



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

Ref No. 01//CS/SE/001/93237

Date: 11th May, 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: Summary of Proceedings of the Extra-Ordinary General Meeting held on 11th May, 2018

Dear Sir,

Please find attached the summary proceedings of the Extra-Ordinary General Meeting of the Company held on Friday, 11th May, 2018 held at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017, pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is for your information and record.

Thanking You.

Yours faithfully,
For Simplex Infrastructures Limited


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

encl: a/a



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CIN No. L45209 WB 1924 PLC 004969

Summary of Proceedings of the Extra-Ordinary General Meeting of Simplex Infrastructures Limited

An Extra-Ordinary General Meeting (EGM) of the Members of Simplex Infrastructures Limited ('the Company') was held on Friday, 11th May, 2018 at 11.30 a.m. at KALA KUNJ, 48, Shakespeare Sarani, Kolkata - 700017

Mr. Rajiv Mundhra, Executive Chairman, took the chair and welcomed the Members to the EGM of the Company. On the basis of information provided by Mr. B.L. Bajoria, Sr. Vice- President and Company Secretary, Mr. Mundhra declared the quorum as present and called the meeting to order.

Mr. Mundhra introduced his colleagues sitting on the dais. All the Directors except Mr. S.K. Damani and Mr. Asutosh Sen and Mr. A.N. Basu attended the meeting.

The Chairman acknowledged the presence of Mr. Deepak Kumar Khaitan, who is acting as the Scrutinizer for E-Voting and ballot process at the EGM.

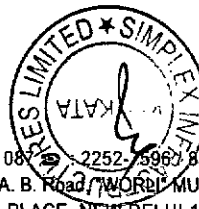
The Chairman thereafter delivered his speech and with the concurrence of the members the Notice of the EGM was taken as read.

The Chairman stated that the Company has provided electronic voting facility to the Members entitled to cast their vote at the EGM as per the Companies Act, 2013 and for this purpose has engaged the services of National Securities Depository Limited (NSDL), the e-voting agency for providing remote e-voting facility. The remote e-voting facility was open for a period of three days beginning from Tuesday, 8th May, 2018 (9.00 A.M. IST) and ended on Thursday, 10th May, 2018 (5.00 P.M. IST). The cut-off date, i.e. 4th May, 2018 was fixed for determining the eligibility of Members to vote through remote e-voting on the proposed Resolution as mentioned in the Notice of the EGM of the Company. Members/Proxies who were present at the EGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot paper.

Before ordering for vote by ballot, the Chairman invited the Members to ask questions to the Board of Directors or to make comments, give suggestions and seek clarifications, if any on the preferential allotment of Equity Warrants of the Company to the Promoters/ Promoters Group

The Chairman then informed that since he was interested in the proposed preferential issue of equity warrants to the Promoter/ Promoter Group entities, he requested Mr. S. Dutta, a Non-Interested Director, to conduct this item of business.

The Resolutions for Preferential Allotment of Equity Warrants of the Company to the Promoters/Promoters Group entities were read.



ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-5967 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, WORLI, MUMBAI-400 018 ☎ : 2491-8397 / 3537, 2492-9034 / 2756 / 2064
FAX : (022) 2491-2735 • "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : 4944-4200, FAX : (011) 2646-5869
• "SIMPLEX HOUSE" 48 (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2819-5050 / 55, FAX : (044) 2819-5056 / 5057

The Chairman invited the Scrutinizer appointed for scrutinizing the e-voting and ballot voting process, to take over the ballot voting proceedings. The Chairman further informed the results of voting will be declared on 11th May, 2018 at the Registered Office of the Company at 'Simplex House', 27, Shakespeare Sarani, Kolkata- 700 017 at 4.30 p.m. The voting results will be made available on the website of the Company and on the website of the NSDL and to the Notice Board of the Company; and will also be forwarded to the Stock Exchanges, National Stock Exchange of India Ltd., BSE Ltd. and The Calcutta Stock Exchange Limited.

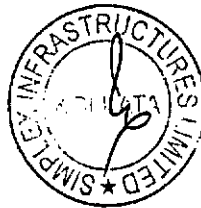
Mr. Dutta then placed before the Shareholders a clarificatory addendum to the Special Resolution (Item No.11) passed in the Annual General Meeting held on 22/9/2017 .

The clarificatory addendum resolution was read at the meeting.

He explained that the shareholders of the Company at the Annual General Meeting held on 22.9.2017 had passed a special resolution for issuance of further equity shares including Qualified Institutional Placement (QIP) upto Rs. 1000 crores. The special resolution at item no.11 read with explanatory statement at item no.11 authorized the Board or its Committee, at its absolute discretion, to issue equity shares at a discount subject to the maximum as may be permitted under Chapter VIII of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) to the 'floor price'. The issue of shares at applicable discount was clearly spelt out in the explanatory statement. As per the expert opinion, commentaries on the Companies Act and also the judicial pronouncement, the resolution and the explanatory statement have to be read together and not in isolation and further what is mentioned in the explanatory statement need not be repeated in the resolution. However, it is felt as a matter of abundant precaution, that a clarificatory addendum to the above resolution may be useful for more clarity, as also emerged from the discussions with the stock exchanges. He further informed that the clarificatory addendum to the special resolution was informed to the shareholders by e-mail on 10.5.2018 and also uploaded on the websites of the company and the stock exchanges.

