



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

01//CS/SE/001/94374

18<sup>th</sup> January, 2021

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

**Sub: Minutes of the 102<sup>nd</sup> Annual General Meeting**

Dear Sir,

We enclosed herewith the certified copy of the minutes of the 102<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> December, 2020

The same is for your information and record.

Thanking You.

Yours faithfully,  
For Simplex Infrastructures Limited

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

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, "WORLI" 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

**SIMPLEX INFRASTRUCTURES LIMITED**  
**REGISTERED OFFICE: 'SIMPLEX HOUSE'**  
**27, SHAKESPEARE SARANI**  
**KOLKATA - 700017**

Minutes of the One Hundred and Second Annual General Meeting of the Shareholders of Simplex Infrastructures Limited held through Video Conferencing (VC)/ Other Audio-Visual means (OAVM) on Wednesday, 30<sup>th</sup> December, 2020 at 3.00 P.M.

---

Present through Video Conference/ Other Audio Visual Means:

**Directors:** Mr. Rajiv Mundhra, Executive Chairman from Kolkata  
 Mr. S. Dutta, Whole-time Director & CFO from Kolkata  
 Mr. D.N. Basu, Whole-time Director from Delhi  
 Mr.S.K. Damani, Independent Director & Chairman of Stakeholder's Relationship Committee from Kolkata  
 Mr. Asutosh Sen, Independent Director & Chairman of Audit Committee from Kolkata

**In attendance:** Mr. B. L. Bajoria, Senior Vice President & Company Secretary from Kolkata  
 Mr. N. K. Kakani, Sr. Executive Director from Mumbai

**Auditors:** Mr. Satish Chaturvedi, Partner, M/s. Chaturvedi & Co., from Kolkata  
 Mr. Vishal Sharma, Representative of M/s. H.S.Bhattacharjee & Co. from Kolkata

**Secretarial Auditor:** Mr. Atul Kumar Labh, Practicing Company Secretary from Kolkata

**Cost Auditor:** Dr. Sanjiban Bandyopadhyaya, Partner, M/s Mukesh Kumar & Associates from Kolkata

**Members:** 53 Members (including authorized representatives in terms of Section 113 of the Companies Act, 2013).

---

**Chairman .** In terms of Article 72 of Articles of Association of the Company, Mr. Rajiv Mundhra, Executive Chairman chaired the proceedings and welcomed the Members to the 102<sup>nd</sup> Annual General Meeting (AGM) of the Company. Mr. Mundhra confirmed that all the Directors were present through VC/OAVM from their respective locations except Mr. N.N. Bhattacharyya and Ms. Leena Ghosh, Independent Directors of the Company. He also confirmed that Mr. Asutosh Sen, Chairman of the Audit Committee, was present to answer the shareholders queries.


The Chairman welcomed Mr. Satish Chaturvedi, Partner, M/s. Chaturvedi & Co., Chartered Accountants & Mr. Vishal Sharma, Representative of M/s. H.S. Bhattacharjee & Co., Chartered Accountants, Joint Statutory Auditors of the Company; Mr. Atul Kumar Labh, Secretarial Auditor of the Company & Scrutinizer for e-voting and Dr. Sanjiban Bandyopadhyaya, Partner, M/s. Mukesh Kumar & Associates., Cost Auditors of the Company. They had joined the meeting through VC/OAVM by invitation.

