



AN ISO 9001 : 2015  
certified company

# SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE' 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)  
PHONES : +91 33 2301-1600, FAX : +91 33 2289-1468  
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com  
CIN No. L45209 WB 1924 PLC 004969

Ref No. 01/CS/SE/001/ 95226

Date: 13<sup>th</sup> March, 2025

The Secretary  
National Stock Exchange of India Limited  
5<sup>th</sup> 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  
1<sup>st</sup> Floor, New Trade Ring  
Rotunda Building  
Phiroze JeeJeebhoy Towers  
Dalal Street, Mumbai – 400 001

Subject: Submission of Consolidated Report of the Scrutinizer along with voting results on Resolution passed at the Extra-Ordinary General Meeting of the Members of the Company held on 12<sup>th</sup> March, 2025 through Video Conferencing / Other Audio Visual Means

Dear Sir,

We wish to inform you that the Extra-Ordinary General Meeting (EGM) of the Members of Simplex Infrastructures Limited was held through Video Conferencing / Other Audio Visual Means. We are forwarding here with Consolidated Report of the Scrutinizer along with voting results on the Resolutions passed at the EGM in compliance with provisions of section 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

BRANCHES : "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : (011) 4944-4200, FAX : (011) 2646-5869

● HEAVITREE COMPLEX, 1ST FLOOR, UNIT-C, NEW DOOR NO. 47, SPURTANK ROAD, CHETPET, CHENNAI-600 031 ☎ : (044) 4287-6129



## 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 Extra-Ordinary General Meeting of  
Simplex Infrastructures Limited  
"SIMPLEX HOUSE"  
27, Shakespeare Sarani  
Kolkata - 700 017

*Dear Sir,*

I, Atul Kumar Labh, Practising 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 Extra-Ordinary General Meeting ("EGM") of the members of "*Simplex Infrastructures Limited*" ("*Company*") held on Wednesday, the 12<sup>th</sup> day of March, 2025 at 12:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021 and 02/2022 dated 5<sup>th</sup> May, 2022, MCA Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 9/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated 9<sup>th</sup> September, 2024 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the EGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the EGM on the resolutions contained in the Notice of the EGM dated the 14<sup>th</sup> day of February, 2025. My responsibility as a scrutinizer for remote e-voting and e-voting at the EGM





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"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the EGM.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Saturday, the 8<sup>th</sup> day of March, 2025 up to 5:00 P.M. IST on Tuesday, the 11<sup>th</sup> day of March, 2025.
2. The shareholders holding shares as on the "cut off" date, i.e. Wednesday the 5<sup>th</sup> day of March, 2025 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the EGM dated the 14<sup>th</sup> day of February, 2025.
3. The Company had also provided e-voting facility at the EGM to enable the shareholders attending the EGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 12<sup>th</sup> day of March, 2025 around 1:40PM IST after the completion of the EGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 306, 27, Ital Gacha Road, Kolkata – 700 079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the EGM [EVEN : 133082] are as under:





<A> SPECIAL BUSINESS:

**Resolution 1 : Special Resolution**

*To approve the conversion of a part of the Outstanding Loan of National Asset Reconstruction Company Ltd (NARCL) into Equity Shares with the intent to make NARCL hold 15% of Equity of the Company on a fully diluted basis in accordance with the Master Restructuring Agreement (MRA) executed between the Company and NARCL on 15th January 2025.*

(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	50	3,10,66,895	
E-voting at EGM	0	0	
<b>Total</b>	<b>50</b>	<b>3,10,66,895</b>	<b>99.99745</b>

(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	11	793	
E-voting at EGM	0	0	
<b>Total</b>	<b>11</b>	<b>793</b>	<b>0.00255</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



**Resolution 2 : Special Resolution**

*Issue and Allotment Of Equity Shares and/or any other Security Convertible into Equity, including by way of Qualified Institutional Placement to Qualified Institutional Buyers to raise an amount not exceeding INR 600 crores in one or more tranches.*

