



Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

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

Tel: 033-23011600, Fax: 033-22835964

e-mail: secretarial.legal@simplexinfra.com, website: www.simplexinfra.com

NOTICE

NOTICE is hereby given that the One Hundredth Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Tuesday, the 25th day of September, 2018 at 11.30 am at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017, 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, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Atindra Narayan Basu (DIN 05296613), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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, payable to M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants (Firm Registration No.000041), for audit of the cost records of the Company for the financial year 2018-19, as approved by the Board of Directors, be and is hereby ratified."

5. 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, 198 and 203 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), and the Articles of Association of the Company, the re-appointment of Mr. Atindra Narayan Basu (DIN: 05296613), Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years commencing from 20th September, 2019, 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

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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 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 to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Atindra Narayan Basu in such manner as may be agreed to between the Board and Mr. Atindra Narayan Basu 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.

6. 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 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nripendra Nath Bhattacharyya (DIN: 00014250), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under

section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier.”

7. 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 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sheo Kishan Damani (DIN:00062780), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier.

8. 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

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other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Asutosh Sen (DIN: 00165345), an Independent Director whose term of office will expire on 4th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier and, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for re-appointment for the office of Director, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, on expiry of his present term of office, i.e. with effect from 5th September, 2019 or the date of the 101st Annual General Meeting, whichever is earlier."

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 provisions of sections 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. 500 crores (Rupees Five 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

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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 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."

10. 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

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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, 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 INR 600 Crores (Rupees Six Hundred Crores Only), 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 any issue of Securities made by way of QIP, in accordance with Regulations 85 of the SEBI Regulations, the Board may at its absolute discretion, issue Equity Shares (including upon conversion of the Securities) at a discount of not more than five percent or such other discount to the floor price as determined in terms of the SEBI Regulations and as permissible under the applicable law;

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

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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 authorise any director or any other officials of the Company 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 the stock exchanges where its existing shares are already listed, in accordance with applicable laws;

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**

Kolkata
Dated: August 14, 2018

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

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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 the 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 Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018 (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 Tuesday, 18th September, 2018. 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 Tuesday, 18th September, 2018, 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 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

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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. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education & Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the corresponding shares of the shareholders whose dividends remain unpaid /unclaimed for a period of seven consecutive years to the demat account of the IEPF Authority.

The company has published newspaper advertisements and has sent reminders to those members having unpaid/unclaimed dividends, before transfer of such dividends and corresponding shares whose dividends have been unclaimed/ unpaid for seven consecutive years, to the 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, 2011, 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.

The shareholders whose dividend/ shares have been transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of the IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

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/ reappointment.
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 2017-18, 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 Participants(s), unless a member has requested for a physical copy of the 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 communications from the Company electronically.
15. Members may also note that the Notice of the 100th

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Annual General Meeting and the Annual Report for the Financial Year 2017-18 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. 4

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 2018-19. 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

The Board therefore, recommends the Resolution set out in Item No. 4 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. 4.

Item No. 5

The tenure of Mr. Atindra Narayan Basu, Whole-time Director is due to expire on 19th September, 2019. 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. Atindra Narayan Basu as a Whole-time Director for a further period of five years commencing from 20th September, 2019, subject to approval of the Members.

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Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Atindra Narayan Basu has been received by the Company, and consent has been filed by Mr. Atindra Narayan Basu pursuant to Section 152 of the Companies Act, 2013.

Mr. Basu has rich experience of nearly four decades in wide spectrum of civil engineering and infrastructure activities. He has been associated with the Company since 2002 in various position 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. In 2016 he was appointed as a Whole-Time Director in the Company. He is also a fellow Member of the Institute 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 re-appointment as a Whole-time Director of the Company will enrich the Board and would be in the interest of the Company. The Board is of the opinion that considering the long association and experience of Mr. Atindra Narayan Basu, 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. Atindra Narayan Basu as Whole-time Director of the Company are given hereunder:

(i) Tenure:

5 (five years) with effect from 20th September, 2019.

(ii) Salary:

The salary, allowances and incentive and other variables 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. A.N. Basu, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives and perquisites shall not, without the approval of

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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 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. 5 of the accompanying notice for approval of Members.