CERTIFIED TRUE COPY  
 For SIMPLEX INFRASTRUCTURES LIMITED

*(Signature)*  
 Senior Vice-President and Company Secretary

- Quorum** On confirmation from the Company Secretary, the Chairman announced that the requisite quorum being present, the meeting was called to order. He also mentioned that as the AGM was conducted through VC/OAVM, the requirement for appointment of proxy and its compliances were not applicable
- At the request of the Chairman, the Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC/OAVM. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). He further stated that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC/OAVM facility. He also informed that the Company had provided the facility of live webcast of proceedings of AGM which enabled the shareholders to view the AGM live from remote locations by logging on the e-voting website of NSDL.
- Register and Documents** The Chairman informed the Members present that the Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 (the Act) and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act were open for inspection electronically on the website of NSDL
- Chairman's Statement** Before taking up the items of business for transaction at the AGM, the Chairman deliberated upon macro environment, Company's performance during the year and future prospects and outlook of the Company in his speech. He then concluded by thanking the Company's stakeholders for their support and co-operation and also acknowledged the contributions made by the team Simplex.
- Notice & Auditors Report** The Chairman informed the Members that the Report of Board of Directors, The Accounts for the financial year ended 31<sup>st</sup> March, 2020 and the Notice dated 30<sup>th</sup> September, 2020 convening the One Hundred and Second Annual General Meeting was taken as read as the same has already been circulated to the Members. He further informed that the Auditors' Report on the Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 had qualifications, which was read in terms of section 145 of the Act.
- E-Voting** The Chairman informed the Members that the Company had provided the facility to cast the votes electronically through NSDL, on all resolutions proposed to be passed in the AGM. The remote e-voting facility was open for a period of four days from Saturday, 26<sup>th</sup> December, 2020 at 9.00 A.M and concluded on Tuesday, 29<sup>th</sup> December, 2020 at 5.00 p.m. The Members were also informed that who had not cast their votes electronically and who were participating in the meeting had an opportunity to cast their votes during the meeting through the e-voting system provided by NSDL. The Chairman further informed that Mr. Atul Kumar Labh, Company Secretary in Practice, was appointed as the Scrutinizer for the e-voting process. The Chairman also informed that the results of e-voting would be submitted to the Stock Exchange within forty-eight hours from the conclusion of the meeting along with Scrutinizer's Report which would also be available on the Company's website [www.simplexinfra.com](http://www.simplexinfra.com) and also on the website of NSDL. The results would also be available on the Notice Board of the Company at its registered office.

CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED

  
Senior Vice-President and Company Secretary

**Member Speakers** On the invitation of the Chairman, Ms. Urvija Bhaveshbhai Shah and Mr. Ashit Kumar Pathak, who had registered themselves as speakers, sought clarifications and gave suggestions on the Company's accounts and businesses. The Chairman requested Mr. N.K.Kakani to respond to the queries. Mr.N.K.Kakani responded to the queries of the Members and provided clarifications.

The Chairman informed the Members that the resolutions had already been put to vote through remote e-voting and for the Members present, e-voting would commence once all the items of the business as mentioned in the Notice convening the AGM has been transacted. Thereafter, the Chairman proceeded to transact the business of the AGM in terms of the Notice convening this AGM, ad seriatim.

### **Resolution No. 1**

#### **As an Ordinary Resolution:**

Adoption of Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 & the Reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, together with the Reports of Auditors and the Board of Directors thereon as circulated and laid in this Annual General Meeting be and are hereby approved and adopted."

### **Resolution No. 2**

#### **As an Ordinary Resolution:**

Re-appointment of Mr. Sukumar Dutta

**"RESOLVED THAT** Mr. Sukumar Dutta (DIN: 00062827), Whole-time Director who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

### **Resolution No. 3**

#### **As an Ordinary Resolution:**

Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2020-21

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.4,00,000- (Rupees Four Lakhs only) plus out of pocket expenses and applicable taxes, payable to M/s. Mukesh

CERTIFIED TRUE COPY  
For SATELX INFRASTRUCTURES LIMITED

*Signature*  
Senior Vice-President and Company Secretary

*Signature*

Kumar & Associates, Cost Accountants (Firm Registration No.00140), for audit of the cost records of the Company for the financial year 2020-21, as approved by the Board of Directors, be and is hereby ratified."

**Resolution No. 4**

**As a Special Resolution:**

Continuation of  
Mr. Sheo Kishan  
Damani as an  
Independent  
Director,

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Sheo Kishan Damani (DIN- 00062780) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. Sheo Kishan Damani has already crossed 75 years of age.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matters and things to give effect to this resolution."

