

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: 13th March, 2025

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

The Secretary BSE Limited 1st Floor, New Trade Ring Rotunda Building Phiroze JeeJeebhoy Towers Dalal Street, Mumbai – 400 001 The Secretary The Calcutta Stock Exchange Ltd 7, Lyons Range Kolkata – 700 001

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 12th 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 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 <u>Website : www.aklabh.com</u>

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 12th 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 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022, MCA Circular No. 11/2022 dated 28th December, 2022, General Circular No. 9/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated 9th 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 14th day of February, 2025. My responsibility as a scrutinizer for remote e-voting and e-voting at the EGM









A. K. LABH & CO. Company Secretaries

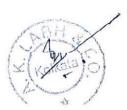
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is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the EGM.

l submit my report as under:

- The remote e-voting period remained open from 09:00 A.M. IST on Saturday, the 8th day of March, 2025 up to 5:00 P.M. IST on Tuesday, the 11th day of March, 2025.
- 2. The shareholders holding shares as on the "cut off" date, i.e. Wednesday the 5th day of March, 2025 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the EGM dated the 14th 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 12th 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:







DIM, DHRD, PGHDSM, DIRPM Practising Company Secretary



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<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:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	50	3,10,66,895	
E-voting at EGM	0	0	
Total	50	3,10,66,895	99.99745

(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	11	793	11
E-voting at EGM	0	0	
Total	11	793	0.00255

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









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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:

% of tota number oj valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	3,10,66,808	48	Remote e-voting
	0	0	E-voting at EGM
99.99717	3,10,66,808	48	Total

(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	13	880	
E-voting at EGM	0		
Total	13	880	0.00283

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









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Resolution 3 : Special Resolution

Enhancement of Borrowing Limits of the Company.

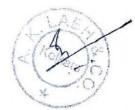
(i) Voted in favour of the Resolution:

% of toto number o valid vote cas	Number of votes cast by them	Number of Members voted	Mode of voting
	3,10,66,893	49	Remote e-voting
	0	0	E-voting at EGM
99.9974	3,10,66,893	49	Total

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number oj valid votes cast
Remote e-voting	12	795	
E-voting at EGM	0	0	
Total	12	795	0.00256

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









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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:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	48	3,10,66,808	
E-voting at EGM	0	0	
Total	48	3,10,66,808	99.99717

(ii) Voted against the Resolution:

% of tota number o valid vote cas	Number of votes cast by them	Number of Members voted	Mode of voting
	880	13	Remote e-voting
		0	E-voting at EGM
0.00283	880	13	Total

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







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



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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

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(CS A. K. LABH) *Practicing Company Secretary* FCS – 4848 / CP No. – 3238 UIN : \$1999WB026800 PRCN : 1038/2020 UDIN : F004848F004095869

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Place : Kolkata Dated : 13-03-2025





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



A. K. LABH & Co.

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Witness:

1. Robertumas

(Rohit Kumar) Basundhara Apartment Flat No. 306, 27, Ital Gacha Road Kollkata -700 079

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2.

(Anushree Dasgupta) 28/N, Dwijen Mukherjee Road, Behala Kolkata - 700060

<u>Received the Report of the Scrutinizer</u> For Simplex Infrastructures Limited

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









certified company

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E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com 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 13th March, 2025 is as follows:

Resolution No.		Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %*	Votes Against and %*	Invalid Votes	Resolution Carried Unanimousl y / by majority
Spec 1.	outstand Reconstr equity s hold 15 ^o diluted Restruct	rove the conversion of a part of the ing loan of National Assets ruction Company Ltd (NARCL) into hares with the intent to make NARCL % of equity of the Company on a fully basis in accordance with the Master uring Agreement (MRA) executed the Company and NARCL on 15th	Special	3,10,66,895 99.99745%	793 0.00255%	0	Requisite Majority
2.	Issue an other sec way of Qualified	d allotment of equity shares and/or any curity convertible into equity, including by Qualified Institutional Placement to d Institutional Buyers to raise an amount ceding INR 600 Crores In one or more	Special	3,10,66,808 99.99717%	880 0.00283%	0	Requisite Majority
3.	Enhance Compan	ement of Borrowing limits of the y.	Special	3,10,66,893 99.99744%	795 0.00256%	0	Requisite Majority
4.		of Mortgage/Pledge/Hypothecation / on Company's Assets up to Rs. 12500	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 INFRASTRUCTVRES LIMITED

B.L.

SR.VICE PRESIDENT & COMPANY SECRETARY

Date: 13.03.2025 Place: Kolkata

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