

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
C/N No. L45209 WB 1924 PLC 004969

The Secretary

Phiroze Jeejeebhoy Towers

Scrip code - 523838

Dalal Street, Mumbai - 400 001

BSE Limited.

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
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.

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, "WORL!" MUMBAI-400 018 ☎: 2491-6397 / 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, 2017

	Quarter ending : 31" M							
Titl e (Mr . / Ms)	Mame of the Director	PAN & DIN	Category (Chairperson /Executive/N on- Executive/ind ependent/No minee) &	Date of Appointme nt in the current term /cessation	Tenu re* (Year s)	No of Directo rship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
Mr.	Rajiv Mundhra	AllPM7012J 00014237	Chairperson- Executive Director	01.04.2013	N.A.	1	0	0
Mr.	S. Dutta	ADRPD7115R 00062827	Executive Director	01.09.2015	N.A.	1	2	0
Mr.	N.N.Bhattacharyya	AEOPB7925B 00014250	Non Executive/ Independent Director	04.09.2014	5 ***	1	2	0
Mr.	Sheo Kishan Damani	ADPPD6669N 00062780	Non Executive/ Independent Director	04.09.2014	5 ***	1	1	1
Mr.	Asutosh Sen	ALEPS7339F 00165345	Non Executive/ Independent Director	04.09.2014	5 ***	1	1	1
Ms.	Leena Ghosh	ADWPG8378C 07099984	Non Executive/ Independent Director	24.09.2015	3	2	2	0
Mr.	Atindra Narayan Basu	ADZPB9392C 05296613	Executive Director	20.09.2016	N.A.	1	0	0
Mr.	Dipak Narayan Basu	AADPB2102K 00981990	Executive Director	21.11.2016	N.A.	1	0	0
4								

^{\$}PAN number of any director would not be displayed on the website of Stock Exchange

^{***} 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



[&]amp; 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 tisted entity in continuity without any cooling off period.

II. Composition of Committees Name of Committee				Name of Committee members			Category .	
							(Chairperson/Executive/Non- n- Executive/independent/Non- minee) \$	
1. Audit Committee				Mr. Asutosh Sen			Chairperson / Non- executive/ independent Director.	
			Mr. N.N.	Bhattachai	Non-executive/ Independent Director			
				Mr.S.Du	tta	Executive Director		
2. Nomination & Remuneration Committee				Mr. S.K.Damani			Chairperson / Non- executive/ independent Director	
				Mr. N.N.Bhattacharyya			Non-executive /Independent Director	
<u> </u>				Mr. Rajiv Mundhra			Executive Director	
				Ms. Leena Ghosh			Non-executive /Independent Director	
3. Risk Management Comm	ittee			Mr. Raji	v Mundhra		Chairperson/Executive	
				Mr. S.Dutta			Executive Director	
				Mr. N.K.Kakani			Member	
4. Stakeholders Relationship Committee				Mr. S.K.Maiti			Member	
				Mr. S.K.Damani Mr. N.N.Bhattacharyya			Chairperson/Non-executive //independent Director	
			Non-executive /independent Director					
				Mr. S.Dutta			Executive Director	
& Category of directors mea category write all categories III. Meeting of Board of Dir	separa	utive/non-ex ting them wi	kecutiv th hyp	ve/indeper	ndent/Nom	inee. if a dir	ector fits into more than one	
Date(s) of Meeting (if any) in		Date(s) of	Meeti	ng (if any)	in the	Maximum	gap between any two	
previous quarter relevant quarter							(in number of days)	
03.12.2016	14.02.201	14.02.2017 72 days						
IV. Meeting of Com	mittees	<u> </u>						
Name of Committee	comm	ing of the requirements required in the				of meeting mmittee in ous	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 14.02.		.2017	Yes		03.12.2016		72 days	
Nomination & 17.03.		.2017	Yes		03.12.2016		103 days	
Nomination & Remuneration Committee			١.				*\$M&	

Securities and Exchange Board of India

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

Senior Vice-President and Company Secretary

Date: 08.04.2017

Securities and Exchange Board of India ANNEXURE II

financial year) I. Disclosure on website in t Item	Compliance status			
	<u> </u>	(Yes/No/NA)refer note below		
Details of business	Yes			
Terms and conditions of appointment of indep	Yes			
Composition of various committees of board of	of directors	Yes		
Code of conduct of board of directors and ser	Yes			
personnel	<u></u> .			
Details of establishment of vigil mechanism/ V	Whistle Blower policy	Yes		
Criteria of making payments to non-executive	directors	Yes		
Policy on dealing with related party transactio	ns	Yes		
Policy for determining 'material' subsidiaries		Yes		
Details of familiarization programmes imparte	d to independent	Yes		
directors	_			
Contact information of the designated officials	s of the listed entity	Yes		
who are responsible for assisting and handlin	g investor grievances			
email address for grievance redressal and oth	ner relevant details	Yes		
Financial results		Yes		
Shareholding pattern		Yes		
Details of agreements entered into with the m	nedia companies	N.A.		
and/or their associates				
New name and the old name of the listed ent	ity	N.A.		
Il Annual Affirmations				
Particulars	Regulation Number	Compliance status		
- 		(Yes/No/NA)refer note below		
Independent director(s) have been	16(1)(b) & 25(6)	Yes		
appointed in terms of specified criteria of				
'independence' and/or 'eligibility'	17(1)	Yes		
Board composition	17(2)	Yes		
Meeting of Board of directors	17(3)	Yes		
Review of Compliance Reports		Yes		
Plans for orderly succession for	17(4)	163		
appointments	47/5)	Yes		
Code of Conduct	17(5)			
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	17(10)	Yes		
<u>Directors</u>		V		
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	20(1) & (2)	Yes		
Committee				
Composition and role of risk management	21(1),(2),(3),(4)	Yes		
Viail Machanism	22	Yes		
Vigil Mechanism		Yes Yes		
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes Yes		
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)			
Approval for material related party	23(4)	N.A. W. VINE		

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