



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

Ref No. 01/CS/SE/001/92909

Date: 23rd September, 2017

The Secretary
National Stock Exchange of India Limited
5th Floor, Exchange Plaza
Bandra Kurla Complex
Bandra East, Mumbai – 400 051

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata – 700 001

The Secretary
BSE Limited
1st Floor, New Trade Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Subject: Disclosure of Scrutinizer's Report relating to the 99th Annual General Meeting of the Members of the Company held on 22nd September, 2017

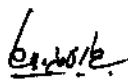
Dear Sir,

We wish to inform you that the 99th Annual General Meeting (AGM) of the Members of Simplex Infrastructures Limited was held at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071. In this regard, please find the Consolidated Report of the Scrutinizer along with voting results on the Resolutions passed at the 99th AGM in compliance with provisions of 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

This is for your information and record.

Thanking You.

For Simplex Infrastructures Limited


B. L. Bajoria
Sr. Vice President & Company Secretary

CS Siddhi Dhandharia B.Com(H), A.C.S.
Practising Company Secretary

27 Brabourne Road, Narayani Building, Room # 402, Kolkata-700001
M: 9831423999 csiddhi51@gmail.com

Consolidated Report of the Scrutinizer

**[In accordance with Section 108 of the Companies Act, 2013 read with
Rule 20 of The Companies (Management and Administration) Rules, 2014]**

To
The Chairman
Simplex Infrastructures Limited
"Simplex House"
27, Shakespeare Sarani
Kolkata – 700 017
West Bengal

Dear Sir,

Pursuant to the letter dated 16.08.2016 issued by Simplex Infrastructures Limited having CIN: L45209WB1924PLC004969 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 14th August, 2017 for the purpose of remote e-voting and voting by ballot process at the meeting. I have examined the records of remote e-voting, ballots and other relevant papers as required for that purpose. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby submit my consolidated report w.r.t the aforesaid remote e-voting and voting by ballot process at the meeting as under:-

1. The remote e-voting was unblocked on 22nd September, 2017 in the presence of two witnesses who are not in employment of the Company i.e. CS Shruti Singhania and CS Sonam Agarwal as prescribed by law.
2. Particulars of all the remote e-voting and voting by ballot process as received at the meeting have been entered in a register separately maintained for the purpose.

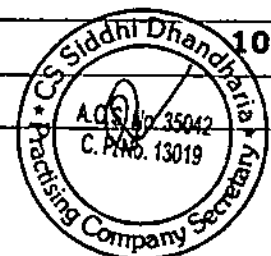


CS Siddhi Dhandharia B.Com(H), A.C.S.
Practising Company Secretary

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3. The remote e-voting as well as the voting by ballot process at the meeting were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on the cut-off date i.e. 13th September, 2017 as provided by the Company and confirmed by the Registrar & Share Transfer Agent of the Company and the votes casted have been considered accordingly.
4. I am producing before you the ballot papers, register and the related records including print out of remote e-voting as available from the login Id from the website being <https://www.evoting.nsdl.com> (as provided by National Securities Depository Limited) for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting.
5. Thereafter the same shall be handed over to you in terms of Rule 20(4)(xv) of The Companies (Management and Administration) Rules, 2014.
6. In my opinion, based on the above scrutiny, the 11 (Eleven) resolutions from item nos. 1 to 11 of the above-mentioned notice may be considered to have been passed as understood herein below :-

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	37897630	
	By Ballot Paper	23	
	Sub total (A)	37897653	99.34
	Votes cast against the proposed resolution		
	By Remote e-voting	250570	
	By Ballot Paper	0	
	Sub total (B)	250570	0.66
	TOTAL (A) + (B)	38148223	100

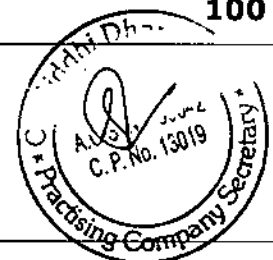


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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
2.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38148190	
	By Ballot Paper	23	
	Sub total (A)	38148213	100
	Votes cast against the proposed resolution		
	By Remote e-voting	0	
	By Ballot Paper	0	
	Sub total (B)	0	0
	TOTAL (A) + (B)	38148213	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	11624655	
	By Ballot Paper	23	
	Sub total (A)	11624678	99.94
	Votes cast against the proposed resolution		
	By Remote e-voting	6675	
	By Ballot Paper	0	
	Sub total (B)	6675	0.06
	TOTAL (A) + (B)	11631353	100



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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
4.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38141505	
	By Ballot Paper	23	
	Sub total (A)	38141528	99.98
	Votes cast against the proposed resolution		
	By Remote e-voting	6675	
	By Ballot Paper	0	
	Sub total (B)	6675	0.02
	TOTAL (A) + (B)	38148203	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
5.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38148179	
	By Ballot Paper	23	
	Sub total (A)	38148202	100
	Votes cast against the proposed resolution		
	By Remote e-voting	1	
	By Ballot Paper	0	
	Sub total (B)	1	0
	TOTAL (A) + (B)	38148203	100

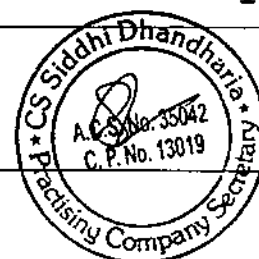


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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
6.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38148180	
	By Ballot Paper	23	
	Sub total (A)	38148203	100
	Votes cast against the proposed resolution		
	By Remote e-voting	0	
	By Ballot Paper	0	
	Sub total (B)	0	0
	TOTAL (A) + (B)	38148203	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
7.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	11631319	
	By Ballot Paper	23	
	Sub total (A)	11631342	100
	Votes cast against the proposed resolution		
	By Remote e-voting	1	
	By Ballot Paper	0	
	Sub total (B)	1	0
	TOTAL (A) + (B)	11631343	100



