



Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

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NOTICE

NOTICE is hereby given that the Ninety-ninth Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Friday, the 22nd day of September, 2017 at 11.30 am at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071, to transact the following businesses:

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.
2. To declare dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Rajiv Mundhra (DIN 00014237), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"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 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."

5. To appoint Auditors of the Company and to fix their remuneration.

The Companies Act, 2013 ('the Act') was notified effective April 1, 2014. Section 139 of the Act lays down criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as Auditor in the

Notice (Contd..)

same company. The incumbent Auditors, M/s. Price Waterhouse, Chartered Accountants (Firm Registration No: 301112E) has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 99th Annual General Meeting (AGM).

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the Statutory Joint Auditors of the Company for a period of five consecutive years from the conclusion the 99th AGM of the Company till the conclusion of the 104th AGM.

Therefore, the shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“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.”

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“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”

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“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

Notice (Contd..)

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.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**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.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**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 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 be held in 2023, whichever is earlier.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of sections

Notice (Contd..)

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 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 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

Notice (Contd..)

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."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"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 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,

Notice (Contd..)

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, 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.

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.

Notice (Contd..)

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.”

By Order of the Board

For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. BAJORIA

Kolkata

SR. VICE PRESIDENT &

Dated: August 14, 2017

COMPANY SECRETARY

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF.** A proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be received at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Annual General Meeting. A proxy form for the AGM is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution or upload it on e-voting portal, authorizing their representative to attend and vote on their behalf at the Meeting.
3. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special businesses to be transacted at the Annual General Meeting as set out in the notice is annexed hereto.
4. a) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 14th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the meeting.

b) The dividend, if declared by the Members at the Annual General Meeting, will be paid to those Members whose names appear as Members in the Company's Register of Members as on Wednesday, 13th September, 2017. In respect of shares held in dematerialised form, the dividend will be payable to those Members whose names appear as Beneficial Owners in the list of Beneficial Owners as at the close of business hours on Wednesday, 13th September, 2017, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
5. Relevant documents referred to in the notice and accompanying statement are open for inspection by the Members at the Registered Office of the

Notice (Contd..)

- Company on all working days except Saturdays and public holidays, between 10.30 am to 12.30 p.m. up to the date of the Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI), vide its circular no. CIR/MRD/DP/10/2013 dated 21st March, 2013, has made it mandatory for all listed Companies to use any Reserve Bank of India approved electronic mode of payment for making cash payments to investors viz. ECS/NEFT/RTGS etc. For Members holding securities in demat mode are therefore requested to immediately intimate their respective Depository Participants of any change, regarding Bank Accounts in which they wish to receive dividend. The Company cannot act on any direct request received from such Members for any change in bank details, such changes are to be advised only to the Depository participant of the Member. Investors holding shares in the physical form are requested to immediately update the details of their Bank Accounts in which they wish to receive dividend, directly with the Company's Registered Office.
 7. Members holding securities in electronic form are requested to intimate immediately any change in their address/e-mail id/ bank mandates directly to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares certificates in physical form are requested to advise any change of address/e-mail id/ bank mandate immediately to the Company's Registered Office.
 8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants. Members holding shares in physical form can submit their PAN details to the Company.
 9. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividends to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the website of the company www.simplexinfra.com. Members, who have not encashed their dividend for the financial year ended 31st March, 2010, are advised to write to the Company immediately claiming dividends declared by the Company. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company.
 10. Members holding shares in single name and physical form are advised to make Nomination in respect of their shareholdings in the Company in the prescribed Form for this purpose to the Company.
 11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the registered office of the company, for consolidation into a single folio.
 12. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting, are provided in the enclosed Annexure-A. The Directors have furnished the requisite declarations for their appointment / re-appointment.
 13. Members are requested to contact the Share Department at the Registered Office of the Company (Phone 2301-1600), Email: secretarial.legal@simplexinfra.com for prompt reply to their queries and for redressal of any complaint.
 14. The Annual Report 2016-17, the Notice of the AGM and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to Members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the

Notice (Contd..)

documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

15. Members may also note that the Notice of the 99th Annual General Meeting and the Annual Report for the Financial Year 2016-17 will be available on the Company's website www.simplexinfra.com for their download and also on the website of National Securities Depository Limited viz. <https://nsdl.co.in/>.
16. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Annual General Meeting.

