



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

01/CS/SE/001/93327

June 07, 2018

The Secretary  
National Stock Exchange of India Limited  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai – 400051

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700001

The Secretary  
BSE Limited  
1<sup>st</sup>, Floor, New Trade Ring  
Rotunda Building, Phiroze JeeJeebhoy Towers  
Dalal Street, Mumbai – 400001

Sub: Minutes Proceedings of the Extra Ordinary General Meeting.

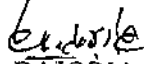
Dear Sir,

We enclose herewith the certified true copy of the minutes of proceedings of the Extra Ordinary General Meeting of the Company held on Friday, 11<sup>th</sup> May, 2018 at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700017.

The same is for your information and record.

Thanking you,

Yours faithfully,  
For SIMPLEX INFRASTRUCTURES LIMITED

  
B.L. BAJORIA  
SR. VICE PRESIDENT &  
COMPANY SECRETARY

Enc: as above.

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

Minutes of the Proceedings of Extra Ordinary General Meeting of the Shareholders of the Company held on Friday, 11<sup>th</sup> May, 2018 at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017 at 11.30 a.m.

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Present at the Meeting:

Directors: Mr. Rajiv Mundhra, Executive Chairman  
Mr. S. Dutta, Whole-time Director & CFO  
Mr. D.N. Basu, Whole-time Director  
Mr. N.N. Bhattacharyya, Independent Director  
Ms. Leena Ghosh, Independent Director

In attendance: Mr. B.L. Bajoria, Senior Vice President & Company Secretary  
Mr. N.K. Kakani, Sr. Executive Director

Scrutinizer: Mr. Deepak Kumar Khaitan, Practicing Company Secretary

Members/  
Proxies: 110 Members (including authorized representatives in terms of Section 113 of the Companies Act, 2013) representing 1,97,14,531 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 Extra Ordinary General Meeting (EGM) of the Company and introduced the Board Members and other invitees present on the dais and also acknowledged the presence of the Scrutinizer for voting process.

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 EGM, the Chairman deliberated upon macro environment, Company's performance during the period and future prospects and outlook of the Company in his speech. He then concluded by 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 14<sup>th</sup> April, 2018 convening the Extra-Ordinary General Meeting was taken as read with the consent of the Members present.

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 three days from Tuesday, 8<sup>th</sup> May, 2018 at 9.00 a.m and concluded on Thursday, 10<sup>th</sup> May, 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 EGM 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 EGM venue.

The Chairman further informed the Members that Mr. Deepak Kumar Khaitan , Practicing Company Secretary 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](http://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 EGM has been transacted. Thereafter, the Chairman proceeded to transact the business of the EGM in terms of the Notice convening this EGM.

The Chairman informed the Members that agenda item no. 1 relates to preferential allotment of equity warrants of the Company to the promoters/ promoter group entities. 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 a Special Resolution

#### **Resolution No. 1**

##### **As a Special Resolution:**

**Preferential Allotment of Equity Warrants of the Company to the Promoters/ Promoters**      **“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and



**Group  
entities**

the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be deemed necessary by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, 36,09,261 (Thirty Six Lakhs Nine Thousand Two Hundred and Sixty One only) Convertible Warrants ("Warrants") on a preferential basis to (i) Anupriya Consultants Private Limited (ii) RBS Credit & Financial Developments Private Limited, (iii) Baba Basuki Distributors Private Limited and (iv) JMS Mining Private Limited ("Warrant Holders"), being companies forming part of the Promoter Group of the Company (as defined in the ICDR Regulations), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs.2/- (Rupees Two Only) each (the "Equity Shares") for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants for cash, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 554.13 each (Rupees Five Hundred and Fifty Four and Thirteen Paise Only) not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) and not lesser than the price as may be arrived at in accordance with the Chapter VII of ICDR Regulations and any other applicable laws and Regulations provided.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the ICDR Regulations, the "**Relevant Date**" for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is Wednesday April 11, 2018 which is 30 (Thirty) days prior to the scheduled date of the shareholders' meeting.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holders shall pay an amount equivalent to atleast 25 percent of the price fixed per Warrant on or before the allotment of the Warrants and the balance 75 percent shall be payable by the Warrant Holder on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s).