Thereafter he invited observation and query of the shareholders present in the meeting in this matter. Some Members sought clarification, which was satisfactorily replied by Mr.S.Dutta. Thereafter, the members approved and took a note of the same.

Thanking the Members for their participation, the Chairman announced formal closure of the EGM.





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CIN No. L45209 WB 1924 PLC 004969

Ref No. 01/CS/SE/001/ 93236

Date: 11th May, 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

Subject: Disclosure of Scrutinizer's Report and Voting results relating to the Extra- Ordinary
General Meeting of the Members of the Company held on 11th May, 2018

Dear Sir,

We wish to inform you that an Extra-Ordinary General Meeting (EGM) of the Members of Simplex Infrastructures Limited was held at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017. In this regard, please find the Consolidated Report of the Scrutinizer along with Voting results on the Resolution passed at Extra-Ordinary General Meeting in compliance with provisions of 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rule, 2015.

This is for your information and record.

Thanking You.

For Simplex Infrastructures Limited

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



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E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004989

Extra-Ordinary General Meeting of the Company held on Friday, 11th May, 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 11th May, 2018 is as follows:

Special Business:

Resolution No.	Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %	Votes Against and %	Resolution Carried Unanimously / by majority
1.	Preferential Allotment of Equity Warrants of the Company to the Promoters/ promoters Group Entities	Special	10855025 99.999%	120 0.001%	Requisite Majority

Based on the Report of the Scrutinizer, the Resolution, as set out in the Notice of the Extra-Ordinary General Meeting have been passed by the Shareholders.

For SIMPLEX INFRASTRUCTURES LIMITED


RAJIV MUNDHRA
EXECUTIVE CHAIRMAN

Date: 11.05.2018

CS Deepak Kumar Khaitan

B.Com(H),M.Com,F.C.S.,LL.B.,DCG(ICS)

Practising Company Secretary

Mobile : + 91 90070 55560

✉:khaitan52@gmail.com

☎: + 91 98303 06692 ✉:officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

Consolidated Report of the Scrutinizer

[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]

To

The Chairman

Simplex Infrastructures Limited

"Simplex House"

27, Shakespeare Sarani

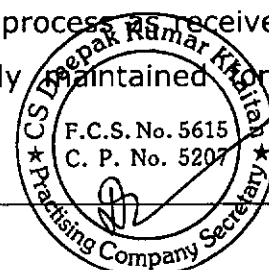
Kolkata – 700 017

West Bengal

Dear Sir,

Pursuant to the letter dated 12.04.2018 issued by Simplex Infrastructures Limited having CIN: L45209WB1924PLC004969 (hereinafter referred to as 'the Company') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Extra Ordinary General Meeting dated 14th April, 2018 for the purpose of remote e-voting and voting by ballot process at the meeting. I have examined the records of remote e-voting, ballots and other relevant papers as required for that purpose. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby submit my consolidated report w.r.t the aforesaid remote e-voting and voting by ballot process at the meeting as under:-

1. The remote e-voting was unblocked on 11th May, 2018 in the presence of two witnesses who are not in employment of the Company i.e. CS Shruti Singhania and CS Siddhi Dhandharia as prescribed by law.
2. Particulars of all the remote e-voting and voting by ballot process received at the meeting have been entered in a register separately maintained for the purpose.



CS Deepak Kumar Khaitan**B.Com(H),M.Com,F.C.S.,LL.B.,DCG(ICSI)****Practising Company Secretary**

Mobile : + 91 90070 55560

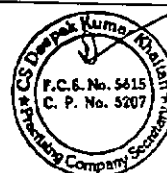
✉:khaitan52@gmail.com

☎: + 91 98303 06692 ✉:officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

3. The remote e-voting as well as the voting by ballot process at the meeting were duly scrutinized wherein the shareholding was matched with the closing status of the Register of Members on the cut-off date i.e. 4th May, 2018 as provided by the Company and confirmed by the Registrar & Share Transfer Agent of the Company and the votes casted have been considered accordingly.
4. I am producing before you the ballot papers, register and the related records including print out of remote e-voting as available from the login Id from the website being <https://www.evoting.nsdl.com> (as provided by National Securities Depository Limited) for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting.
5. Thereafter the same shall be handed over to you in terms of Rule 20(4)(xv) of The Companies (Management and Administration) Rules, 2014.
6. Based on the above scrutiny, I hereby submit my consolidated report on voting on the 1 (One) resolutions as contained in item no. 1 of the above-mentioned notice as follows :-