17. Voting through electronic means:

In compliance with Section 108 of the Act read with corresponding rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL).

The process and manner of voting by electronic means, the time schedule including the time period during which the votes may be cast and all other necessary instructions and information in this respect have been given in a separate sheet attached hereto forming part of the notice. The Board has appointed Mr. Deepak Kumar Khaitan, Practising Company Secretary and/or Ms. Siddhi Dhandharia, Practising Company Secretary, as the Scrutinizer to scrutinize the e-voting/ ballot process in a fair and transparent manner.

18. Voting by means of Ballot:

- (i) The facility for voting through ballot shall be made available at the meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting.

- (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 6**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration no:000041) as Cost Auditors to conduct the audit of records of Cost Audit for the financial year 2016-17 & 2017-18. In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2013, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17 & 2017-18.

The Board therefore, recommends the Resolution set out in Item No. 6 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relative are, in anyway, concerned or interested, financial or otherwise in the said resolution set out at item No. 6.

Item No. 7

Mr. Rajiv Mundhra was elevated to the position of Executive Chairman w.e.f. 21.09.2016 in view of his contribution to the growth of the Company. The tenure of Mr. Rajiv Mundhra as Whole-time Director is due to expire on 31st March, 2018. The Board feels that his continued association would be of immense benefit to the Company considering his leadership, rich experience and contribution to the Company.

Notice (Contd..)

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company accorded their approval for re-appointment of Mr. Rajiv Mundhra as a Whole-time Director for a further period of five years commencing from 1st April, 2018, subject to approval of the Members.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit from a member of the Company expressing its intention to propose the candidature of Mr. Mundhra as a Director of the Company.

Mr. Rajiv Mundhra has expertise in the field of project management, business administration, and finance. His leadership quality and business acumen has helped the company in expanding its business into all segments of the construction industry, in India and overseas.

The Board of Directors is of the opinion that his re-appointment as a Whole-time Director will be immensely beneficial to the Company. Considering this, Mr. Rajiv Mundhra, may be re-appointed as a Whole-time Director of the Company.

The main terms and conditions as laid down in the draft agreement relating to re-appointment of Mr. Rajiv Mundhra as Whole-time Director of the Company are given as under:

(i) Tenure:

5 (five years) with effect from 1st April, 2018

(ii) Salary:

The salary, allowances and incentives, variables and other benefits etc will be determined by the Board of Directors on recommendation of the Nomination and Remuneration Committee from time to time within the range of Rs.2,50,000/- to Rs.15,00,000/- per month.

(iii) Perquisites & Allowances:

1. Fully furnished residential accommodation. In case free furnished housing accommodation is not provided by the Company, the Board of Directors are authorized to grant a house rent allowance within the range of Rs.50,000/- to Rs.2,50,000/- per month.

2. Reimbursement of medical / hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the Rules of the Company and or medical insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
3. Leave travel concession as per Rules of the Company.
4. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
5. Premium for Personal Accident Insurance policy.
6. The Company's contribution to Provident Fund as per the Rules of Company applicable to Senior Executives.
7. Gratuity payable will not exceed half a month's salary for each completed year of service.
8. Leave and encashment of leave as per Rules of the Company.
9. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.
10. Use of a motor car with driver.
11. Membership of Group Term Assurance Benefit as per Rules of the Company.
12. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

(iv) Minimum remuneration:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Mundhra, as Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives, variable and other benefits and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof.

Notice (Contd..)

- (v) The appointment may be terminated by six months notice from either side.
- (vi) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

In view of the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 7 of the accompanying notice for approval of Members.

The above may be treated as an abstract of the terms of re-appointment of Mr. Rajiv Mundhra and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Rajiv Mundhra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, in respect of his appointment and remuneration payable to him.

Item No. 8

The tenure of Mr. Sukumar Dutta, Whole-time Director is due to expire on 31st August, 2018. The Board feels that his continued association would be of immense benefit to the Company considering his rich experience and contribution to the Company. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company accorded their approval for re-appointment of Mr. Dutta as a Whole-time Director for a further period of three years commencing from 1st September, 2018, subject to approval of the Members.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit from a member of the Company expressing its intention to propose the candidature of Mr. Dutta as a Director of the Company.

