

# Ajay Merchants Pvt. Ltd.

REGISTERED OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA – 700 087

Date: 23<sup>rd</sup> December, 2020

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

Mr.B.L.Bajoria  
Sr.Vice President and Company Secretary  
Simplex Infrastructures Limited  
Simplex House  
27, Shakespeare Sarani  
Kolkata-700017

**Sub: Prior Intimation under regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for proposed acquisition of shares**

Dear Sir,

As due compliance of Regulation 10(5) of the SEBI (SAST) Regulations, 2011, the undersigned being part of the Promoter and Promoter Group of the Company, hereby furnish the prior intimation in the specified format under Regulation 10(5) in respect of proposed inter-se transfer of 47,65,764 shares (8.34%) of Simplex Infrastructures Limited being the Target Company ("TC") from RBS Credit and Financial Developments Private Limited to Ajay Merchants Private Limited, being promoters of the TC. The shares are proposed to be acquired by way of on-market inter-se transfer between the promoters from amongst the Promoters and Promoter Group pursuant to exemption provided in Regulation 10(1)(a)(ii) (qualifying person being persons named as promoters in the shareholding pattern filed by the target company for not less than three years prior to the proposed acquisition) and there will be no change in the total Shareholding of the Promoters Group after such inter-se transfer of shares of TC.

Thanking You.  
Yours Faithfully,  
For Ajay Merchants Private Limited (Acquirer)

  
J.K. Bagaria  
Director

Enclo:a/a

**Disclosures under Regulation 10(5)- Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Simplex Infrastructures Limited
2.	Name of the acquirer(s)	Ajay Merchants Private Limited (AMPL)
3.	Confirmation that the acquirer(s) is/are promoter(s) of the TC as defined under regulation 2(s) and has been disclosed as promoter(s) of the TC in the latest filing with the stock exchanges	AMPL is the promoter(s) of the TC as defined under regulation 2(s) and has been disclosed as promoter(s) of the TC in the latest filing with the stock exchanges
4.	<b>Details of the proposed acquisition</b>	
	a. Name of the person(s) from whom shares are acquired	RBS Credit and Financial Developments Private Limited
	b. Proposed date of Acquisition	On or after 31st December 2020
	c. Number of shares to be acquired from each person mentioned in 4 (a) above	4765764 equity shares
	d. Total shares to be acquired as % of share capital of TC	8.34%
	e. Price at which shares are proposed to be acquired	Market Price
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of Shares between promoter/ promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Sub-clause (ii): persons named as promoters in the shareholding pattern filed by the target company in terms of Listing Regulations for not less than three years prior to the proposed acquisition.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	N.A. as the inter-se transfer will be on-market transaction.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	N.A. as the inter-se transfer will be on-market transaction.
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011	Yes, the transferor and transferee have complied with applicable disclosure requirement in Chapter V of the Takeover Regulation, 2011
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with	All the conditions specified under regulation 10 (1) (a) with respect to exemption has been complied with by the Acquirer

*KB*

11.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No: of shares/voting rights	% w.r.t total share capital of TC	No: of shares/voting rights	% w.r.t total share capital of TC
a.	Acquirer	41500	0.07	4807264	8.41
	<b>Total (Acquirer)</b>	<b>41500</b>	<b>0.07</b>	<b>4807264</b>	<b>8.41</b>
b.	Sellers	4765764	8.34	-	-
	<b>Total (Seller)</b>	<b>4765764</b>	<b>8.34</b>	<b>-</b>	<b>-</b>

**Yours Faithfully,  
For Ajay Merchants Private Limited (Acquirer)**

  
**J.K. Bagaria**  
Director

**Place: Kolkata  
Date: 23<sup>rd</sup> December 2020**