



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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CIN No. L45209 WB 1924 PLC 004969

01/CS/SE/001/92652

April 08, 2017

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

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

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

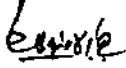
Dear Sir,

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

In Compliance with the provisions of Regulation 27(2) of the Securities Exchange Board of India (Listing
Obligation and Disclosure Requirements) Regulation, 2015. We are forwarding herewith Corporate
Governance Report (Annexure-I & Annexure-II) for the quarter ended 31st March, 2017.

Please acknowledge receipt.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


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

Enc: as above.

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

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

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03.12.2016	14.02.2017	72 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	19.01.2017	Yes	04.10.2016	46 days
	14.02.2017	Yes	03.12.2016	
	17.03.2017	Yes		
Stake Holders Relationship Committee	14.02.2017	Yes	03.12.2016	72 days
Nomination & Remuneration Committee	17.03.2017	Yes	03.12.2016	103 days
Risk Management Committee	17.03.2017	Yes	NIL	



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

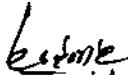
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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 14.02.2017 and Board noted the same.**

For SIMPLEX INFRASTRUCTURES LIMITED

Name & Designation : B.L.Bajoria
Sr.Vice President & Company Secretary
Place: Kolkata
Date: 08.04.2017


 Senior Vice-President and Company Secretary

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	23(4)	N.A.



transactions		
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.

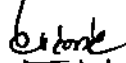
2 If status is "No" details of non-compliance may be given here.

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**

For SIMPLEX INFRASTRUCTURES LIMITED



B.L. BAJORIA

Sr. Vice President & Company Secretary

Date: 08.04.2017

Senior Vice-President and Company Secretary