



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/ 95360

Date: 23rd April, 2025

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: 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 22nd April, 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

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

Website : www.aklabh.com

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 Tuesday, the 22nd day of April, 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 19th 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 28th day of March, 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



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For SIMPLEX INFRASTRUCTURES LIMITED

Atul Kumar Labh
Senior Vice-President and Company Secretary

A. K. LABH

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



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Website : www.aklabh.com

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 Friday, the 18th day of April, 2025 up to 5:00 P.M. IST on Monday, the 21st day of April, 2025.
2. The shareholders holding shares as on the "cut off" date, i.e. Tuesday the 15th day of April, 2025 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the EGM dated the 28th day of March, 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 Tuesday, the 22nd day of April, 2025 around 1:15 PM 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 : 133441] are as under:

<A> SPECIAL BUSINESS:

Resolution 1 : Special Resolution

To approve the issuance of Equity Shares to Non-promoters by way of fresh infusion of funds on a preferential basis.



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For SIMPLEX INFRASTRUCTURES LIMITED

[Signature]
Senior Vice-President and Company Secretary

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(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	55	3,11,11,943	
E-voting at EGM	2	292	
Total	57	3,11,12,235	99.99709

(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	16	905	
E-voting at EGM	1	1	
Total	17	906	0.00291

(iii) Invalid Votes:

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

Resolution 2 : Special Resolution

To approve the issuance of Warrants to Promoter Group and Non-Promoters on a preferential basis.

(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	55	3,11,11,247	
E-voting at EGM	2	292	
Total	57	3,11,11,539	99.99485



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For SIMPLEX INFRASTRUCTURES LIMITED

[Signature]
Senior Vice-President and Company Secretary

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A. K. LABH

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 DIM, DHRD, PGHDSM, DIRPM
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(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	16	1,601	
E-voting at EGM	1	1	
Total	17	1,602	0.00515

(iii) Invalid Votes:

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

Resolution 3 : Special Resolution

To approve the conversion of a part of the outstanding loan of National Asset Reconstruction Company Limited (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	56	3,11,11,947	
E-voting at EGM	2	292	
Total	58	3,11,12,239	99.99710



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For SIMPLEX INFRASTRUCTURES LIMITED

[Signature]
 Senior Vice-President and Company Secretary



A. K. LABH

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

**A. K. LABH & Co.****Company Secretaries**

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

Website : www.aklabh.com**(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	15	901	
E-voting at EGM	1	1	
Total	16	902	0.00290

(iii) Invalid Votes:

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

Resolution 4 : Special Resolution

Appointment of Mr. Gurumurthy Ramanathan (DIN- 10366010) as Nominee Director of the Company and approval for payment of his remuneration as recommended by NARCL.

(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	56	3,11,11,947	
E-voting at EGM	2	292	
Total	58	3,11,12,239	99.99710



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For SIMPLEX INFRASTRUCTURES LIMITED

Coairie
 Senior Vice-President and Company Secretary



A. K. LABH

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 DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary

**A. K. LABH & Co.****Company Secretaries**

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

Website : www.aklabh.com**(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	15	901	
E-voting at EGM	1	1	
Total	16	902	0.00290

(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 5: Special Resolution

Appointment of Mr. Subrata Kumar Ray (DIN- 11003975) as Independent Director 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	56	3,11,11,947	
E-voting at EGM	2	292	
Total	58	3,11,12,239	99.99710



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For SIMPLEX INFRASTRUCTURES LIM

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Senior Vice-President and Company Secretary



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Website : www.aklabh.com

(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	15	901	
E-voting at EGM	1	1	
Total	16	902	0.00290

(iii) Invalid Votes:

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

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)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848G000172378



Place : Kolkata

Dated : 22.04.2025

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For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary



A. K. LABH

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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

CERTIFIED TRUE COPY
For SIMPLEX INFRASTRUCTURES LIMITED

B. L. Bajoria
Senior Vice-President and Company Secretary





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CIN No. L45209 WB 1924 PLC 004969

Extra-Ordinary General Meeting of the Company held on Tuesday, 22 April, 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 22nd April, 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
Special Resolution:-						
1.	To approve the issuance of Equity Shares to Non-promoters by way of fresh infusion of funds on a preferential basis	Special	3,11,12,235 99.99709%	906 0.00291%	0	Requisite Majority
2.	To approve the issuance of Warrants to Promoter Group and Non-Promoters on a preferential basis	Special	3,11,11,539 99.99485%	1602 0.00515%	0	Requisite Majority
3.	To approve the conversion of a part of the outstanding loan of National Asset Reconstruction Company Limited (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 15 th January 2025	Special	3,11,12,239 99.99710%	902 0.00290%	0	Requisite Majority
4.	Appointment of Mr. Gurumurthy Ramanathan (DIN- 10366010) as Nominee Director of the Company and approval for payment of his remuneration as recommended by NARCL	Special	3,11,12,239 99.99710%	902 0.00290%	0	Requisite Majority
5.	Appointment of Mr. Subrata Kumar Ray (DIN- 11003975) as Independent Director of the Company	Special	3,11,12,239 99.99710	902 0.00290	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
B.L. BAJORIA

SR.VICE PRESIDENT & COMPANY SECRETARY

Date: 23.04.2025
Place: Kolkata

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

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