



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 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

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09th October, 2018

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 100th Annual General Meeting

Dear Sir,

We enclosed herewith the certified true copy of the minutes of proceedings of the 100th Annual General Meeting of the Company held on Tuesday, 25th September, 2018.

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 One Hundredth Annual General Meeting of the Shareholders of the Company held on Tuesday, 25th September, 2018 at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 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
 Ms. Leena Ghosh, 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. Bhaswar Sarkar, Partner, M/s. S.R. Batliboi & Co., LLP, Chartered Accountants
 Mr. H.S. Bhattacharjee, Partner, M/s. H.S. Bhattacharjee & Co., Chartered Accountants
- Secretarial:** Mr. Deepak Kumar Khaitan, Practicing Company Secretary
Auditor & Scrutinizer
- Cost Auditor:** Dr. Sanjiban Bandyopadhyaya, Partner, M/s Bandyopadhyaya Bhaumik & Co.
- Members/ Proxies:** 144 Members (including authorized representatives in terms of Section 113 of the Companies Act, 2013) representing 2,09,75,949 Equity Shares and 1 Proxy representing 8,102 Equity Shares of the Company
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- 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 100th 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.
- Quorum** The Chairman announced that the requisite quorum being present, the Meeting was called to order.

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 FOR SIMPLEX INFRASTRUCTURES LIMITED

Signature
 Senior Vice-President and Company Secretary

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, 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, 2018 convening the One Hundredth 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.

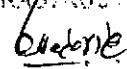
The Chairman drew attention of the Members present to Page no. 19 of the Annual Report under the head 'Board's Explanation on Auditors' Qualification on Financial Statement' and also Page No. 35 to 40 of the Annual Report - 'Annexure 4' to the Director's Report.

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 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 National Securities Depository Limited (NSDL). The remote e-voting facility was open for a period of four days from Friday, 21st September, 2018 at 9.00 a.m and concluded on Monday, 24th September, 2018 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.

The Chairman further informed the Members that Mr. Deepak Kumar Khaitan, Practicing Company Secretary (F.C.S. No. 5615, C.P. No. 5207) Secretarial Auditor of the Company was also 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

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

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, 2018 & 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, 2018, 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. A.K. Pathak

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, 2018.

The Members asked questions related to the performance of the Company, dividend, bonus issue and congratulated the Company for good performance and healthy growth.

The Chairman 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 @ Re. 0.50 per Equity Share on 5,65,40,820 fully paid-up equity shares of Rs. 2/- each, for the Financial Year ended 2017-18

"RESOLVED THAT a dividend of Re. 0.50 per Equity Share be paid on existing 5,65,40,820 fully paid equity shares of Rs. 2/- each for the year ended 31st March 2018 to the equity shareholders whose names appear in the Register of Members as at the close of business hours on Tuesday, 18th September, 2018."

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For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary

Proposed by: Mr. Ashok Kumar Roy
Seconded by: Mr. R.S. Sharma

Resolution No. 3

As an Ordinary Resolution:

Re-appointment of Mr. Atindra Narayan Basu "RESOLVED THAT Mr. Atindra Narayan Basu (DIN: 05296613), 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."

Proposed by: Mr. S.K. Maiti
Seconded by: Mr. Deepak Dutt

Resolution No. 4

As an Ordinary Resolution:

Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2018-19 "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, payable to M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No.000041), for audit of the cost records of the Company for the financial year 2018-19, as approved by the Board of Directors, be and is hereby ratified."

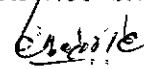
Proposed by: Mr. D.D. Damani
Seconded by: Mr. Ashish Basu

Resolution No. 5

As an Ordinary Resolution:

Re-appointment of Mr. Atindra Narayan Basu as a Whole-time Director, liable to retire by rotation "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 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), and the Articles of Association of the Company, the re-appointment of Mr. Atindra Narayan Basu (DIN: 05296613), Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years commencing from 20th September, 2019, 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;

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

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 to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Atindra Narayan Basu in such manner as may be agreed to between the Board and Mr. Atindra Narayan Basu 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. Debasish Dutt

Seconded by: Mr. Lalit Kr. Kothari

Resolution No. 6

As a Special Resolution:

Re-appointment
of Mr. Nripendra
Nath
Bhattacharyya,
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 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nripendra Nath Bhattacharyya (DIN: 00014250), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier.”

Proposed by: Mr. J.K. Bagaria

Seconded by: Mr. K.L. Rathi

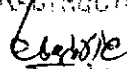
Resolution No. 7

As a Special Resolution:

Re-appointment
of Mr. Sheo
Kishan Damani,
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 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sheo

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For SHIPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

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Kishan Damani (DIN: 00062780), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier."

Proposed by: Mr. N.K. Mohta
Seconded by: Mr. Sushil Kr. Kothari

Resolution No. 8

As a Special Resolution:

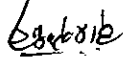
Re-appointment of Mr. Asutosh Sen, as an Independent Director "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Asutosh Sen (DIN: 00165345), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier."

