



SIMPLEX INFRASTRUCTURES LIMITED

CIN: L45209WB1924PLC004969

Registered Office: "SIMPLEX HOUSE", 27, Shakespeare Sarani, Kolkata – 700 017

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "Rules"), and in accordance with Clause 35B of Listing Agreement with Stock Exchanges as amended (hereinafter referred to as the "Listing Agreement"), including any statutory modification or re-enactment of the Act/ the Rules/ the Listing Agreement for the time being in force, the Company is seeking consent of its Members for the proposed following resolutions by way of postal ballot:

Item No.1

To consider and, if thought fit, to accord your assent or dissent to the following resolution proposed to be passed as a **Special Resolution:**

"RESOLVED THAT in supersession of all the earlier resolutions passed in the matter and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly constituted Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to sell, lease, assign or otherwise dispose off and/or mortgage and / or create charge, in addition to the mortgages/ charges created /to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties of the Company, both present and future and/ or whole or substantially the whole of undertaking(s) of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of all types and descriptions, including short term / long term loans, cash credit, overdraft and other borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds / ADR / GDR / QIP / IDP or other debt instruments) issued / to be issued on rights basis and / or private placement basis and / or the public issue by the Company, from time to time subject to a limit not exceeding Rs.5000 crores (Rupees Five Thousand Crores Only) already approved under Section 180(1)(c) of the Companies Act, 2013 as per the resolution passed by the Members at their Annual General Meeting held on 4th September, 2014, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) / Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s), Agent(s) and Trustee / Trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and /or its duly constituted Committee be and is hereby authorized to finalize, settle and execute and agree to any amendments / variation to such documents / deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid and all corporate actions arising out of the aforesaid resolution shall deem to have the approval of the Members of the Company, wherever required."

Item No.2.

To consider and, if thought fit, to accord your assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly constituted Committee of the Board) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of Company's paid-up share capital, its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs.5,000 Crores (Rupees Five Thousand Crores only) including the amounts already invested/ loans already made or guarantees/security already provided by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and /or its duly constituted Committee be and is hereby authorized to finalize, settle and execute and agree to any amendments / variation to such documents / deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and all corporate actions arising out of the aforesaid resolution shall deem to have the approval of the Members of the Company, wherever required."

For and on behalf of the Board of Directors
For **Simplex Infrastructures Limited**

Place: **Kolkata**
Date: **14.11.2014**

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

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 for the proposed Special Resolutions under Item Nos. 1 and 2 setting out material facts are annexed herewith.
2. This Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, 5th December, 2014.
3. The Company has appointed CS Deepak Kumar Khaitan, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members to enable them to cast their votes electronically, instead of according their assent or dissent by the physical Postal Ballot forms through post. It may be noted that e-voting is optional for Members.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. Kindly note that the Members can opt only one mode of voting i.e. either by Physical Ballot or e-voting. In case a Member has voted through e-voting facility he/she is not required to send the physical Postal Ballot form and vice versa. However, in case Members cast their vote by Physical Ballot and also by e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

The instructions for e-voting are as under:-

A. In case of Members receiving e-mail:

In case Member receives an e-mail from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open e-mail and open PDF file viz; "Simplex Infrastructures e-Voting. PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password

is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login.

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Simplex Infrastructures Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to simplexscrutinizer@gmail.com or secretarial.legal@simplexinfra.net with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided at the bottom of the Postal Ballot Form

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote

C. The period for e-voting starts on Monday, 22nd December, 2014 and ends on Tuesday, 20th January, 2015. E-voting shall be disabled by NSDL at 5:30 p.m. on Tuesday, 20th January, 2015.