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1.	Votes cast in favour of the proposed resolution		
	By Remote e-voting	10854573	
	By Ballot Paper	452	
	Sub total (A)	10855025	99.999%
	Votes cast against the proposed resolution		
	By Remote e-voting	117	
By Ballot Paper	3		
	Sub total (B)	120	0.001%
	TOTAL (A) + (B)	10855145	100%



CS Deepak Kumar Khaitan

B.Com(H),M.Com,F.C.S.,LL.B.,DCG(ICS)

Practising Company Secretary

☎: + 91 98303 06692 ✉:officedkk@gmail.com

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GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

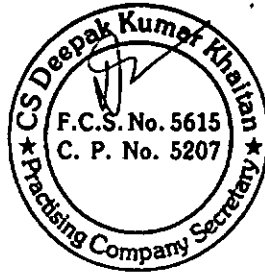
7. Decimals have been suitably rounded off, wherever required.

8. You may accordingly satisfy yourself and declare the result.

Thanking you,

Place: Kolkata

Date: 11.05.2018



Signature:

Deepak Kumar Khaitan

Name: Deepak Kumar Khaitan

F.C.S. No.: 5615 / C.P. No.: 5207

ICSI Unique Code No.:

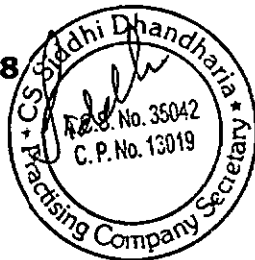
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CS Deepak Kumar Khaitan
Practising Company Secretary
F.C.S. No. 5615 / C. P. No. 5207

Witness 1 : CS Siddhi Dhandharia

Place : Kolkata

Date : 11.05.2018



Place: Kolkata

Date: 11.05.2018

Witness 2 : CS Shruti Singhania

Place : Kolkata

Date : 11.05.2018



Countersigned by

(Chairman)

[Handwritten signature]





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Date: 11th May, 2018

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1st Floor, New Trade Ring
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Subject: Disclosure of Voting Results of Extra-Ordinary General Meeting – Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir,

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Agenda wise details of the Voting Results of the Extra - Ordinary General Meeting of the Company held on 11th May, 2018.

This is for your information and record.

Thanking You,

For Simplex Infrastructures Limited

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

SIMPLEX INFRASTRUCTURES LIMITED

Details of Voting Results as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

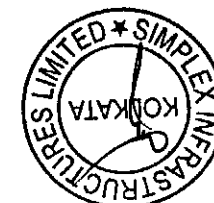
Date of the AGM / EGM	Friday, May 11, 2018 (EGM)
Total No of Shareholders on record date: [i.e. May 04, 2018]	12527
No. of Shareholders present in the meeting either in person or through proxy:	110
Promoters and Promoter Group :	12
Public :	98
No. of Shareholders present in the meeting through Video Conferencing :	N.A.
Promoters and Promoter Group :	Not Applicable
Public :	Not Applicable

Agenda – Wise disclosure

Details of Agenda: 1. Preferential Allotment of Equity Warrants of the Company to the Promoters/Promoters Group entities.

Resolution required :

Whether promoter/promoter group are interested in the agenda/resolution						Special Resolution		
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	YES		
						No. of Votes - against	% of Votes In favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27869790	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27869790	0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-Voting	10187118	8988599	88.2350	8988599	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10187118	8988599	88.2350	8988599	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11415422	1866091	16.3471	1865974	117	99.9937	0.0063
	Poll		455	0.0040	452	3	99.3407	0.6593
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	11415422	1866546	16.3511	1866426	120	99.9936	0.0064
Total		49472330	10855145	21.9419	10855025	120	99.9989	0.0011



SIMPLEX INFRASTRUCTURES LIMITED

Details of Voting Results as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Date of the AGM / EGM	Friday, May 11, 2018 (EGM)
Total No of Shareholders on record date: [i.e. May 04, 2018]	12527
No. of Shareholders present in the meeting either in person or through proxy:	110
Promoters and Promoter Group :	12
Public :	98
No. of Shareholders present in the meeting through Video Conferencing :	N.A.
Promoters and Promoter Group :	Not Applicable
Public :	Not Applicable

Agenda – Wise disclosure

Details of Agenda: 1. Preferential Allotment of Equity Warrants of the Company to the Promoters/Promoters Group entities.

Resolution required :

Whether promoter/promoter group are interested in the agenda/resolution						Special Resolution		
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	YES		
						No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27869790	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27869790	0	0.0000	0	0	0.0000
Public – Institutions	E-Voting	10187118	8988599	88.2350	8988599	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10187118	8988599	88.2350	8988599	0	100.0000
Public- Non Institutions	E-Voting	11415422	1866091	16.3471	1865974	117	99.9937	0.0063
	Poll		455	0.0040	452	3	99.3407	0.6593
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11415422	1866546	16.3511	1866426	120	99.9936
Total		49472330	10855145	21.9419	10855025	120	99.9989	0.0011

