



SIMPLEX INFRASTRUCTURES LIMITED

CIN - L45209WB1924PLC004969

Regd. Office: "SIMPLEX HOUSE", 27, Shakespeare Sarani, Kolkata-700017

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E-mail: secretarial.legal@simplexinfra.net, Website: www.simplexinfra.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,
The Members,
Simplex Infrastructures Limited

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings (including any statutory modification or re-enactment thereof for the time being in force) and circulars and notifications issued thereunder and Regulations 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the resolutions appended below be passed by the Members through Postal Ballot (including e-voting). The statement pertaining to the said resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company have appointed CS Deepak Kumar Khaitan, Company Secretary in Whole-Time Practice as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner. Further, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. In compliance with the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders of the Company may cast their votes either through Postal Ballot Form or electronically (i.e. e-voting). It is clarified that the Shareholders can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. Shareholders desirous of voting electronically are requested to carefully read the instructions for e-voting enumerated in the notes to the Postal Ballot Notice. Shareholders who wish to exercise their vote using Postal Ballot Form are requested to carefully go through the instructions printed in the Postal Ballot Notice and enclosed Postal Ballot Form.

The voting including e-voting will commence on Saturday, October 22, 2016 (9.00 a.m. IST) and will end on Monday, November 21, 2016 (5.00 p.m. IST). You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Monday, November 21, 2016 (5.00 p.m. IST). Postal Ballot Forms received after the said date will be treated as if the reply from such Shareholder has not been received. The Scrutinizer will submit his report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-voting.

The results together with the Scrutinizer's Report shall be declared on Wednesday, November 23, 2016, at 5.00 PM at the registered office of the Company at Simplex House, 27, Shakespeare Sarani, Kolkata- 700017. The result shall be communicated to BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.simplexinfra.com.

Following resolutions are to be passed by the Shareholders of the Company through Postal Ballot (including e-voting):

RESOLUTIONS

ORDINARY RESOLUTIONS

Item No. 1: Appointment of Mr. Atindra Narayan Basu as a Director of the Company.

To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT Mr. Atindra Narayan Basu (DIN 05296613), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from September 20, 2016 and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the Act) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 2: Approval of appointment and remuneration of Mr. Atindra Narayan Basu as Whole-time Director of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule – V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Article of Association of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Atindra Narayan Basu (DIN 05296613) as a Whole-time Director of the Company, liable to retire by rotation, w.e.f. 20th September, 2016 for a period of 3 years on the conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board on the recommendation of Nomination and Remuneration Committee be and is hereby authorized to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Atindra Narayan Basu in such manners as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Basu, and to alter and vary the terms and conditions of the said appointment from time to time, 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 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 appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

SPECIAL RESOLUTION:

Item No. 3: Approval of appointment and remuneration of Mr. Dipak Narayan Basu as a Whole-time Director of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as a Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Sections 196,197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Dipak Narayan Basu (DIN 00981990), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years on the conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board on the recommendation of Nomination and Remuneration Committee be and is hereby authorized to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Dipak Narayan Basu in such manners as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Basu, and to alter and vary the terms and conditions of the said appointment from time to time, 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 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 appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

Registered Office: Simplex House, 27, Shakespeare Sarani, Kolkata- 700017 Place: Kolkata Date: September 20, 2016	By Order of the Board of Directors Sd/- B. L. Bajoria Sr. Vice-President & Company Secretary
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Notes:

1. Consideration and approval of the Shareholders of the Company by Postal Ballot (including e-voting) is sought for the above resolutions.
2. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 stating all material facts, disclosure of interest, if any and reasons thereof for the proposals is annexed hereto and forms part of this Notice.

3. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members and list of Beneficial Owners as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Wednesday, October 12, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose e-mail ids are not registered, physical copies of the Postal Ballot are being sent by registered/speed post along with a postage-prepaid self addressed business reply envelope. The Postal Ballot Notice shall be communicated to BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.simplexinfra.com.
4. The Company has appointed CS Deepak Kumar Khaitan, Company Secretary in Whole-Time Practice as the Scrutinizer to conduct the Postal Ballot (including e-voting process) in a fair and transparent manner.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on Wednesday, October 12, 2016.
6. Shareholders have the option either to vote through e-voting or through Postal Ballot Form. If a Shareholder has opted for e-voting, then he/she should not vote by physical Postal Ballot Form and vice versa. In case Shareholder cast his/her vote via both modes i.e. physical Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and Physical Postal Ballot Form of that Member shall be treated as invalid.
7. A Postal Ballot Form along with self-addressed postage prepaid business reply envelope is also enclosed. Shareholders voting through Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot notice and the enclosed Postal Ballot Form.
8. In case a shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to secretarial.legal@simplexinfra.com. The Registrar and Share Transfer Agent / Company shall forward the same along with self-addressed postage-prepaid Business Reply Envelope to such shareholder. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Note No. 14.
9. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint members. A postal ballot form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used;
 - (ii) It has not been signed by or on behalf of the Member;
 - (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - (iv) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (v) Neither assent nor dissent is mentioned;
 - (vi) Any incomplete, torn, incorrectly completed, mutilated, over-written form;
 - (vii) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (viii) The envelope containing the postal ballot form is received after the last date prescribed;
 - (ix) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (x) It is received from a Member who is in arrears of payment of calls;
 - (xi) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (xii) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. The Postal Ballot Form should be completed and signed by the Shareholders (as per specimen signature registered with the Company and furnished by National Securities Depository Limited & Central Depository Services (India) Limited). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the Postal Ballot by enclosing the copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the Postal Ballot Form. If the copy of the resolution as aforesaid is not provided along with the postal ballot form then such form shall be considered as invalid.
11. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the related Rules and SEBI Circulars, the Company is pleased to provide e-voting facility to all its Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.
12. A Member cannot cast his / her vote by proxy on Postal Ballot.