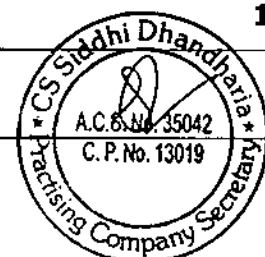
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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
8.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38147680	
	By Ballot Paper	23	
	Sub total (A)	38147703	100
	Votes cast against the proposed resolution		
	By Remote e-voting	0	
	By Ballot Paper	0	
	Sub total (B)	0	0
	TOTAL (A) + (B)	38147703	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
9.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38148177	
	By Ballot Paper	23	
	Sub total (A)	38148200	100
	Votes cast against the proposed resolution		
	By Remote e-voting	1	
	By Ballot Paper	0	
	Sub total (B)	1	0
	TOTAL (A) + (B)	38148201	100



CS Siddhi Dhandharia B.Com(H), A.C.S.**Practising Company Secretary**

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Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
10.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	38148178	
	By Ballot Paper	23	
	Sub total (A)	38148201	100
	Votes cast against the proposed resolution		
	By Remote e-voting	0	
	By Ballot Paper	0	
	Sub total (B)	0	0
	TOTAL (A) + (B)	38148201	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
11.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	37897769	
	By Ballot Paper	23	
	Sub total (A)	37897792	99.34
	Votes cast against the proposed resolution		
	By Remote e-voting	250571	
	By Ballot Paper	0	
	Sub total (B)	250571	0.66
	TOTAL (A) + (B)	38148363	100



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7. Decimals have been suitably rounded off, wherever required.

8. You may accordingly satisfy yourself and declare the result.

Thanking you,

Place: Kolkata
Date: 23.09.2017



Siddhi
Name: CS Siddhi Dhandharia
A.C.S. No. 35042
C.P. No. 13019
Unique Code No.: I2014WB1138300

Place: Kolkata
Date: 23.09.2017

Countersigned by
(Chairman)



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CIN No. L45209 WB 1924 PLC 004969

99th Annual General Meeting of the Company held on Friday, 22nd September, 2017

Declaration of Results of E-Voting & Voting by Ballot Paper

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, the results as per Scrutinizer's report dated 23rd September, 2017 is as follows:

Resolution No.	Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %	Votes Against and %	Resolution Carried Unanimously / by majority
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Ordinary Business

1	To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	37897653 99.34%	250570 0.66%	Requisite Majority
2	Declaration of Dividend on Equity Shares for the Financial Year 2016-17.	Ordinary	38148213 100.00%	0	Unanimously
3	Appointment of Mr. Rajiv Mundhra (DIN 00014237), as a Director liable to retire by rotation.	Ordinary	11624678 99.94%	6675 0.06%	Requisite Majority
4	Ratification of appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Statutory Joint Auditors of the Company.	Ordinary	38141528 99.98%	6675 0.02%	Requisite Majority
5	Appointment M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/ E300005) as Statutory Joint Auditors of the Company (in place of M/s. Price Waterhouse, Chartered Accountants, the retiring Auditors) for a term of 5 years, from the conclusion of this Annual General Meeting.	Ordinary	38148202 100.00%	1 0.00%	Requisite Majority



Contd....2

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, "WORLD" MUMBAI-400 018 ☎ : 2491-8397 / 3537, 2492-9034 / 2756 / 2064
FAX : (022) 2491-2735 • "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : 4944-4200, FAX : (011) 2646-5869
• "SIMPLEX HOUSE" 48 (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2819-5050 / 55, FAX : (044) 2819-5056 / 5057



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:2:

Special Business

6	Ratification of remuneration of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No. 000041), Cost Auditors of the Company, for the financial year 2016-17 and 2017-18.	Ordinary	38148203 100.00%	0 0.00%	Unanimously
7	Re-appointment of Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman, as a Whole-time Director of the Company liable to retire by rotation, for a period of 5 years commencing from 1 st April, 2018	Ordinary	11631342 100.00%	1 0.00%	Requisite Majority
8	Re-appointment of Mr. Sukumar Dutta (DIN: 00062827) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years commencing from 1 st September, 2018.	Special	38147703 100.00%	0 0.00%	Unanimously
9	Re-appointment of Ms. Leena Ghosh (DIN: 07099984), as an Independent Director of the Company, to hold office for a period of five consecutive years, with effect from 24 th September, 2018 up to 23 rd September, 2023 or the date of Annual General Meeting in 2023, whichever is earlier.	Special	38148200 100.00%	1 0.00%	Requisite Majority
10	Issue of Secured/Unsecured redeemable Non-Convertible Debentures (NCDs) up to INR 200 Crores on private placement basis.	Special	38148201 100.00%	0 0.00%	Unanimously
11	Issue of equity shares and/or convertible bonds or any other security convertible into equity to raise a total amount not exceeding INR 1,000 Crores.	Special	37897792 99.34%	250571 0.66	Requisite Majority

Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of the 99th Annual General Meeting have been passed by the Shareholders.



Date: 23.09.2017

For SIMPLEX INFRASTRUCTURES LIMITED

RAJIV MUNDHRA
EXECUTIVE CHAIRMAN

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
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