



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

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22nd October, 2017

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

Sub: Minutes of Proceedings of the 99th Annual General Meeting

Dear Sir,

We enclosed herewith the certified true copy of the minutes of proceedings of the 99th Annual General Meeting of the Company held on Friday, 22nd September, 2017.

The same is for your information and record.

Thanking You.

Yours faithfully,
For Simplex Infrastructures Limited

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

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

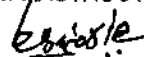
Minutes of the Proceedings of the Ninety -Ninth Annual General Meeting of the Shareholders of the Company held on Friday, 22nd September, 2017 at Gyan Manch, 11, Pretoria Street, Kolkata - 700 071 from 11.30 a.m.

Present at the Meeting:

- Directors: Mr. Rajiv Mundhra, Executive Chairman
Mr. S. Dutta, Whole-time Director & CFO
Mr. A.N. Basu, Whole-time Director
Mr. D.N. Basu, Whole-time Director
Mr. N.N. Bhattacharyya, Independent Director
Mr. Asutosh Sen, Independent Director & Chairman of Audit Committee
Mr. S.K. Damani, Independent Director & Chairman of Nomination & Remuneration Committee
- In attendance: Mr. B.L. Bajoria, Senior Vice President & Company Secretary
Mr. N.K. Kakani, Sr. Executive Director
- Auditors: Mr. P. Law, Partner, M/s. Price Waterhouse, Chartered Accountants
Mr. H.S. Bhattacharjee, Partner, M/s. H.S. Bhattacharjee & Co., Chartered Accountants
Mr. Kamal Agarwal, Partner, M/s. S.R. Baliboi & Co., LLP, Chartered Accountants (by invitation)
- Secretarial Auditor: Mr. Deepak Kumar Khaitan, Practising Company Secretary, through his representative Ms Siddhi Dhandharia
- Cost Auditor: Dr. Sanjiban Bandyopadhyaya, Partner, M/s Bandyopadhyaya Bhaumik & Co.
- Scrutinizer: Ms. Siddhi Dhandharia, Practising Company Secretary
- Members/
Proxies: 111 Members(including authorized representatives in terms of Section 113 of the Companies Act, 2013) representing 21608786 Equity Shares and 3 Proxies representing 1550 Equity Shares of the Company

Chairman In terms of Article 72 of Articles of Association of the Company, Mr. Rajiv Mundhra, Executive Chairman took the Chair and welcomed the Members of the Company to the 99th Annual General Meeting (AGM) of the Company and introduced the Board Members and other invitees present on the dais and also acknowledged the presence of the representatives of Statutory Auditors, Secretarial Auditor, Cost Auditor and Scrutinizer for voting process.

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

- Quorum** The Chairman announced that the requisite quorum being present, the Meeting was called to order.
- 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, Register of Proxy were available for inspection by the Members present till the conclusion of the Meeting.
- Chairman's Statement** Before taking up the formal 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 a thanking the Company's customers, vendors, lenders, Investors and other stakeholders for their support and co-operation who made it possible for the Company to maintain its growth momentum and improve financial performance and also acknowledged the contributions made by the team Simplex .
- Notice** The Notice dated 14th August, 2017 convening the Ninety-Ninth Annual General Meeting was taken as read with the consent of the Members present.
- Auditors Report** The Chairman requested Mr. B. L. Bajoria, Sr. Vice President & Company Secretary to read out the qualifications on Standalone and Consolidated Financial Statements as mentioned in the Auditors' Report as required under Section 145 of the Companies Act, 2013 and Secretarial Standards on General Meetings. Mr. Bajoria read the relevant portions of the Auditors' Report.
- The Chairman drew attention of the Members present to Page No. 21 and 22 of the Annual Report, paragraph 'Auditors' Report' under Directors' Report for the replies of the Management in respect of the qualifications contained in the Auditors' Report.
- The Chairman stated that the Report of the Secretarial Auditor of the Company does not contain any qualification, observations or comments. Therefore with the permission of the Members the Secretarial Audit Report was taken as read.