Mr. Dutta, Whole-time Director, aged 78 years, M.Com., L.L.B., F.C.A. is a finance professional with over five decades of experience in corporate finance and accounts, taxation, management consultancy, mergers & acquisitions,

financial management and business administration of large corporates. He joined the Company in the year 2001 and has a distinguished career with the Company. Mr. Dutta with his wealth of experience is actively involved in the overall corporate accounts, administration, auditing and finance of the Company. The Board is of the opinion that considering the long association and experience of Mr. Dutta, he may be re-appointed as a Whole-time Director of the Company.

The broad particulars of the terms and conditions and remuneration payable to Mr. Dutta as Whole-time Director of the Company are given hereunder:

(i) Tenure:

3 (three years) with effect from 1st September, 2018

(ii) Salary:

The salary, allowances and incentives, variables and other benefits etc will be determined by the Board of Directors on recommendation of the Nomination and Remuneration Committee from time to time within the range of Rs.2,50,000/- to Rs.15,00,000/- per month.

(iii) Perquisites & Allowances:

1. Fully furnished residential accommodation. In case free furnished housing accommodation is not provided by the Company, the Board of Directors are authorised to grant a house rent allowance within the range of Rs.50,000/- to Rs.2,50,000/- per month.
2. Reimbursement of medical / hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the Rules of the Company and / or medical insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
3. Leave travel concession as per Rules of the Company.
4. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
5. Premium for Personal Accident Insurance policy.

Notice (Contd..)

6. The Company's contribution to Provident Fund as per the Rules of Company applicable to Senior Executives.
7. Gratuity payable will not exceed half a month's salary for each completed year of service.
8. Leave and encashment of leave as per Rules of the Company.
9. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.
10. Use of a motor car with driver.
11. Membership of Group Term Assurance Benefit as per Rules of the Company.
12. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

(iv) Minimum remuneration:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Dutta, as Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives, variable and other benefits and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof.

- (v) The appointment may be terminated by six months notice from either side.
- (vi) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

Mr. Dutta has attained the age of seventy years, therefore, his appointment is proposed to be made by a Special Resolution in terms of the provisions of Section 196 of the Companies Act, 2013.

In view of the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 8 of the accompanying notice for approval of Members.

The above may be treated as an abstract of the terms of re-appointment of Mr. S. Dutta and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Sukumar Dutta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, in respect of his appointment and remuneration payable to him.

Item No. 9

Ms. Leena Ghosh, Independent Director was inducted to the Board of Directors of the Company with effect from the date of 97th Annual General Meeting of the Company (i.e. 24th September, 2015) to hold office for a period of three consecutive years. Accordingly the present term of Ms. Ghosh is due to expire on 23rd September, 2018. The Company has received a notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit from a member of the Company expressing its intention to propose the candidature of Ms. Ghosh as a Director of the Company. Ms. Ghosh has given her consent to act as a Director if so appointed in the forthcoming Annual General Meeting of the Company.

Ms. Leena Ghosh (DIN 07099984) is B. A. (Hons) in Economics, University of Durham, U.K., Fellow Member of the Institute of Chartered Accountants in England and Wales and also a Fellow Member of the Institute of Chartered Accountants of India. She has diverse experience in the field of Accounting and Auditing.

The Nomination and remuneration Committee, after considering the feedback received from the Directors on Evaluation of Independent Directors, recommended re-appointment of Ms. Leena Ghosh for a further term of 5 years commencing from 24th September, 2018.

Ms. Leena Ghosh is proposed to be re-appointed as an Independent Director for a term of five years, therefore, her appointment is proposed to be made by a Special Resolution in terms of the provisions Section 149(10) of the Companies Act, 2013.

In view of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 9 of the accompanying notice for approval of Members.

Notice (Contd..)

Except Ms. Leena Ghosh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, in respect of her appointment

Item No. 10

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inter-alia under section 42 of the Companies Act, 2013 deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, it shall be sufficient if the company shall obtain previous approval of its shareholders by means of a special resolutions only once in a year for all the offers or invitation for such debentures during the year.

In order to augment medium to long term resources and for financing the Company's present and future business activities, the Company may offer or invite subscription for secured/unsecured redeemable non-convertible debentures in one or more series/tranches on private placement basis during the year.

Accordingly consent of the Members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for secured/unsecured non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board therefore, recommends the Resolution set out in Item No. 10 of the accompanying Notice for adoption as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company & their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 10.

