



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/001/94622

April 12, 2022

The Secretary  
National Stock Exchange of India Limited  
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  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**Sub: Outcome of the Board Meeting held on 12<sup>th</sup> April, 2022**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Board of Directors of the Company at its meeting held today inter-alia considered and approved:

**(i) Preferential Issue of Equity Shares and Warrants:**

Subject to the approval of the shareholders of the Company and such other Regulatory/ Governmental/ Statutory approvals as may be required, the Board of Directors approved raising of funds upto INR 421,80,67,710/- by issuing and allotting the following securities of the Company to Swan Constructions Private Limited ("Subscriber"), an entity which is not a promoter or member of the promoter group of the Company, by way of a preferential issue in terms of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 and all other applicable laws:

- (a) 5,75,11,000 Equity Shares of Rs. 2 each at price of Rs. 56.61/- aggregating total consideration of INR 325,56,97,710/-
- (b) 1,70,00,000 warrants, each carrying a right to subscribe to 1 (one) equity shares at a price of Rs. 56.61/- aggregating INR 96,23,70,000/-, which may be exercised in one or more tranches within a period of 18 months commencing from the date of allotment of warrants

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ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595  
BRANCHES : TRADE WORLD, "C" WING, C.S. NO. 448, 3RD FLOOR, LOWER PAREL DIVISION, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI-400 013  
☎ : (022) 4348-1900 • "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

In connection with the above, the Board also approved the Investment Agreement between the Promoters of the Company, Subscriber and the Company. The details regarding the issuance of securities and the Investment Agreement, as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are enclosed as Annexures I and II, respectively.

- (ii) **Adoption of New Articles of the Association of the Company as per the Companies Act, 2013**  
Subject to the approval of the shareholders, adoption of new set of Articles of Association of the Company as per the Companies Act, 2013
- (iii) **Appointment of Joint Statutory Auditors**  
Subject to approval of the Shareholders, appointment of Joint Statutory Auditors, M/s. Binayak Dey & Co, Chartered Accountants, Kolkata Firm Registration No-328896E
- (iv) **Convening an Extra Ordinary General Meeting of the Company**  
The Board of Directors has decided to convene an Extra Ordinary General Meeting on Thursday, 12<sup>th</sup> May, 2022, in order to seek the approval of the shareholders of the Company for the matters specified above, and has approved the draft of the notice for same. The notice of the said EGM shall be submitted to the stock exchange in due course in compliance with the provisions of the Listing Regulations.

We request you to please take the same on record.

The Board Meeting commenced at 03.00 PM and concluded at 06.15 P.M.

We request you to take the above on record.

Yours faithfully,

**For SIMPLEX INFRASTRUCTURES LIMITED**

  
**B. L. BAJORIA**  
**Sr. VICE PRESIDENT & COMPANY SECRETARY**



Enclosed: As above

**Annexure I**  
**Details regarding the Preferential Issue**

| Sl.No. | Particulars  | Description  |
|--------|--|--|
| 1.     | Type of securities proposed to be issued   | Equity Shares and Convertible Warrants   |
| 2.     | Type of issuance   | Preferential allotment on private placement basis in accordance with the Companies Act, 2013 and the rules made thereunder and SEBI (issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") and other applicable laws and in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019  |
| 3.     | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approx.) | <p>(a) 5,75,11,000 Equity Shares of Rs. 2 each at price of Rs. 56.61/- aggregating total consideration of INR 325,56,97,710/-; and</p> <p>(b) 1,70,00,000 warrants , each carrying a right to subscribe to 1 (one ) equity shares at a price of Rs. 56.61/-aggregating INR 96,23,70,000/-,which may be exercised in one or more tranches within a period of 18 months commencing from the date of allotment of warrants<br/>Aggregating INR 421,80,67,710/-.</p> <p>The subscription share price shall be payable at the time of subscription and allotment of the Equity Shares. As for the warrants, an amount equivalent to 25% of the warrants exercise price shall be payable at the time of subscription and allotment of warrants and the balance 75% shall be payable at the time of allotment of equity shares pursuant to the exercise of the rights attached to the warrants.</p> |
| 4.     | Details to be furnished in case of preferential issue:   |  |
| i.     | Name of the Investor   | Swan Constructions Private Limited (Subscriber)  |
| ii.    | Post-allotment of securities - outcome of the subscription, issue price/ allotted price                                | 50.16% at the time of allotment of Equity Shares*<br>Issue Price- Rs.56.61 /-  |
| iii.   | In case of convertibles- intimation on conversion of securities or on lapse  | Will be intimated as and when required   |
| 5.     | Any cancellation/ termination of proposal for issuance of securities including reasons thereof                         | Not Applicable   |

\* Post-allotment, the Subscriber will also hold 1,70,00,000(One Crore Seventy Lakh) Warrants, each carrying a right exercisable by the Subscriber to subscribe to 1 (one) Equity Share per Warrant within 18 (eighteen) months from allotment.



**Annexure II**  
**Details of the Investment Agreement**

| Sl.No. | Particulars  | Description   |
|--------|--|---|
| 1.     | Name of the Parties with whom the agreement is entered   | Swan Constructions Private Limited  |
| 2.     | Purpose of Entering into Agreement   | The Investment Agreement records the terms and conditions of the proposed preferential issue of equity shares and warrants of the Company to the Subscriber, approved by the Board of Directors in their meeting held on 12th April, 2022 in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.   |
| 3.     | Shareholding, if any, in the entity with whom the agreement is executed  | NIL   |
| 4.     | Significant terms of the Agreement (in brief) , special rights like right to appoint Directors, First right to share subscription in case of issuance of shares, right to change in capital structure; | <p>Issue of following Securities:</p> <p>(i) 5,75,11,000 Equity Shares of Rs. 2 each at price of Rs. 56.61/- aggregating total consideration of INR 325,56,97,710/-; and</p> <p>(ii) 1,70,00,000 warrants , each carrying a right to subscribe to 1 (one ) equity shares at a price of Rs. 56.61/--aggregating INR 96,23,70,000/-,which may be exercised in one or more tranches within a period of 18 months commencing from the date of allotment of warrants</p> <p>Consideration : INR 421,80,67,710/-.</p> <p>Other conditions inter-alia like – Change in control, Right of First Refusal, Drag Along, Further Acquisition but the promoters// Subscribers. Non-Compete and Non-Solicitation and Obligations.</p> |
| 5.     | Whether the said parties are related to promoter/ promoter group / group companies, in any manner. If yes, nature of relationship;   | No  |
| 6.     | Whether the transaction would fall within related party transactions.  | No  |
| 7.     | In case of issuance of shares to the parties, details of issue price, class of shares issued   | Ref Sl.no.4 above   |



|    |  |                |
|----|--|----------------|
| 8. | Any other disclosure related to such agreement                   | -              |
| 9. | In case of termination or amendment to the agreement, additional | Not Applicable |