The Chairman informed the Members that the Company being a listed entity had provided the facility of remote e-voting to the Members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through the services of National Securities Depository Limited (NSDL). The remote e-voting facility was open for a period of four days from Monday, 18th September, 2017 at 9.00 a.m and concluded on Thursday, 21st September, 2017 at 5.00 p.m. The Chairman informed the Members present that those who could not cast their vote by remote e-voting, may cast their vote at AGM venue by ballot process, which would be conducted immediately after transaction of all the business as mentioned in the Notice of this meeting. The Chairman also mentioned that those Members who had already cast their votes through remote e-voting would not be eligible to cast votes through electronic means at the AGM venue.

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For **SIMPLEX INFRASTRUCTURES LIMITED**

[Handwritten Signature]

Senior Vice-President and Company Secretary

The Chairman further informed the Members that Ms. Siddhi Dhandharia, Practicing Company Secretary (A.C.S. No. 35042, C.P. No. 13019) was appointed as Scrutinizer for the purpose of the remote e-voting and the ballot voting process. The Chairman also informed that the combined results of the e-voting and voting by means of ballot would be announced within forty eight hours from the conclusion of the meeting, and the results along with Scrutinizer's Report would be available on the Company's website www.simplexinfra.com and also on the website of NDSL. The results would also be available on the Notice Board of the Company at its registered office.

The Chairman informed the Members that the resolutions had already been put to vote through remote e-voting and voting by ballot for the Members present 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, 2017 & 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, 2017, 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."

Proposed by: Mr. Soumitra De
Seconded by: Mr. Samar Ghosh Dastidar

Before proceeding to the next business, the Chairman invited the Members present to share their views/ comments /suggestions/ queries, if any, particularly on the financial statements of the Company for the year ended March 31, 2017.

The Members inquired on the current working and future prospects of the Company.

The Chairman, Mr. S. Dutta, Whole-time Director & CFO and Mr. N. K.Kakani, Sr. Executive Director, replied to the queries raised by the Members to their satisfaction and thanked the Members for their comments and showing keen interest in the affairs of the Company.

Resolution No.2

As an Ordinary Resolution:

Declaration of Dividend on the Equity Shares of the Company for the year ended 31st March, 2017

"RESOLVED THAT a dividend of Re. 0.50 per Equity Share be paid on existing 49472330 fully paid equity shares of Rs. 2/- each for the year ended 31st March 2017 to the equity shareholders whose names appear in the Register of Members as at the close of business hours on Wednesday, 13th September, 2017."

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

Proposed by: Mr. Samir Sarkar
Seconded by: Mr. Biswajit Sinha

The Chairman informed the Members that agenda item no. 3 relates to re-appointment of Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman, Director who is retiring by rotation. The Chairman being interested in this agenda item, requested Mr. S. Dutta to proceed with this item of agenda. Accordingly, Mr. Dutta took the chair and following resolution was proposed as an ordinary resolution.

Resolution No. 3

As an Ordinary Resolution:

Re-appointment of Mr. Rajiv Mundhra
"RESOLVED THAT Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman 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."

Proposed by: Mr. Lalit Kumar Kothari
Seconded by: Mr. Durga Das Damani

Mr. S. Dutta then requested the Chairman to continue with the remaining proceedings of the meeting.

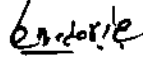
The Chairman informed the members that M/s. H. S. Bhattacharjee & Co., Chartered Accountants were appointed as Auditors of the Company for a period of 5 years at the 96th Annual General Meeting of the Company held in the year 2014. The appointment is subject to ratification at every Annual general Meeting. Accordingly following resolution was proposed for the financial year 2017-18 as ordinary resolution.

Resolution No.4

As an Ordinary Resolution:

Ratification of appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants as Auditors of the Company
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolutions passed by the Members at the 96th Annual General Meeting appointing M/s. H.S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Statutory Joint Auditors of the Company to hold office until the conclusion of the 101st Annual General Meeting of the Company, the Company hereby ratifies the appointment of M/s. H.S. Bhattacharjee & Co., Chartered Accountants, as Statutory Joint Auditors of the Company for the financial year 31st March, 2018 and authorises the Board of Directors to fix remuneration and also payment of such taxes as applicable and reimbursement of out of pocket expenses incurred by them during the course of Audit of the Accounts of the Company on the basis of recommendation of Audit Committee and in consultation with the Auditors."