13. Members desiring to cast their vote by physical Postal Ballot, are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 p.m. (IST) on November 21, 2016. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
14. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. (IST) on November 21, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from such Member.

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL:

- (i) Open email and open PDF file viz; “Simplex Infrastructures Limited evoting.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.
- (ii) Launch internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and initial password noted in step (i) above and Click on Login.
- (v) Password change menu will appear. Change the password/PIN with a 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.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select “EVEN” (i.e. e-voting Event Number) of Simplex Infrastructures Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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

B. In case a Member receives physical copy of the Notice of Postal Ballot

[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided at the bottom of the Postal Ballot Form, in the manner as stated below:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

C. Other Instructions:

- (i) 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
 - (ii) 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.
 - (iii) The e-voting period commences on October 22, 2016 (9.00 a.m. IST) and will end on November 21, 2016 (5.00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of October 12, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
15. The Scrutinizer will submit his report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms (including e-voting). The results together with the Scrutinizer’s Report shall be declared on Wednesday, November 23, 2016, at 5.00 PM at registered office of the Company i.e. Simplex House, 27, Shakespeare Sarani, Kolkata- 700017. The result shall be communicated to BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share

Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.simplexinfra.com.

16. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of completion of Voting by Postal Ballot (including e-voting), i.e. Monday 21st November, 2016.
17. The Resolutions, if passed by the requisite majority of the shareholders by means of Postal Ballot including e-voting, shall be deemed to have been duly passed at a general meeting of members convened in that behalf.
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 11.00 a.m. till 5.00 p.m. on all working days from the date of dispatch of the Notice till Monday, November 21, 2016 (except Saturdays, Sundays and Public Holidays).

Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

ITEM NOS. 1 & 2

The Board of Directors of the Company, on the recommendations of Nomination and Remuneration Committee, have appointed Mr. Atindra Narayan Basu as an Additional Director with effect from September 20, 2016, in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such upto the date of next Annual General Meeting of the Company.

The Company has received notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Atindra Narayan Basu for the office of Director of the Company, liable to retire by rotation. The Company has received from Mr. Atindra Narayan Basu consent in writing to act as Director of the Company and also a declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the same Board Meeting, Mr. Basu was also appointed as Whole-time Director for a period of three years with effect from 20th September, 2016 on the recommendation of Nomination & Remuneration Committee and subject to approval of the Members in the ensuing General Meeting.

Mr. Basu has a rich experience of nearly four decades in wide spectrum of civil infrastructure activities. He has been associated with the Company since 2002 in various positions of responsibility. Benefiting the Company by his capability and valuable experience in the field of implementation of civil infrastructure activities and all facets to carry out business which includes team building, recruitment of personnel, business development, estimation and tendering, preparation of budget and execution of projects of large magnitudes, he was elevated to the position of Technical Director in 2015. He is also a fellow Member of the Institution of Engineers (India).

Keeping in view that Mr. Basu has rich and varied experience in the industry and his involvement in the operations of the Company, his appointment as a Whole-time Director of the Company will enrich the Board and would be in the interest of the Company.

Brief resume of Mr. Atindra Narayan Basu along with his particulars namely age, qualification, past experience, relationships amongst Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as follows:

Date of Birth	January 17, 1955
Date of Appointment	Joined the Company in April 2002. Was appointed as Additional Director w.e.f September 20, 2016
Qualification	Bachelor in Civil Engineer from Jadavpur University in 1977
Nature of Expertise in specific functional area	Experience in wide spectrum of Civil Infrastructure activities including water & sewerage sector, Metro Railway projects, Bridge/Other elevated structures, Railway Projects etc., particularly in Ground Engineering activities and Port and Harbour Projects. Also experienced in all facets to carry out the business which includes team building, recruitment of personnel, business development, estimation and tendering, preparation of budget, and execution of projects of large magnitudes within the given parameters.
Names of listed companies (other than Simplex Infrastructures Limited), in which he holds Directorship and Committee Membership	NIL
Shareholding in the Company	NIL
Relationship between Directors inter-se	NIL

The terms and conditions of the appointment including remuneration were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The main terms of appointment and remuneration as set out in the Agreement entered between the Company and Mr. Basu are detailed below for consideration by the Members. The proposed remuneration is in line with the remuneration being paid to the Whole-time Directors in the industry for similar sized companies.

