



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2283-5964 / 5965 / 5966
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfrastructures.com
CIN No. L45209 WB 1924 PLC 004969

01/CS/SE/001/92128

April 07, 2016

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

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip code - 523838

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


Dear Sir,

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

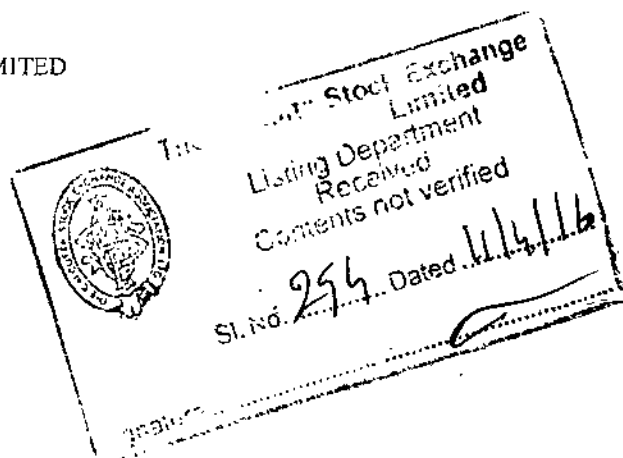
In Compliance with the provisions of Regulation 27(2) of the Securities Exchange Board of India (Listing
Obligation and Disclosure Requirements) Regulation, 2015. We are forwarding herewith Corporate
Governance Report for the quarter (in Annexure-I) and whole financial year (Annexure-II) ended 31st
March, 2016.

Please acknowledge receipt.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


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

Enc: as above.



ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, "WORLD" MUMBAI-400 018 ☎ : 2491-8397 / 3537, 2492-9034 / 2756 / 2064
FAX : (022) 2491-2735 • "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : 4944-4200, FAX : (011) 2646-5869
• "SIMPLEX HOUSE" 48 (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2819-5050 / 55, FAX : (044) 2819-5056 / 5057

Securities and Exchange Board of India

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : SIMPLEX INFRASTRUCTURES LIMITED
2. Quarter ending : 31ST March, 2016

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure* (Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	A.D.Mundhra	AIPPM5997K 00014227	Non-executive Director **	04.09.2014	N.A.	3	2	2
Mr.	Mr. Rajiv Mundhra	AIPM7012J 00014237	Executive Director	01.04.2013	N.A.	1	0	0
Mr.	Mr. S. Dutta	ADRPD7115R 00062827	Executive Director	01.09.2015	N.A.	1	2	0
Mr.	Mr. A.K.Chatterjee	AADPC3030F 05260899	Executive Director	30.05.2015	N.A.	1	0	0
Mr.	Mr.N.N.Bhattacharyya	AEOPB7925B 00014250	Non Executive/ Independent Director	04.09.2014	5 ***	1	2	0
Mr.	Mr. Sheo Kishan Damani	ADPPD6669N 00062780	Non Executive/ Independent Director	04.09.2014	5 ***	1	0	0
Mr.	Mr. Asutosh Sen	ALEPS7339F 00165345	Non Executive/ Independent Director	04.09.2014	5 ***	1	1	1
Ms.	Ms. Leena Ghosh	ADWPG8378C 07099984	Non Executive/ Independent Director	24.09.2015	3	2	2	0

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

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

** Mr. A.D. Mundhra is the Vice-Chairman of the Company

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



II. Composition of Committees

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

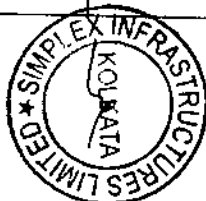
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14.11.2015	13.02.2016	90 days

IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	13.02.2016	Yes	14.11.2015	77 days
	03.03.2016	Yes	27.11.2015	
Stake Holders Relationship Committee	13.02.2016	Yes	14.11.2015	90 days
Nomination & Remuneration Committee	13.02.2016	Yes	N.A.	N.A.
Risk Management Committee	13.02.2016	Yes	N.A.	N.A.



Securities and Exchange Board of India

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

V. Related Party Transactions

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

Note

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

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee- **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) -**The Company do not fall under Top 100 listed entities but has constituted a Risk management committee.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The report for the previous quarter has been placed to the Board at the meeting held on 13.02.2016 and Board noted the same.**

For SIMPLEX INFRASTRUCTURES LIMITED

B.L. Bajoria

Name & Designation : B.L.Bajoria Senior Vice-President and Company Secretary
Sr.Vice President & Company Secretary
Place: Kolkata
Date: 07.04.2016



Securities and Exchange Board of India

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes



Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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

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

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

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

B.L. Bajoria
B.L. BAJORIA Senior Vice-President and Company Secretary
Sr. Vice President & Company Secretary
Date: 07.04.2016