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

Proposed by: Mr. J.K. Bagaria
Seconded by: Mr. Soumitra De

The Chairman informed the Members that in order to appoint the new Auditors in place of the existing Auditors (who would not be eligible for re-appointment due to expiry of the maximum permissible tenure as Auditors of the Company), the following resolution was recommended as an Ordinary Resolution:

Resolution No. 5

As an Ordinary Resolution:

Appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants as a Statutory Joint Auditor of the Company in place of M/s. Price Waterhouse, Chartered Accountants

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E/E300005) be and are hereby appointed as Statutory Joint Auditors of the Company (in place of M/s. Price Waterhouse, Chartered Accountants, the retiring Auditors) for a period of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 104th Annual General Meeting of the Company to be held in the year 2022 (subject to the ratification of their appointment by the Members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix remuneration and also payment of such taxes as applicable and reimbursement of out of pocket expenses incurred by them during the course of Audit of the Accounts of the Company on the basis of recommendation of Audit Committee and in consultation with the Auditors.”

Proposed by: Mr. S.K. Maiti
Seconded by: Mr. Naresh Rathi

The Chairman also placed on record deep appreciation for the valuable contributions made by M/s. Price Water house, Chartered Accountants, the retiring Auditors of the Company, during their long association with the Company and wished them success in the future.

Resolution No. 6

As an Ordinary Resolution:

Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2016-17 and 2017-18

“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.5,00,000/- (Rupees Five Lakhs only) plus out of pocket expenses and applicable taxes, for each financial year 2016-17 and 2017-18, payable to M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No.000041), for audit of the cost records of the Company, as approved by the Board of Directors, be and is hereby ratified.”

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For SIMPLEX INFRASTRUCTURES LIMITED

Signature

Senior Vice-President and Company Secretary

Proposed by: Mr. Nand Kumar Mohta
Seconded by: Mr. Deepak Dutta

The Chairman informed the Members that agenda item no. 7 relates to re-appointment of Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman as a Whole-time Director. The Chairman being interested in this agenda item, requested Mr. S. Dutta to proceed with this item of agenda. Accordingly, Mr. Dutta took the chair and following resolution was proposed as an ordinary resolution.

Resolution No. 7

As an Ordinary Resolution:

Re-appointment of Mr. Rajiv Mundhra, Executive Chairman as a Whole-time Director

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman, as a Whole-time Director of the Company liable to retire by rotation, for a period of 5 (five) years commencing from 1st April, 2018, on the terms and conditions including remuneration as set out in the Statement pursuant to section 102 (1) of the Act annexed to the Notice convening this Meeting subject to the limits prescribed under section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof for the time being in force, be and is hereby approved;

RESOLVED FURTHER THAT the Board, on the basis of recommendation of Nomination and Remuneration Committee of Directors, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment from time to time including to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Mundhra in such manner as may be agreed to between the Board and Mr. Mundhra subject to the range prescribed in the Statement pursuant to section 102 (1) of the Act annexed to the Notice convening the meeting and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

Proposed by: Mr. Lalit Kumar Kothari
Seconded by: Mr. Arvind Mundhra

Mr. S. Dutta then requested the Chairman to continue with the remaining proceedings of the meeting.

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Senior Vice-President and Company Secretary

Resolution No. 8

As a Special Resolution:

Re-appointment of Mr. Sukumar Dutta, as Whole-time Director

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Sukumar Dutta (DIN: 00062827) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 1st September, 2018, on the terms and conditions including remuneration as set out in the Statement pursuant to section 102 (1) of the Act annexed to the Notice convening this Meeting subject to the limits prescribed under section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof for the time being in force, be and is hereby approved;

RESOLVED FURTHER THAT the Board, on the basis of the recommendation of Nomination and Remuneration Committee of Directors, be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment from time to time including to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Sukumar Dutta in such manner as may be agreed to between the Board and Mr. Sukumar Dutta, subject to the range prescribed in the Statement pursuant to section 102(1) of the Act annexed to the Notice convening this meeting and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

Proposed by: Mr. N.K.Mohta

Seconded by: Mr. Biswajit Sinha

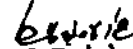
Resolution No. 9

As a Special Resolution:

Re-appointment of Ms. Leena Ghosh, as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Leena Ghosh (DIN: 07099984), an Independent Director, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing along with requisite deposit fees under Section 160 of the Act from a Member proposing her candidature for the office of Director, not

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Senior Vice-President and Company Secretary

liable to retire by rotation, be and is hereby re-appointed as an Independent Director, to hold office for a period of five consecutive years, with effect from 24th September, 2018 upto 23rd September, 2023 or the date of Annual General Meeting, which will held in 2023, whichever is earlier.”

