Resolution required (Ordinary/ Special)			ORDINARY - Appointment of Mr. Jai Kishan Bagri, as a director of the Company, who retires by rotation.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of 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	7082791	0	0	0	0	0	0
	Poll		63,24,604	89.2954	63,24,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		63,24,604	89.2954	63,24,604	0	100.0000	0.0000
Public Institutions -	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	e-Voting	55,17,587	1198	0.0217	1196	2	99.8331	0.1669
	Poll		2194	0.0398	2194	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3392	0.0615	3390	2	99.9411	0.0589
Total		12600378	63,27,996	50.2207	63,27,994	2	99.9999	0.0001



Resolution required (Ordinary/ Special)			ORDINARY - Appointment of M/s. Chaturvedi & Co., Chartered Accountants, as the Statutory Auditors of the Company, and authorizing the Board to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of 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	7082791	0	0	0	0	0	0
	Poll		63,24,604	89.2954	63,24,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		7082791	63,24,604	89.2954	63,24,604	0	100.0000	0.0000
Public Institutions	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		0	0	0	0	0	0	0
Public - Non Institution	e-Voting	55,17,587	1198	0.0217	1196	2	99.8331	0.1669
	Poll		2194	0.0398	2194	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		55,17,587	3392	0.0615	3390	2	99.9411	0.0589
Total		12600378	63,27,996	50.2207	63,27,994	2	99.9999	0.0001





Resolution required (Ordinary/ Special)			ORDINARY- Appointment of Mr. Keshava Das Mundhra 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 (1)	No. of 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		0	0	0	0	0	0		
	Poll	7082791	63,24,604	89.2954	63,24,604	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	7082791	63,24,604	89.2954	63,24,604	0	100.0000	0.0000		
Public Institutions	e-Voting		0	0	0	0	0	0		
	Poll	0	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	0	0	0	0	0	0	0		
Public - Non Institution	e-Voting		1198	0.0217	1157	41	96.5776	3.4224		
	Poll	55,17,587	2194	0.0398	2194	0	100.0000	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	55,17,587	3392	0.0615	3351	41	98.7913	1.2087		
Total		12600378	63,27,996	50.2207	63,27,955	41	99.9994	0.0006		



Resolution required (Ordinary/ Special)			ORDINARY - Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of 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	7082791	0	0	0	0	0	0
	Poll		63,24,604	89.2954	63,24,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public Institutions	Total	7082791	63,24,604	89.2954	63,24,604	0	100.0000	0.0000
	e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Postal Ballot (if applicable)	0		0	0	0	0	0	
Public - Non Institution	Total	0	0	0	0	0	0	0
	e-Voting	55,17,587	1198	0.0217	1157	41	96.5776	3.4224
	Poll		2194	0.0398	2194	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total	Total	55,17,587	3392	0.0615	3351	41	98.7913	1.2087
		12600378	63,27,996	50.2207	63,27,955	41	99.9994	0.0006



**A. K. LABH**

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

**A. K. LABH & Co.****Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
 ☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
 Mobile : 98300-55689 / 98300-57689  
 e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
 Website : [www.aklabh.com](http://www.aklabh.com)

**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**  
**Simplex Projects Limited**  
**12/1, Nellie Sengupta Sarani**  
**Kolkata - 700 087**

*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 26<sup>th</sup> Annual General Meeting of the members of “**Simplex Projects Limited**” (“Company”) held on Wednesday, 28<sup>th</sup> September, 2016 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 at 03.00 P.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 votings 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 the 12<sup>th</sup> August, 2016. My responsibility as a scrutinizer for the remote voting process through electronic means 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 Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Sunday, the 25<sup>th</sup> September, 2016 up to 5.00 P.M. IST on Tuesday, the 27<sup>th</sup> September, 2016.







2. The Shareholders holding shares as on the "cut off" date, i.e. 21<sup>st</sup> September, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 12<sup>th</sup> August, 2016 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 votes were unblocked on Wednesday, the 28<sup>th</sup> September, 2016 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVEN: 105511] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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

***Adoption of Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon***

*(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	6	1196	
Voting by ballot	116	6326798	
<b>Total</b>	<b>122</b>	<b>6327994</b>	<b>99.99997%</b>



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.00003%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**b) Resolution 2**

**Appointment of Director in place of Mr. Jai Kishan Bagri (DIN: 00268722) who retires by rotation and being eligible, offers himself for re- appointment**

**(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	1196	
Voting by ballot	116	6326798	
<b>Total</b>	<b>122</b>	<b>6327994</b>	<b>99.99997%</b>





**(ii) Voted against the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	2	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.00003%</b>

**(iii) Invalid Votes:**

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

**c) Resolution 3 : Ordinary Resolution****Appointment of Statutory Auditors of the Company****(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	6	1196	
Voting by ballot	116	6326798	
<b>Total</b>	<b>122</b>	<b>6327994</b>	<b>99.99997%</b>



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.00003%</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**<B> SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution****Appointment of Mr. Keshava Das Mundhra (DIN: 00969981) as an Independent Director of the Company****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	1157	
Voting by ballot	116	6326798	
<b>Total</b>	<b>121</b>	<b>6327955</b>	<b>99.99935%</b>



**(ii) Voted against the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	2	41	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>41</b>	<b>0.00065%</b>

**(iii) Invalid Votes:**

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

**e) Resolution 5 : Ordinary Resolution*****Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors for the Financial Year ended March 31, 2017*****(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	5	1157	
Voting by ballot	116	6326798	
<b>Total</b>	<b>121</b>	<b>6327955</b>	<b>99.99935%</b>





# A. K. LABH

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



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Website : [www.aklabh.com](http://www.aklabh.com)

*(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	2	41	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>41</b>	<b>0.00065%</b>

*(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

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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 Managing Director 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: 29.09.2016

# A. K. LABH

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



# A. K. LABH & Co.

Company Secretaries

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☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
Mobile : 98300-55689 / 98300-57689  
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
Website : [www.aklabh.com](http://www.aklabh.com)

Witness :

1. *Raju chowdhury*

(Raju Chowdhury)

The C.A.B. Dr. B. C. Roy Club House,  
Eden Gardens, Kolkata – 700 021

2. *Biswarup Ganguly*

(Biswarup Ganguly)

27/2, Suren Tagore Road  
Kolkata – 700 019

Received the Report of the Scrutinizer  
For Simplex Projects Limited

(B. K. Mundhra)

Chairman & Managing Director