Item No. 11

The Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in

the resolution. The fund raising may be through a mix of equity/equity-linked instruments, as may be appropriate. Members' approval is sought for the issue of securities linked to or convertible into Equity Shares of the Company. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Members' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. While no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional share capital that may be issued would not be exceed five times the networth of the Company as per the audited balance sheet of the previous financial year. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects pari passu with the existing Equity Shares of the Company. The Company may also opt for issue of securities through Qualified Institutional Placement (QIP) in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue. As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date." The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, subject to Section 53 of the Companies Act, 2013. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the

Notice (Contd..)

SEBI Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. In case of issue of convertible bonds and/or equity shares, the price will be determined on the basis of the current market price and other relevant guidelines. The "relevant date" for the above purpose, 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. The Stock Exchange for the same purpose is BSE Limited/ National Stock Exchange of India Limited / The Calcutta Stock Exchange Limited.

The Board therefore, recommends the Resolution set out in Item No. 11 of the accompanying Notice for adoption as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company & their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 11.

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. BAJORIA

Kolkata
Dated: August 14, 2017

SR. VICE PRESIDENT &
COMPANY SECRETARY

Details of Directors seeking re-appointment at the Ninety Ninth Annual General Meeting of the Company [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Sukumar Dutta	Mr. Rajiv Mundhra	Ms. Leena Ghosh
Age (In years)	78	41	59
Date of Appointment	21/06/2001	28/07/2003	24/03/2015
Qualifications	M. Com, LLB, FCA	B. Com (Hons.)	B.A. (Hons) in Economics, University of Durham, U.K., Fellow Member of the Institute of Chartered Accountants in England and Wales and also a Fellow Member of the Institute of Chartered Accountants of India.
Number of Shares held in the Company	500	1868790*	Nil
Expertise in specific functional area	More than 50 years of experience in the field of Accounts, Finance, Taxation and Audit	Several years of experience in finance, project planning, monitoring and control, business administration and management in India and overseas	Diverse experience in Accounting and Auditing
Relationship with other Directors, Managers & Key Managerial Personnel	Nil	Nil	Nil
Directorship and Membership of Committees of other listed entities	Nil	Nil	Directorship: Mangalam Timber Products Limited Committee Membership: i) Audit Committee ii) Stakeholders Relationship Committee

*Includes 233920 equity shares held as a Trustee, 65000 equity shares held on behalf of his minor son.

Notice (Contd..)

Information and other instructions relating to remote e-voting are as under:

- (i) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facility.
- (ii) The Board of Directors of the Company has appointed Mr. Deepak Kumar Khaitan and/or Ms. Siddhi Dhandharia Practicing Company Secretary as Scrutinizer to scrutinize the entire remote e-voting process in a fair and transparent manner and he/she has communicated his/her willingness to be appointed and will be available for the same purpose.
- (iii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 13th September, 2017.
- (iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 13th September, 2017 only shall be entitled to avail the facility of remote e-voting. Those who become members of the Company after despatch of the AGM Notice but on or before 13th September, 2017 may write to NSDL at evoting@nsdl.co.in requesting for User ID and Password. On receipt of the User ID and Password the Members may follow the instructions for Remote E-Voting as provided with this notice.
- (v) Commencement of remote e-voting : From 9.00 a.m. (IST) on 18th September, 2017
End of remote e-voting: Up to 5.00 p.m. (IST) on 21st September, 2017
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- (vi) The Scrutinizer, after scrutinizing the votes cast at the Meeting and through remote e- voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.simplexinfra.com and on the website of NSDL i.e. www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd September, 2017.
- (viii) The process and manner for 'remote e-voting' are as under:
 - A. In case of members receiving e-mail: In case Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]**
 - a. Open email and open PDF file viz; "Simplex Infrastructures e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on Shareholder – Login
 - d. Put user ID and password as initial password/ PIN noted in step (a) above. Click Login
 - e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - g. Select "EVEN" of Simplex Infrastructures Limited
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to secretarial.legal@simplexinfra.com with a copy marked to evoting@nsdl.co.in.

Notice (Contd..)

- B. In case a Member receives physical copy of the Notice [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- a. Initial password is provided at the bottom of the Attendance Slip.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- (ix) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free number 1800-222-990.
- (x) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (xi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (xii) The Chairman shall at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “ballot paper” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- (xiii) The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xiv) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.simplexinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Route-Map to AGM Venue