*(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	48	3,10,66,808	
E-voting at EGM	0	0	
<b>Total</b>	<b>48</b>	<b>3,10,66,808</b>	<b>99.99717</b>

*(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	13	880	
E-voting at EGM	0		
<b>Total</b>	<b>13</b>	<b>880</b>	<b>0.00283</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





### Resolution 3 : Special Resolution

#### *Enhancement of Borrowing Limits of the Company.*

(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	49	3,10,66,893	
E-voting at EGM	0	0	
<b>Total</b>	<b>49</b>	<b>3,10,66,893</b>	<b>99.99744</b>

(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	12	795	
E-voting at EGM	0	0	
<b>Total</b>	<b>12</b>	<b>795</b>	<b>0.00256</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



**Resolution 4: Special Resolution**

*Creation of Charge / Mortgage / Pledge / Hypothecation / Security on Company's Assets upto Rs. 12500 crore.*

(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	48	3,10,66,808	
E-voting at EGM	0	0	
<b>Total</b>	<b>48</b>	<b>3,10,66,808</b>	<b>99.99717</b>

(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	13	880	
E-voting at EGM	0		
<b>Total</b>	<b>13</b>	<b>880</b>	<b>0.00283</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



# A. K. LABH

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



# A. K. LABH & Co.

**Company Secretaries**

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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

7. All the resolutions proposed here in above have been passed with requisite majority.

8. The electronic data and e-voting registers are returned herewith for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Practising Company Secretary

FCS – 4848 / CP No. – 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848F004095869

Place : Kolkata

Dated : 13-03-2025





# A. K. LABH

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



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Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

*Witness:*

1. *Rohit Kumar*

*(Rohit Kumar)*

Basundhara Apartment  
Flat No. 306, 27, Ital Gacha Road  
Kolkata - 700 079



2. *Anushree Dasgupta*

*(Anushree Dasgupta)*

28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060

Received the Report of the Scrutinizer  
For Simplex Infrastructures Limited

*B. L. Bajoria*

(B. L. Bajoria)  
Sr. VP & Company Secretary  
FCS 3020





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CIN No. L45209 WB 1924 PLC 004969

Extra-Ordinary General Meeting of the Company held on Wednesday, 12 March, 2025

## Declaration of Results of remote E-Voting & E-Voting at EGM

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 13<sup>th</sup> March, 2025 is as follows:

Resolution No.	Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %*	Votes Against and %*	Invalid Votes	Resolution Carried Unanimously / by majority
<b>Special Resolution:-</b>						
1.	To approve the conversion of a part of the outstanding loan of National Assets Reconstruction Company Ltd (NARCL) into equity shares with the intent to make NARCL hold 15% of equity of the Company on a fully diluted basis in accordance with the Master Restructuring Agreement (MRA) executed between the Company and NARCL on 15th January 2025	Special	3,10,66,895 99.99745%	793 0.00255%	0	Requisite Majority
2.	Issue and allotment of equity shares and/or any other security convertible into equity, including by way of Qualified Institutional Placement to Qualified Institutional Buyers to raise an amount not exceeding INR 600 Crores In one or more Tranches.	Special	3,10,66,808 99.99717%	880 0.00283%	0	Requisite Majority
3.	Enhancement of Borrowing limits of the Company.	Special	3,10,66,893 99.99744%	795 0.00256%	0	Requisite Majority
4.	Creation of Charge/Mortgage/Pledge/Hypothecation / Security on Company's Assets up to Rs. 12500 crore:	Special	3,10,66,808 99.99717%	880 0.00283%	0	Requisite Majority

Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of the Extra-Ordinary General Meeting have been passed by the Shareholders.

For SIMPLEX INFRASTRUCTURES LIMITED

  
B.L. BAJORIA

SR.VICE PRESIDENT & COMPANY SECRETARY

Date: 13.03.2025  
Place: Kolkata

BRANCHES : "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : (011) 4944-4200, FAX : (011) 2646-5869

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