



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1800, FAX : +91 33 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

01/CS-PB/NSE/001/91299

FAX NO. 022 - 2659 8237 / 2659 8238
COURIER

January 28, 2015

The Manager, Listing Department/Secretary
National Stock Exchange of India Ltd. -
Exchange Plaza
Bandra Kurla Complex (Bandra East)
Mumbai - 400 051

Dear Sir, Scrip Code SIMPLEXINF

Ref: Clause 35A of the Listing Agreement
Sub: Intimation of Postal Ballot Result

Dear Sir,

Pursuant to Clause 35A of the Equity Listing Agreement, please find enclosed the Results of the Postal Ballot announced today, regarding approval sought from the Members for the following Resolutions as set out in the Postal Ballot Notice dated 14th November, 2014:

1. To approve sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking and creation of charge and / or mortgage on whole of movable and immovable properties of the Company u/s 180(1)(a) of the Companies Act, 2013, and
2. To approve a limit to give loan or guarantee or provide security and invest the funds of the Company under Section 186 of the Companies Act, 2013;

We also enclose a copy of the Scrutinizer's Report dated 27th January, 2015.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking you,

Yours faithfully,
For Simplex Infrastructures Limited


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

Encl.: i. Scrutinizer's Report
ii. Postal Ballot Result_Clause 35A

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

CS Deepak Kumar Khaitan

B.Com(H), M.Com, F.C.S.

Practising Company Secretary

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GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

Report of the Scrutinizer

**[In accordance with Section 110 of the Companies Act, 2013
read with Rule 22 and Rule 20 (as far as applicable)
of The Companies (Management and Administration) Rules, 2014]**

To

The Chairman

The Board of Directors of

Simplex Infrastructures Limited

27, Shakespeare Sarani

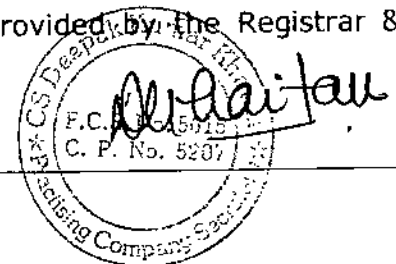
Kolkata – 700 017

West Bengal

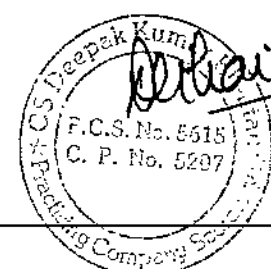
Dear Sir,

Pursuant to the letter dated 21.11.2014 issued by **Simplex Infrastructures Limited** having CIN:**L45209WB1924PLC004969** (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 110 of the Companies Act, 2013 read with Rule 22(5) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Postal Ballot dated 14.11.2014 (hereinafter referred to as the 'postal ballot'), I have examined the postal ballots and other relevant papers and records (including e-voting) 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 report w.r.t the aforesaid postal ballot (including e-voting) as under:-

1. The company has completed the dispatch of the postal ballot forms along with business reply envelope to its Members whose name(s) appeared on the Register of Members / List of Beneficial Owners at the close of working hours on 05.12.2014. The postage was paid by the Company. The list of shareholding has been provided by the Registrar & Share Transfer Agent and certified by the Company.



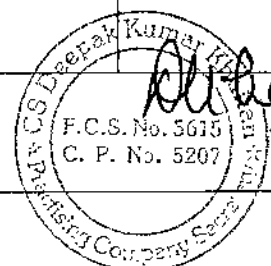
2. The e-voting was unblocked on 20.01.2015 in the presence of three witnesses who are not in employment of the Company i.e. CS Siddhi Dhandharia, Practising Company Secretary, Ms. Pritha Chaudhury and Ms. Karishma Chawla.
3. The postal ballot forms were opened on 20.01.2015 in the presence of aforesaid three witnesses and 204 postal ballot forms were found.
4. Particulars of all the postal ballot forms (including e-voting) received from the Members have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on 05.12.2014, and the votes casted have been considered accordingly.
6. All postal ballot forms received upto 5.30 PM on 20.01.2015, the last date and time fixed by the Company for receipt of the forms, were considered for the scrutiny.
7. 613 envelopes containing postal ballot forms returned undelivered, have been received till the date of issue of this report and there was no defaced or mutilated ballot paper.
8. I am producing before you the postal ballot forms received along with the envelopes, the postal ballot register and the related records (including print outs of 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. Thereafter the same shall be handed over to you in terms of Rule 22(11) of The Companies (Management and Administration) Rules, 2014.