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

Except Mr. Atindra Narayan Basu, 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.s 6 to 8

Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen, Non-Executive Directors in the Company were inducted to the Board of Directors of the Company with effect from the date of 96th Annual General Meeting of the Company (i.e. 4th September, 2014) to hold office for a period of five consecutive years. Accordingly the present terms of Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen are due to expire on 4th September, 2019 or the date of 101st AGM, whichever is earlier. Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen have individually given their consent pursuant to Section 152 of the Companies Act, 2013 to act as a Director, if so appointed in the forthcoming Annual General Meeting of the Company.

The aforesaid incumbents have the desired qualifications

and in-depth experience in their respective field and have held responsible positions in different renowned organizations. The particulars of the aforesaid Directors, namely age, qualification, past experience, and other details are given separately in Annexure-A to this Notice.

The Nomination and Remuneration Committee, after considering the feedback received from the Directors on Evaluation of Independent Directors, recommended the re-appointment of Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen for a further term of 5 years commencing from 5th September, 2019 or the date of 101st AGM, whichever is earlier.

Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen are proposed to be re-appointed as Independent Directors for a term of five years, therefore, their 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 Resolutions as set out at Item No.s 6 to 8 of the accompanying notice for approval of Members.

Mr. Nripendra Nath Bhattacharyya, Mr. Sheo Kishan Damani and Mr. Asutosh Sen, being the appointees may be considered to be interested in the respective resolution in so far as they relate to them individually. No other Directors or Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise in respect of the said resolutions.

Item No. 9

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

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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. 9 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. 9 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. 9.

Item No. 10

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 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

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issued. However, the same would be in accordance with the provisions of the 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

the stock exchanges where its existing shares are already listed.

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.

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

B. L. Bajoria

Kolkata
Dated: August 14, 2018

Sr. Vice President &
Company Secretary

Annexure - A**Details of Directors seeking re-appointment at the One Hundredth 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. Atindra Narayan Basu	Mr. Nripendra Nath Bhattacharyya	Mr. Sheo Kishan Damani	Mr. Asutosh Sen
Age (In years)	63	79	77	76
Date of Appointment	Joined the Company in the year 2002 and was inducted to the Board of Directors w.e.f. 20.09.2016.	28.02.2005	06.10.2005	30.05.2013
Qualifications	Bachelor in Civil Engineering from Jadavpur University and Fellow Member of the Institute of Engineers (India)	M.Com, F.C.A.	B.Com	F.C.A.
Number of Shares held in the Company	NIL	NIL	NIL	NIL
Expertise in specific functional area	Experience of nearly four decades in wide spectrum of civil engineering & infrastructure activities	He has 50 years of experience in financial services, corporate restructuring, accounts and auditing. He was the Executive Director of Industrial Reconstruction Bank of India.	An eminent business personality having vast experience, profound knowledge and business acumen. He was the past President of the Indian Plastic Federation.	He has over 50 years of experience in the field of Accounts, Finance and Internal Audit.

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Name of Director	Mr. Atindra Narayan Basu	Mr. Nripendra Nath Bhattacharyya	Mr. Sheo Kishan Damani	Mr. Asutosh Sen
Relationship with other Directors, Managers & Key Managerial Personnel	NIL	NIL	NIL	NIL
Directorship and Membership of Committees of other listed entities	NIL	NIL	NIL	NIL

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, Practising Company Secretary and/ or Ms. Siddhi Dhandharia, Practising Company Secretary, as Scrutinizer to scrutinize the entire remote e-voting process in a fair and transparent manner and he/she have communicated their 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. Tuesday, 18th September, 2018.
- (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. 18th September, 2018 only shall be entitled to avail the facility of remote e-voting. Those who become members of the Company after dispatch of the AGM Notice but on or before 18th September, 2018 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 Friday, 21st September, 2018
End of remote e-voting: Up to 5.00 p.m. (IST) on Monday, 24th September, 2018
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 forty eight hours 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. 25th September, 2018.
- (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)]:**
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
 - Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 - Step 2:** Cast your vote electronically on NSDL e-Voting system.**Details on Step 1 to log-in to NSDL e-Voting system is mentioned below:**
 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) **How to retrieve your 'initial password'?**
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khaitan52@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. 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 download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 Step 1 and Step 2 as 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.nsd.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 forty eight hours 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