Proposed by: Mr. Samir Sarkar
Seconded by: Mr. Arun Kr. Ladha

Resolution No. 9

As a Special Resolution:

Issuance of Secured/ Unsecured Non-Convertible Debentures (NCD's) not exceeding Rs. 500 Crores on "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 statutes, 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

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Senior Vice-President and Company Secretary

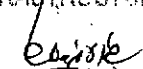
private
placement basis

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.500 crores (Rupees Five 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 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;

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

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;

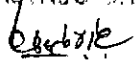
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors 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. Arvind Kr. Mundhra
Seconded by: Mr. Tarlok Singh

Resolution No. 10

As a Special Resolution:

Issue and allotment of **"RESOLVED THAT** in accordance with the provisions of Sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including

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For SIMPLER INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary

Equity shares and/or any other security convertible into equity, including by way of Qualified Institutional Placement to Qualified Institutional Buyers to raise an amount not exceeding INR 600 Crore

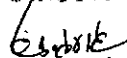
any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'), Listing Agreements entered 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 re-enactments 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 INR 600 Crores (Rupees Six Hundred Crores Only), 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, 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;



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For SEMPLIX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP, in accordance with Regulations 85 of the SEBI Regulations, the Board may at its absolute discretion, issue Equity Shares (including upon conversion of the Securities) at a discount of not more than five percent or such other discount to the floor price as determined in terms of the SEBI Regulations and as permissible under the applicable law;

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;

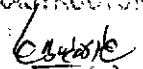
RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of securities, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including 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 authorise any director or any other officials of the Company 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;

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 the stock exchanges where its existing shares are already listed, in accordance with applicable laws;

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;

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary

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. Amit Kr. Banerjee
Seconded by: Mr. Chandra Deo Shukla

After considering all the items mentioned in the Notice convening the AGM, the Chairman advised Mr. Deepak Kumar Khaitan, the Scrutinizer to facilitate voting through ballot papers. The Chairman further informed the Members present, that the meeting would stand concluded after the completion of voting process and stated that combined results of the remote e-voting and votes cast by ballot would be announced not later than 48 hours of the conclusion of the Meeting, 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, on the website of NSDL at www.evoting.nsdl.com and on the website of the Stock Exchanges where the shares of the Company are listed.

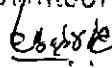
The 100th AGM was concluded at 1.15 p.m. with a vote of thanks to the Chair and the Chairman thanked the Members for their active participation and continuous support over the years.

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

The consolidated voting results as declared on 25th September, 2018 forms part of these Minutes and is enclosed as Annexure.

Date: 5th October, 2018
Place: Kolkata


CHAIRMAN

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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 2283-5984 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

100th Annual General Meeting of the Company held on Tuesday, 25th September, 2018

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 25th September, 2018 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

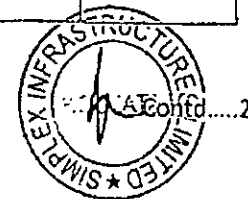
1	To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	39217957 99.46%	213974 0.54%	Requisite Majority
2	Declaration of Dividend on Equity Shares for the Financial Year 2017-18.	Ordinary	39452250 100.00%	0	Unanimously
3	Re-appointment of Mr. Atindra Narayan Basu (DIN: 05296613), as a Director, liable to retire by rotation.	Ordinary	39452230 100%	20 0.00%	Requisite Majority

Special Business

4	Ratification of remuneration of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No. 000041), Cost Auditors of the Company, for the financial year 2018-19.	Ordinary	39452250 100.00%	0 0.00%	Unanimously
5	Re-appointment of Mr. Atindra Narayan Basu (DIN: 05296613), as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years commencing from 20 th September, 2019	Ordinary	39452205 100.00%	45 0.00%	Requisite Majority

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For SIMPLEX INFRASTRUCTURES LIMITED

Senior Vice-President and Company Secretary



ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 5372, 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, 69, NEHRU PLACE, NEW DELHI-110 019 ☎ : 4944-4200, FAX : (011) 2646-5889
• 'SIMPLEX HOUSE' 48 (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2819-5050 / 55, FAX : (044) 2819-5056 / 5057

6	Re-appointment of Mr.Nripendra Nath Bhattacharyya (DIN: 00014250), as an Independent Director of the Company, to hold office for a period of five consecutive years, with effect from 5 th September,2019 or the date of the 101 st Annual General Meeting, whichever is earlier.	Special	39441400 99.97%	10850 0.03%	Requisite Majority
7	Re-appointment of Mr.Sheo Kishan Damani (DIN: 00062780), as an Independent Director of the Company, to hold office for a period of five consecutive years, with effect from 5 th September,2019 or the date of the 101 st Annual General Meeting, whichever is earlier.	Special	39444032 99.98%	8217 0.02%	Requisite Majority
8	Re-appointment of Mr. Asutosh Sen (DIN: 00165345), as an Independent Director of the Company, to hold office for a period of five consecutive years, with effect from 5 th September,2019 or the date of the 101 st Annual General Meeting, whichever is earlier.	Special	39444033 99.98%	8217 0.02%	Requisite Majority
9.	Issue of Secured/Unsecured redeemable Non-Convertible Debentures (NCDs) of an amount not exceeding INR 500 Crores on private placement basis.	Special	39452204 100%	21 0.00%	Requisite Majority
10	Issue of equity shares and/or convertible bonds and including by way of QIP, to raise a total amount not exceeding INR 600 Crores.	Special	39214878 99.40%	237372 0.60%	Requisite Majority

*decimals have been suitably rounded off, wherever required.

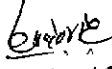
Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of the 100th Annual General Meeting have been passed by the Shareholders.

For SIMPLEX INFRASTRUCTURES LIMITED


RAJIV MUNDHRA
EXECUTIVE CHAIRMAN

Date: 25.09.2018

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For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary