



Simplex Projects Limited

AN ISO 9001:2008 & ISO 14001:2004 COMPANY

SPL/NSE/1389/2014-15

12th September, 2014

To
National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra (East)
Mumbai - 400 051

Scrip Code: SIMPLEX EQ

Dear Sir / Madam,

Sub: Compliance under Clause- 35A of the Listing Agreement.

As required under clause 35A of the Listing Agreement we enclose herewith the details regarding the voting results after the conclusion of the 24th Annual General Meeting of the Company held on 10th September, 2014 along with Scrutinizers' Report issued by M/s. A.K.labh & Co., Company Secretaries for the same.

This is for your information and record.

Thanking you,
Yours faithfully
For Simplex Projects Limited

Anil Jain
GM - Commercial & Company Secretary

Encl: as above

Corporate Office :

19 Nellie Sengupta Sarani, 3rd Floor, Kolkata-700087, India
Phone : +91 33 22522105/4125/7900, Fax : +91 33 22528013

Registered Office :

12/1 Nellie Sengupta Sarani, 3rd Floor, Kolkata-700087, India

**Information in terms of Clause 35A of the Listing Agreement in relation to 24th Annual General Meeting of
M/s. Simplex Projects Limited held on 10th September, 2014**

1. Date of AGM: 10th September, 2014
2. Total Number of Shareholders on record date – Cut-off date (1st August, 2014): 6337
3. No. of Shareholders present in the meeting either in person or through proxy:
Promoter and Promoters Group: 6
Public : 293
4. No. of Shareholders attended the meeting through Video Conferencing: Not Arranged

Promoter and Promoters Group: Not Applicable
Public : Not Applicable

AGENDA WISE

In case of Poll/Postal Ballot/E-voting:

The Mode of voting for all resolutions was E-voting.

Resolution 1: Adoption of Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Resolution 2: Reappointment of Mr. Sudarshandas Mundhra (DIN 00013158), as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,479	22	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,270	22	99.99	0.01



Resolution 3: Reappointment of Mr. Jai Kishan Bagri (DIN 00268722), as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,479	22	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,270	22	99.99	0.01

Resolution 4: Reappointment of M/s. Chaturvedi & Company, Chartered Accountants, as the Auditors of the Company, who shall hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Resolution 5: Appointment of Branch Auditors of the Company and to fix their remuneration, pursuant to provisions of section 143(8) of the Companies Act, 2013. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01



Resolution 6: Appointment of Mr. Anand Chopra (DIN 00397305) as Independent Director of the Company for a period of five years, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Resolution 7: Appointment of Mr. Shyam Das Mundhra (DIN 00167410) as Independent Director of the Company for a period of five years, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Resolution 8: Appointment of Mr. Nitindra Nath Som (DIN 01371413) as Independent Director of the Company for a period of five years, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01



Resolution 9: Re-Appointment and fixation of remuneration of Mr. Jai Kishan Bagri (DIN 00268722) as Whole Time Director of the Company for a period of three years w.e.f 1st October, 2014. (Special Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,479	22	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,270	22	99.99	0.01

Resolution 10: Re-Appointment and fixation of remuneration of Mr. Sudarshandas Mundhra (DIN 00013158) as Whole Time Director of the Company for a period of three years w.e.f 1st October, 2014. (Special Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,479	22	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,270	22	99.99	0.01

Resolution 11: Approval for Creation of Mortgage(s)/ Charges on the limits of borrowing under section 180(1) (a) of the Companies Act, 2013. (Special Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01



Resolution 12: Approval for borrowing limits of Rs. 2000 crores under section 180(1) (c) of the Companies Act, 2013. (Special Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Resolution 13: Approval for remuneration of M/s. S. Chhaparia & Associates for auditing Cost Accounts of the Company for the year ending 31st March, 2015. (Ordinary Resolution)

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of Votes – against	% of votes in favor 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	70,82,791	70,82,791	100.00	70,82,791	0	100.00	0
Public – Institutional holders	2,10,000	2,10,000	100.00	2,10,000	0	100.00	0
Public - others	53,07,587	9,37,501	17.67	9,37,499	2	99.99	0.01
Total	12,600,378	82,30,292	65.31	82,30,290	2	99.99	0.01

Note: All the aforesaid resolutions were passed with requisite majority.





REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Simplex Projects Limited
12/1, Nellie Sengupta Sarani,
4th Floor,
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 24th Annual General Meeting of the members of “**Simplex Projects Limited**” (“Company”) to be held on Wednesday, 10th September, 2014 at 11 A.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 09.00 A.M IST on Thursday, the 4th day of September, 2014 up to 05.00 P.M IST on Saturday, the 6th day of September, 2014.
2. The Shareholders holding shares as on the “cut off” date, i.e. 1st day of August, 2014 were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the notice dated 11th day of August, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Monday, the 8th day of September, 2014 at 11.30 A.M. IST in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.



4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting [140724011] is as under:

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

To receive consider and adopt the Directors Report and Audited Accounts for the year ended 31.03.2014

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

b) Resolution 2

To appoint a Director in place of Mr. Sudarshandas Mundhra (DIN 00013158) who retires by rotation and being eligible offers himself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230270 (99.99 %)	22 (0.01 %)	Carried by majority

c) Resolution 3

To appoint a Director in place of Mr. Jai Kishan Bagri (DIN 00268722) who retires by rotation and being eligible offers himself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230270 (99.99 %)	22 (0.01 %)	Carried by majority



**d) Resolution 4**

To appoint M/s Chaturvedi and Co., Chartered Accountants as auditors of the Company

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

e) Resolution 5

Appointment of Branch Auditors

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

** SPECIAL BUSINESS:****f) Resolution 6**

To appoint Mr. Anand Chopra (DIN: 00397305) as an Independent Director

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority



**g) Resolution 7****To appoint Mr. Shyam Das Mundhra (DIN: 00167410) as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

h) Resolution 8**To appoint Mr. Nitindra Nath Som (DIN: 01371413) as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

i) Resolution 9**Re-appointment of Mr. Jai Kishan Bagri (DIN: 00268722) as a Whole time Director****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230270 (99.99 %)	22 (0.01 %)	Carried by majority



**j) Resolution 10****Re-appointment of Mr. Sudarshandas Mundhra (DIN: 00013158) as a Whole time Director****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230270 (99.99 %)	22 (0.01 %)	Carried by majority

k) Resolution 11**To create Charge, Mortgage on the assets of the Company.****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

l) Resolution 12**Fixation of Borrowing Limits.****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority



**m) Resolution 13*****Remuneration payable to the Cost Auditors for the financial year 2014-2015.*****Type of Resolution: Ordinary Resolution**

<i>Total No. of votes casted</i>	<i>Total No. of votes casted in favour</i>	<i>Total No. of votes casted against</i>	<i>Result</i>
8230292	8230290 (99.99 %)	2 (0.01 %)	Carried by majority

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries
(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP - 3238Place: Kolkata
Dated: 09.09.2014