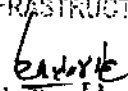
Proposed by: Mr. Naresh Rathi
Seconded by: Mr. Durga Das Damani

Resolution No. 10

As a Special Resolution:

Issuance of Secured/ Unsecured Non-Convertible Debentures (NCD's) upto Rs. 200 Crores on private placement basis of **"RESOLVED THAT** pursuant to provisions of sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 including the Rules made thereunder and any amendments, statutory modifications and/ or re-enactment thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999 as amended and modified from time to time and such other statues, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), Stock Exchanges, the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, as amended to date (the "SEBI Regulations") and any other appropriate authorities, as may be applicable and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory/ government authorities (the "concerned Authorities") as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to borrow from time-to-time by making an offer(s) or invitation(s) to subscribe or issuance of Secured/Unsecured Non-Convertible Debentures (NCD's) of such face value as may be determined by the Board, to any eligible investors, including residents and/or non- residents and/or qualified institutional buyers and/or institutions/ banks and/or mutual funds and/or incorporated bodies and/or individuals and/or trustees or otherwise, on private placement basis, whether or not such Investors are members of the Company, in one or more tranches, such that the total amount does not exceed Rs.200 crores (Rupees Two Hundred Crores only) during a period of one year from the date of passing this resolution on such terms and conditions as the board may from time to time determine and consider proper in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/ offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption

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period, manner of redemption, amount of premium on redemption, fixing of record date or book closure dates, etc., as the case may be applicable, including conditions in relation to offer, early redemption of Securities, debt service payments, variation of price and any other matter in connection with, or incidental to the issue, together with any amendments or modifications thereto ("the Issue").

RESOLVED FURTHER THAT the Issue shall be fully paid-up and the allotment of such NCD's shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time, at such price being not less than the price determined in accordance with the guidelines of the SEBI Regulations;

RESOLVED FURTHER THAT the aforesaid issue of NCD's shall be freely tradable and freely transferable in accordance with the prevalent market practices in the capital markets and such NCD's to be issued, if not subscribed, may be disposed off by the Board, in such manner and/or on such terms including offering or placing them with banks / financial institutions/ mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the said issue, offer and allotment of NCD's, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation the determination of terms and conditions for issuance of NCD's including the number of NCD's that may be offered, timing for issuance of such NCD's and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, to enter into and execute arrangements/agreements for managing, listing etc of NCD's, paying advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions arising therefrom including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, as may be required and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue and allotment of NCD's the Board be and is hereby authorized on behalf of the Company to seek listing of such Securities on one or more Stock Exchanges in India;

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

Proposed by: Mr. Samir Kumar Saha ,
Seconded by: Mr. Sujit Kumar Sarkar

Resolution No. 11

As a Special Resolution:

Issue and allotment of Equity shares and/or any other security convertible into equity, total amount shall not exceed INR 1000 Crore

“RESOLVED THAT in accordance with the provisions of Sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or reenactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of convertible bonds and/or equity shares and including by way of Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as ‘Securities’), whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed INR1000 Crore, in such manner as the Board may determine, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies/Advisors,

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For SIMPLEX INFRASTRUCTURES LIMITED

[Signature]

Senior Vice-President and Company Secretary

Depositories, Custodians, Principal Paying/ Transfer/Conversion Agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/ Advisers.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution.

RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be -

i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue .

ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

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[Signature]
Senior Vice-President and Company Secretary

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with BSE Limited / National Stock Exchange of India Limited / The Calcutta Stock Exchange Limited.

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/ or Central Depository Services (India) Limited for admission of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers in such manner as they may deem fit.”

