



AN ISO 9001 : 2008  
certified company

# SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)  
PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5963  
E-mail : [simplexkolkata@simplexinfra.com](mailto:simplexkolkata@simplexinfra.com), Website : [www.simplexinfrastructures.com](http://www.simplexinfrastructures.com)  
CIN No. L45209 WB 1924 PLC 004869

01/CS/SE/001/92380

September 04, 2016

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai - 400051  
Scrip Code - SIMPLEXINF

The Secretary  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001  
Scrip code - 523838

✓ The Secretary  
Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata - 700001  
Scrip Code - 29053

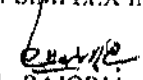
Dear Sir,

Sub: Compliance under Regulation 27(2) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulation, 2015 (LODR)

In Compliance with the provisions of Regulation 27(2) of the Securities Exchange Board of India (Listing  
Obligation and Disclosure Requirements) Regulation, 2015. We are forwarding herewith Corporate  
Governance Report (Annexure-I & Annexure-III) for the quarter ended 30<sup>th</sup> September, 2016.

Please acknowledge receipt.

Yours faithfully,  
For SIMPLEX INFRASTRUCTURES LIMITED

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

Enc: as above.

Securities and Exchange Board of India

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : SIMPLEX INFRASTRUCTURES LIMITED

2. Quarter ending : 30<sup>th</sup> September, 2016

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure* (Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	A.D.Mundhra **	AIPPM5997K00014227	Non-executive Director	20.09.2016 (Cessation)	N.A.	N.A.	N.A.	N.A.
Mr.	Rajiv Mundhra	AIIPM7012J00014237	Chairperson-Executive	01.04.2013	N.A.	1	0	1
Mr.	S. Dutta	ADRPD7115R00062827	Executive Director	01.09.2015	N.A.	1	2	0
Mr.	A.K.Chatterjee ****	AADPC3030F05260899	Executive Director	20.09.2016 (Cessation)	N.A.	N.A.	N.A.	N.A.
Mr.	N.N.Bhattacharyya	AEOPB7925B00014250	Non Executive/ Independent Director	04.09.2014	5 ***	1	2	0
Mr.	Sheo Kishan Damani	ADPPD6669N00062780	Non Executive/ Independent Director	04.09.2014	5 ***	1	1	1
Mr.	Asutosh Sen	ALEPS7339F00165345	Non Executive/ Independent Director	04.09.2014	5 ***	1	1	1
Ms.	Leena Ghosh	ADWPG8378C07099984	Non Executive/ Independent Director	24.09.2015	3	2	2	0
Mr.	Atindra Narayan Basu	ADZPB9392C05296613	Executive Director	20.09.2016	3	1	0	0

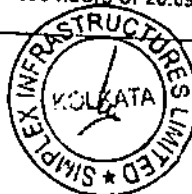
SPAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\* Mr. A.D. Mundhra, Vice-Chairman resigned w.e.f. close of business hours of 20.09.2016 from the Directorship of the Company.

\*\*\* The Company appointed its existing Independent Directors afresh in the AGM of the company held on 04/09/2014 for a period of 5 consecutive years pursuant to the provision of Companies Act, 2013

\*\*\*\* Mr. A.K.Chatterjee, Executive Director resigned w.e.f. close of business hours of 20.09.2016 from the Directorship of the Company



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) \$
1. Audit Committee	Mr. Asutosh Sen	Chairperson / Non-executive/ independent Director.
	Mr. N.N.Bhattacharyya	Non-executive/ Independent Director
	Mr.S.Dutta	Executive Director
2. Nomination & Remuneration Committee	Mr. S.K.Damani	Chairperson / Non-executive/ independent Director
	Mr. N.N.Bhattacharyya	Non-executive /Independent Director
	Mr. Rajiv Mundhra	Executive Director
	Ms. Leena Ghosh	Non-executive /Independent Director
3. Risk Management Committee(if applicable)	Mr. Rajiv Mundhra	Chairperson/Executive Director
	Mr. S.Dutta	Executive Director
	Mr. N.K.Kakani	Member
	Mr. S.K.Maiti	Member
4. Stakeholders Relationship Committee'	Mr. S.K.Damani	Chairperson/Non-executive /independent Director
	Mr. N.N.Bhattacharyya	Non-executive /Independent Director
	Mr. S.Dutta	Executive Director

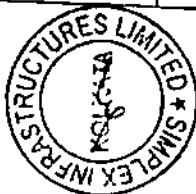
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30.05.2016	05.09.2016	97 days
	20.09.2016	

## IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	05.09.2016	Yes	30.05.2016	68 days
		Yes	28.06.2016	
Stake Holders Relationship Committee	05.09.2016	Yes	30.05.2016	97 days
Nomination & Remuneration Committee	20.09.2016	Yes	N.A.	N.A.
Risk Management Committee	NIL	N.A.	NIL	N.A.



Securities and Exchange Board of India

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

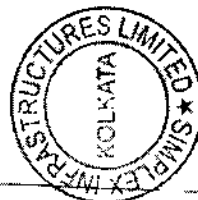
2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee- **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) -The Company do not fall under Top 100 listed entities but has constituted a Risk management committee.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The report for the previous quarter has been placed to the Board at the meeting held on 05.09.2016 and Board noted the same.**

*B.L. Bajoria*

Name & Designation : B.L.Bajoria  
 Sr.Vice President & Company Secretary  
 Place: Kolkata  
 Date: 05.10.2016



**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year | Affirmations**

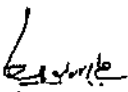
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes  ( Business responsibility report not applicable )
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

  
**Name & Designation: B.L. Bajoria**  
**Sr. Vice President & Company Secretary**