9. A summary of the postal ballot forms received for **Item no. 1** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public -Others
(a)	Total shares	27908355	15050102	6513873
(b)	Total votes casted			
	• Physical	26950616	275000	34718
	• Electronic	462579	8376558	9361
(c)	Less : Invalid Votes			
	• Physical	0	0	820
	• Electronic*	0	0	150
(d)	Net Valid Votes			
	• Physical	26950616	275000	33898
	• Electronic	462579	8376558	9211
(e)	Votes with assent (FOR) the resolution			
	• Physical	26950616	275000	31752
	• Electronic	462579	8376558	7471
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	2146
	• Electronic	0	0	1740

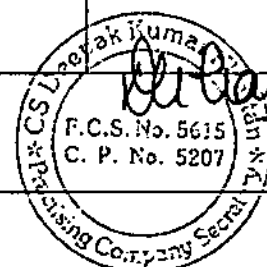
* Since votes casted both via physical ballot and e-voting



10.A summary of the postal ballot forms received for **Item No. 2** of the aforesaid notice is given below :-

Sl. No.	Particulars	No. of shares of		
		Promoter & Promoter Group	Public - Institutional Holders	Public - Others
(a)	Total shares	27908355	15050102	6513873
(b)	Total votes casted			
	• Physical	26950616	275000	34207
	• Electronic	462579	7062693	9351
(c)	Less : Invalid Votes			
	• Physical	0	0	820
	• Electronic*	0	0	140
(d)	Net Valid Votes			
	• Physical	26950616	275000	33387
	• Electronic	462579	7062693	9211
(e)	Votes with assent (FOR) the resolution			
	• Physical	26950616	275000	31276
	• Electronic	462579	6932680	8074
(f)	Votes with dissent (AGAINST) the resolution			
	• Physical	0	0	2111
	• Electronic	0	130013	1137

* Since votes casted both via physical ballot and e-voting



11. In my opinion, based on the above scrutiny, the resolutions at item nos.1 and 2 of the above-mentioned notice may be considered to have been passed with requisite majority by means of postal ballot including voting by electronic means as understood herein below :-

Sl. No.	Item. No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
(a)	1	Votes cast in favour of the proposed resolution	36103976	99.989
(b)		Votes cast against the proposed resolution	3886	0.011
		Total	36107862	100
(a)	2	Votes cast in favour of the proposed resolution	34660225	99.617
(b)		Votes cast against the proposed resolution	133261	0.383
		Total	34793486	100

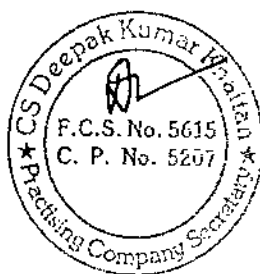
12. Decimals have been suitably rounded off, wherever required.

13. You may accordingly satisfy yourself and declare the result of the voting by Postal Ballot.

Thanking you,

Place: Kolkata

Date: 27.01.2015



Deepak Kumar Khaitan
Signature of Scrutinizer

CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No. 5615 / C. P. No. 5207

CLAUSE 35A OF THE LISTING AGREEMENT.							
A Summary of the postal ballot forms received for ITEM NO. 1 - Consent of the Company u/s 180 (1) (a) of the Companies Act, 2013 is given below:							
Promoter/Public	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	27908355	27413195	98.226	27413195	0	100	0
Public – Institutional holders	15050102	8651558	57.485	8651558	0	100	0
Public-Others	6513873	44079	0.677	39223	3886	88.983	8.816
Total	49472330	36108832	72.988	36103976	3886	99.987	0.011
* This is sum of votes in favour, Votes against and 970 invalid votes.							
A Summary of the postal ballot forms received for ITEM NO. 2 - Consent of the Company u/s 186 of the Companies Act, 2013 is given below:							
Promoter/Public	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	27908355	27413195	98.226	27413195	0	100.000	0.000
Public – Institutional holders	15050102	7337693	48.755	7207680	130013	98.228	1.772
Public-Others	6513873	43558	0.669	39350	3248	90.339	7.457
Total	49472330	34794446	70.331	34660225	133261	99.614	0.383
* This is sum of votes in favour, Votes against and 960 invalid votes.							

For SIMPLEX INFRASTRUCTURES LIMITED

Centre
Senior Vice-President and Company Secretary