Further, the educational background, experience and job profile of Mr. Basu justify his entitlement to the remuneration as stated below:

(i) Tenure:

3 (three) years with effect from 20th September, 2016.

(ii) Salary:

The salary, allowances, 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 2,40,000/- to Rs.10,00,000/- 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. 35,000/- to Rs. 1,50,000/- 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, subject to the provisions of The Payment of Gratuity Act, 1972.
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 for official purpose.
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. Basu, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives, variables, 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.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board seeks approval of the members for the appointment of Mr. Atindra Narayan Basu as Whole-time Director of the Company for 3 consecutive years pursuant to section 149 and other applicable provisions of the Act and Rules made there under.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. A. N. Basu for whom the Resolution relates, are interested or concerned, financially or otherwise in the aforesaid resolution.

ITEM NO.3

Mr. Dipak Narayan Basu is an experienced technocrat working with the Company with more than five decades of engineering experience. He has expertise in handling infrastructure and industrial projects-civil, structural, architectural construction and EPC with design. He is actively involved in the overall management of procuring processes, business development, cost control, administration of large industrial projects of the Company. He started his career with the Company in the year 1965 and has held various positions of responsibility. Thereafter, he was elevated to the position of Senior Technical Director of the Company in 2011.

He has served the Company in various important capacities and roles and considering the long association he has with the Company, it is proposed to appoint him as a Whole-time director of the Company for a period of three years, to enrich the Board with his immense knowledge and expertise in the entire gamut of construction related activities. He is also a Fellow Life Member of the Institution of Engineers and Institute of Geotechnical Society in India.

The Company has received a notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dipak Narayan Basu for the office of Director of the Company. The Company has received from Mr. Dipak Narayan Basu consent in writing to act as Director of the Company and also a declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013

Keeping in view that Mr. Dipak Narayan Basu has rich and diverse experience in the Industry and also his long association of the Company since 1965, his appointment as a Whole-time Director of the Company will enrich the Board and would be in the interest of the Company.

Brief resume of Mr. Dipak Narayan Basu along with his particulars namely age, qualification, past experience, relationships amongst Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as follows:

Date of Birth	November 7, 1942
Date of Appointment	Joined the Company in the year 1965.
Qualification	Bachelor in Civil Engineer from Jadavpur University in the year 1965.
Nature of Expertise in specific functional area	Experience in handling power projects -thermal & gas, nuclear projects in various form of work i.e. civil, structural, architectural construction and EPC with design, industrial projects- paper plant, cement plant, steel plant, petrochemical plant, aluminium plant & fertilizer plant, construction of roads, flyover & railway bridges for more than five decades.
Names of listed companies (other than Simplex Infrastructures Limited), in which he holds Directorship and Committee Membership	NIL
Shareholding in the Company	NIL
Relationship between Directors inter-se	NIL

The terms and conditions of the appointment including remuneration were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The main terms of appointment and remuneration as set out in the Agreement entered between the Company and Mr. Basu are detailed below for consideration by the Members. The proposed remuneration is in line with the remuneration being paid to the Whole-time Directors in the industry for similar sized companies. Further, the educational background, experience and job profile of Mr. Basu justify his entitlement to the remuneration as stated below:

(i) Tenure:

3 (three) years with effect from the date of declaration of postal ballot results.

(ii) Salary:

The salary, allowances, 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 2,40,000- to Rs.10,00,000/- 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.35,000/- to Rs.1,50,000/- 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, subject to the provisions of The Payment of Gratuity Act, 1972.
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 for official purpose.
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. Basu, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives, variables, 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.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall appoint a person who has attained the age of 70 years, as Managing Director, Whole-time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Mr. Dipak Narayan Basu has attained the age of 74 years, therefore this resolution is proposed for Members approval as special resolution in compliance with the provisions of the Companies Act, 2013.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board seeks approval of the members for the appointment of Mr. Dipak Narayan Basu as Whole-time Director of the Company for 3 consecutive years pursuant to section 149 and other applicable provisions of the Act and Rules made there under.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dipak Narayan Basu for whom the Resolution relates, are interested or concerned, financially or otherwise in the aforesaid resolution.

<p>Registered Office: Simplex House, 27, Shakespeare Sarani, Kolkata- 700017</p> <p>Place: Kolkata Date: September 20, 2016</p>	<p style="text-align: right;">By Order of the Board of Directors</p> <p style="text-align: right;">Sd/- B. L. Bajoria Sr. Vice-President & Company Secretary</p>
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