D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

E. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. A Member desiring to exercise vote by Postal Ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self - addressed business reply envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
6. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served to the Members through electronic transmission. Members who have duly registered their e-mail IDs with Depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and Members who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Company or may download the postal ballot form from the website of the Company viz. www.simplexinfra.com or from the website of NSDL viz. www.evoting.nsdl.com fill in the details and send the same to the Scrutinizer. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the close of working hours (i.e. Upto 5.30 P.M.) on Tuesday, the 20th day of January, 2015.
7. The duly completed Postal Ballot Form(s) should reach the Scrutinizer at the Registered Office of the Company not later than the close of working hours (i.e. Upto 5.30 P.M.) on Tuesday, the 20th day of January, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
8. The Scrutinizer will submit his report, after completion of scrutiny of the postal ballots and the scrutiny of e-voting in a fair and transparent manner on Tuesday, 27th January, 2015 and the result will be announced at the meeting to be held on Wednesday, 28th January, 2015 at the Registered Office of the Company situated at Simplex House, 27, Shakespeare Sarani, Kolkata- 700017. The result of the Postal Ballot will also be displayed on the Company's website www.simplexinfra.com and communicated to the stock exchanges where the Company's shares are listed. The resolutions, if approved, will be taken as having been passed effectively on the date of declaration of the result.
9. All relevant documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days, except Sundays, between 11 a.m. and 1.00 p.m. upto the date of declaration of the result of the Postal Ballot i.e. Wednesday, 28th January, 2015

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

As per the provisions of Rule 22(16) of the Companies (Management and Administration) Rules, 2014, the resolution under Section 180(1)(a) of the Companies Act, 2013 (the Act) can be passed only through Postal Ballot process.

The Company requires creating charge by way of mortgage, pledge, hypothecation or otherwise on its assets as and when required while taking any financial assistance from Banks, financial institution and other Lenders within the limits of Rs. 5000 crores (Rupees Five Thousand Crores only) as approved by the Members under Section 180(1)(c) of the Act in the Annual General Meeting held on 4th September, 2014.

Section 180(1)(a) of the Act provides that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company except with the consent of the Company accorded by way of special resolution.

The Board recommends the resolution as set out in Item No.1 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution No. 1 of the Notice, except to the extent of their shareholding.

Item No. 2

As per the provisions of Section 186 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, no company shall directly or indirectly give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, unless prior approval by means of a special resolution is passed by Members of the Company.

The Company operates some of its business through its subsidiaries, joint ventures, associates, special purpose vehicles, etc. The funding obligations i.e. investment in equity shares, providing loans, giving guarantees and other non-fund based facilities of such subsidiaries, joint ventures, associates and special purpose vehicles are funded primarily out of Company's resources. For the purpose of furtherance of the Company's business and ensuring Company's funding obligation towards its subsidiaries/ joint ventures/ associates /special purpose vehicles or other persons for business purpose, it is proposed to obtain shareholders' approval for making further investment, providing loans or give guarantee or provide security in connection with loans to its subsidiaries/ joint ventures/ associates /special purpose vehicles or other persons for business purpose for an amount not exceeding Rs.5000 Crores (Rupees Five Thousand Crores only) .The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder.

As per the provisions of Rule 22(16)(j) of The Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out at Item No. 2 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution No. 2 of the Notice, except to the extent of their directorships and shareholding in the Company and its subsidiaries/ joint ventures/ associates/ special purpose vehicles.

For and on behalf of the Board of Directors
For Simplex Infrastructures Limited

Place: Kolkata
Date: 14.11.2014

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



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Postal Ballot Form

Form No.:.....

1. Name and Registered address of sole / first named member :

2. Name(s) of Joint Holders, if any :

3. Registered Folio No./DP ID No/ Client ID No. :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 14th November, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Description	No. of Shares	Assent (Yes)	Dissent (No)
1.	Special Resolution u/s 180(1)(a) of the Companies Act, 2013 granting approval for creation of charge/mortgage on the assets of the Company as mentioned in Item No.1 of the Notice.			
2.	Special Resolution u/s 186 of the Companies Act, 2013 to give authority to the Board of Directors to grant loan(s)/ give guarantee(s) or security (ies) and make investment in securities as mentioned in Item No.2 of the Notice.			

Place :

Date :

.....

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: For e-voting, please refer the instruction under "E-voting Facility" in the Postal Ballot Notice attached herewith.

Please read the instructions written overleaf before completing this form

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Shareholders desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by Courier or by Registered Post at the expense of the shareholder will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form only. The assent or dissent received in other format shall be considered invalid. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company/Depositories). In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
4. Incomplete, unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. upto 5.30 P.M.) on Tuesday, the 20th day of January, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, 5th December, 2014, the cut-off date.
7. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/Resolution of Board of Directors. If the same is/are already registered with the Company, please quote the Registration No.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
9. A shareholder need not use all his votes nor needs to cast all his votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. In case of members who are willing to vote through e-voting, please follow the instructions mentioned in the Postal Ballot Notice to cast your vote in electronic mode.