Proposed by: Mr. S.K. Maiti

Seconded by: Mr. Deepak Dutta

After considering all the items mentioned in the Notice convening the AGM, the Chairman advised Ms. Siddhi Dhandharia, the Scrutinizer present at the AGM to facilitate voting through ballot papers by the eligible members present at the AGM venue and requested the Scrutinizer to scrutinize the voting by ballot means. The Chairman further informed the Members present, that the meeting would stand concluded once the last vote was cast at the AGM, and informed that combined results of the remote e-voting and votes cast by ballot would be announced on 23rd September, 2017 and the same would be available on the Notice Board of the Company at its Registered Office and would also be uploaded at the website of the Company at www.simplexinfra.com and on the website of NSDL at www.evoting.nsdl.com.

The 99th AGM was concluded at 1.45 p.m. with a vote of thanks to the Chair and the Chairman thanked the Members for their active participation and continuous support over the years.

After the Members had cast their vote, the Scrutinizer took custody of the Ballot box.

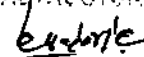
The consolidated voting results as declared on 23rd September, 2017 forms part of this Minutes and is enclosed as Annexure.

Date: 12.10.2017

Place: Kolkata

CHAIRMAN

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For SIMPLEX INFRASTRUCTURES LIMITED



Senior Vice-President and Company Secretary



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SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45206 WB 1824 PLC 004969

99th Annual General Meeting of the Company held on Friday, 22nd September, 2017

Declaration of Results of E-Voting & Voting by Ballot Paper

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 23rd September, 2017 is as follows:

Resolution No.	Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %	Votes Against and %	Resolution Carried Unanimously / by majority
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Ordinary Business

1	To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	37897653 99.34%	250570 0.66%	Requisite Majority
2	Declaration of Dividend on Equity Shares for the Financial Year 2016-17.	Ordinary	38148213 100.00%	0	Unanimously
3	Appointment of Mr. Rajiv Munchra (DIN 00014237), as a Director liable to retire by rotation.	Ordinary	11624678 99.94%	6675 0.06%	Requisite Majority
4	Ratification of appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Statutory Joint Auditors of the Company.	Ordinary	38141528 99.98%	6675 0.02%	Requisite Majority
5	Appointment M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/ E300005) as Statutory Joint Auditors of the Company (in place of M/s. Price Waterhouse, Chartered Accountants, the retiring Auditors) for a term of 5 years, from the conclusion of this Annual General Meeting.	Ordinary	38148202 100.00%	1 0.00%	Requisite Majority

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For SIMPLEX INFRASTRUCTURES LIMITED



Contd....2

Senior Vice-President and Company Secretary

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 067 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, 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" 4E (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2619-5050 / 55, FAX : (044) 2619-5056 / 5057



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SIMPLEX INFRASTRUCTURES LIMITED

REGD OFFICE .

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:2:

Special Business

6	Ratification of remuneration of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No. 000041), Cost Auditors of the Company, for the financial year 2016-17 and 2017-18.	Ordinary	38148203 100.00%	0 0.00%	Unanimously
7	Re-appointment of Mr. Rajiv Mundhra (DIN: 00014237), Executive Chairman, as a Whole-time Director of the Company liable to retire by rotation, for a period of 5 years commencing from 1 st April, 2018	Ordinary	11631342 100.00%	1 0.00%	Requisite Majority
8	Re-appointment of Mr. Sukumar Dutta (DIN: 00062827) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years commencing from 1 st September, 2018.	Special	38147703 100.00%	0 0.00%	Unanimously
9	Re-appointment of Ms. Leena Ghosh (DIN: 07099984), as an Independent Director of the Company, to hold office for a period of five consecutive years, with effect from 24 th September, 2018 up to 23 rd September, 2023 or the date of Annual General Meeting in 2023, whichever is earlier.	Special	38148200 100.00%	1 0.00%	Requisite Majority
10	Issue of Secured/Unsecured redeemable Non-Convertible Debentures (NCDs) up to INR 200 Crores on private placement basis.	Special	38148201 100.00%	0 0.00%	Unanimously
11	Issue of equity shares and/or convertible bonds or any other security convertible into equity to raise a total amount not exceeding INR 1,000 Crores.	Special	37897792 99.34%	250571 0.66	Requisite Majority

Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of the 99th Annual General Meeting have been passed by the Shareholders.

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For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary

Date: 23.09.2017



For SIMPLEX INFRASTRUCTURES LIMITED

RAJIV MUNDHRA
EXECUTIVE CHAIRMAN

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
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