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory



authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (i) The Warrants may be exercised by the Warrant Holders at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants ("Tenor") by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.2/- each to the Warrant holders;
- (ii) In the event the Warrant Holders does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (iii) The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holders;
- (iv) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holders upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges.
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company;
- (vi) Upon exercise of the Warrants by the Warrant Holders, the Company shall issue and allot appropriate number of Equity



Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holders and entering the name of Warrant Holders in the records of the Company as the registered owner of such Equity Shares;

- (vii) A Warrant subscription price equivalent to 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holder at the time of exercising the Warrant;
- (viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI and any other statutory authority as may be applicable, including or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations and other applicable provisions under any other Regulations, the Warrants and equity shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- (x) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holders to the Company in accordance with the provisions of ICDR Regulations;
- (xi) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
- (xii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holders thereof any rights with respect to that of a shareholder(s) of the Company;
- (xiii) Until the Warrants, are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.
- (xiv) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and



the Securities Contracts (Regulation) Rules, 1957.

- (xv) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI Listing Regulations

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, make allotments, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, application to Stock Exchanges for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), to negotiate / modify / execute / deliver and / or sign any declarations, offer letters, prospectus, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard, entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution."



Proposed by: Mr. Bharat Kr. Mehta  
Seconded by: Mr. Kashmir Lal Mallick

Thereafter the Chairman invited the Members present 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 Entities

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.

After considering the item mentioned in the Notice convening the EGM, the Chairman requested Mr. Deepak Kumar Khaitan, the Scrutinizer present at the EGM to facilitate voting through ballot papers by the eligible members present at the EGM 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 EGM, and informed that combined results of the remote e-voting and votes cast by ballot would be announced same day i.e. 11<sup>th</sup> May, 2018 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](http://www.simplexinfra.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

The consolidated voting results as declared on 11<sup>th</sup> May, 2018 forms part of this Minutes and is enclosed as Annexure-I

Mr.S.Dutta then requested the Chairman to continue with the remaining proceedings of the meeting. Accordingly, Mr. Rajiv Mundhra resumed the Chair.

At the request of the Chairman, Mr. Dutta informed the Members that in addition to the resolutions mentioned in the notice dated April 14, 2018, a clarificatory addendum to the Special Resolution (Item No.11) passed in the Annual General Meeting held on 22/9/2017 is also being placed before the meeting. He further 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 following clarificatory addendum resolutions to the special resolution passed in the AGM held on 22.09.2017 was proposed for Shareholders approval:





**“RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorized, at its absolute discretion, to issue Equity Shares at discount not more than five percent or as may be permitted under the applicable SEBI regulations to the floor price.”

**“RESOLVED FURTHER THAT** this being only a clarificatory addendum to the Resolution already passed by the Shareholders, the requirement of the notice period be and is hereby waived”:

Proposed by : Mr.Amit Kumar Banerjee ;  
Seconded by: Mr.P.Roy Choudhary

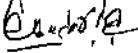
Thereafter he invited observation and query of the shareholders present in the meeting in this matter. Some Members sought clarification, which was satisfactorily replied by Mr.S.Dutta. Thereafter, the members approved and took a note of the same.

The EGM 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.

Date: 23.05.2018  
Place: Kolkata

Sd/-  
CHAIRMAN

CERTIFIED TRUE COPY  
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)  
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E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com  
CIN No. L45209 WB 1924 PLC 004969

## Extra-Ordinary General Meeting of the Company held on Friday, 11<sup>th</sup> 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 11<sup>th</sup> 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

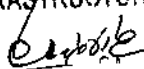
Based on the Report of the Scrutinizer, the Resolution, as set out in the Notice of the Extra-Ordinary General Meeting have been passed by the Shareholders.

For SIMPLEX INFRASTRUCTURES LIMITED

  
RAJIV MUNDHRA  
EXECUTIVE CHAIRMAN

Date: 11.05.2018

CERTIFIED TRUE COPY  
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 / 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 / 2758 / 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) 2819-5058 / 5057