**Resolution No. 5**

**As a Special Resolution:**

Continuation of  
Mr. Asutosh Sen  
as an  
Independent  
Director,

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Asutosh Sen (DIN-00165345) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. Asutosh Sen has already crossed 75 years of age.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matters and things to give effect to this resolution."

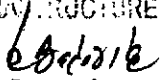
**Resolution No. 6**

**As a Special Resolution:**

Continuation of  
Mr. N.N.  
Bhattacharyya

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies

CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED

  
Senior Vice President and Company Secretary

as an  
Independent  
Director,

Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Nripendra Nath Bhattacharyya (DIN-00014250) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. N.N.Bhattacharyya has already crossed 75 years of age.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matters and things to give effect to this resolution."

After considering all the items mentioned in the Notice convening the AGM, the Chairman handed over the e-voting process to Mr. Atul Kumar Labh, Practising Company Secretary, the Scrutinizer. The e-voting facility was open at the NSDL e-voting website after completion of the proceedings of AGM for 15 minutes to enable the shareholders to cast their vote.

The Chairman further informed that the combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of NSDL and also on the website of the stock exchanges where the shares of the Company are listed.

The Chairman thanked the Shareholders for their active participation in conducting the meeting through VC/OAVM for the first time and their continuous support over the years. Further he stated that the meeting would stand concluded at the end of 15 minutes.

The 102<sup>nd</sup> AGM concluded at 3.55 p.m. The results of the e-voting (attached as Annexure-I) was declared on 31st December 2020 based on the report of the Scrutinizer dated 30<sup>th</sup> December, 2020

**Date: 11.01.2021**

**Place: Kolkata**



**CHAIRMAN**

**CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED**

**Senior Vice-President and Company Secretary**



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

102<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> December, 2020

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

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 30th December, 2020 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>Ordinary Business:</b>						
1.	To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	34544422 99.99999%	2 0.00001%	0	Requisite Majority
2.	Appointment of Mr. Sukumar Dutta (DIN 00062827), as a Director liable to retire by rotation.	Ordinary	34543804 99.99821%	620 0.00179%	0	Requisite Majority
<b>Special Business:</b>						
3.	Ratification of remuneration of M/s. Mukesh Kumar & Associates, Cost	Ordinary	34544307 99.99966%	117 0.00034%	0	Requisite Majority



ADM. OFFICE : 12/1, NELLIE SENGJPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8378 / 8374 / 8372, 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

CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED

*[Signature]*  
Senior Vice-President and Company Secretary

	Accountants (Firm Registration No. 00140), Cost Auditors of the Company, for the Financial Year 2020-21.					
4.	Continuation of Mr. Sheo Kishan Damani (DIN: 00062780), as an Independent Director of the Company till his current tenure of appointment which ends on 4 <sup>th</sup> September 2024 notwithstanding that Mr. Damani has crossed 75 years of age.	Special	34543674 99.99783%	750 0.00217%	0	Requisite Majority
5.	Continuation of Mr. Asutosh Sen (DIN: 00165345), as an Independent Director of the Company till his current tenure of appointment which ends on 4 <sup>th</sup> September 2024 notwithstanding that Mr. Sen has already crossed 75 years of age.	Special	34543834 99.99829%	590 0.00171%	0	Requisite Majority
6.	Continuation of Mr. Nripendra Nath Bhattacharyya (DIN: 00014250), as an Independent Director of the Company till his current tenure of appointment which ends on 4 <sup>th</sup> September 2024 notwithstanding that Mr. Bhattacharyya has already crossed 75 years of age.	Special	34543834 99.99829%	590 0.00171%	0	Requisite Majority

CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED

*[Signature]*  
Senior Vice-President and Company Secretary





Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of the 102<sup>nd</sup> Annual General Meeting have been passed by the Shareholders.

For SIMPLEX INFRASTRUCTURES LIMITED

  
RAJIV MUNDHRA  
EXECUTIVE CHAIRMAN



Place: Kolkata

Date: 31.12.2020

CERTIFIED TRUE COPY  
For SIMPLEX INFRASTRUCTURES LIMITED

  
Senior Vice-President and Company Secretary