



# SIMPLEX INFRASTRUCTURES LIMITED

CIN - L45209WB1924PLC004969

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

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## NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Friday, the 11<sup>th</sup> day of May, 2018 at 11.30 am at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017 to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. Preferential Allotment of Equity Warrants of the Company to the Promoters/ Promoters Group entities**

To consider and if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be deemed necessary by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, 36,09,261 (Thirty Six Lakhs Nine Thousand Two Hundred and Sixty One only) Convertible Warrants (“Warrants”) on a preferential basis to (i) Anupriya Consultants Private Limited (ii) RBS Credit & Financial Developments Private Limited, (iii) Baba Basuki Distributors Private Limited and (iv) JMS Mining Private Limited (“Warrant Holders”), being companies forming part of the Promoter Group of the Company (as defined in the ICDR Regulations), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs.2/- (Rupees Two Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants for cash, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 554.13 each (Rupees Five Hundred and Fifty Four and Thirteen Paise Only) not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) and not lesser than the price as may be arrived at in accordance with the Chapter VII of ICDR Regulations and any other applicable laws and Regulations provided.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the ICDR Regulations, the “**Relevant Date**” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is Wednesday April 11, 2018 which is 30 (Thirty) days prior to the scheduled date of the shareholders' meeting.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holders shall pay an amount equivalent to at least 25 percent of the price fixed per Warrant on or before the allotment of the Warrants and the balance 75 percent shall be payable by the Warrant Holder on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s).

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (i) The Warrants may be exercised by the Warrant Holders at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”) by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.2/- each to the Warrant holders;
- (ii) In the event the Warrant Holders does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

- (iii) The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holders;
- (iv) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holders upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges.
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company;
- (vi) Upon exercise of the Warrants by the Warrant Holders, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holders and entering the name of Warrant Holders in the records of the Company as the registered owner of such Equity Shares;
- (vii) A Warrant subscription price equivalent to 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holder at the time of exercising the Warrant;
- (viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI and any other statutory authority as may be applicable, including or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations and other applicable provisions under any other Regulations, the Warrants and equity shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- (x) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holders to the Company in accordance with the provisions of ICDR Regulations;
- (xi) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
- (xii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holders thereof any rights with respect to that of a shareholder(s) of the Company;
- (xiii) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.
- (xiv) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (xv) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI Listing Regulations

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, make allotments, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, application to Stock Exchanges for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), to negotiate / modify / execute / deliver and / or sign any declarations, offer letters, prospectus, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard, entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and

Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution”.

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

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

Kolkata

Dated: April 14, 2018

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE EGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER/POWER OF ATTORNEY, AS APPLICABLE**

3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
5. Members/ Proxies are requested to bring their attendance slip to the EGM Venue.
6. Attendance Slip, Proxy Form along-with the route map showing directions to reach the venue of the EGM are enclosed herewith.
7. Members are informed that in case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Notice of EGM of the Company, Attendance Slip, Proxy Form, Route Map along-with other relevant documents are open for inspection by the members at the Registered Office of the Company during working hours between 10.00 a.m. and 1.00 p.m. on all working days up to the date of the EGM at the Registered Office of the Company at Simplex House, 27, Shakespeare Sarani, Kolkata-700017. The aforesaid documents are also available on the Company's website i.e. [www.simplexinfra.com](http://www.simplexinfra.com) for their download.
9. Members are requested to contact the Share Department at the Registered Office of the Company (Phone 2301-1600), Email: [secretarial.legal@simplexinfra.net](mailto:secretarial.legal@simplexinfra.net) for prompt reply to their queries and for redressal of any complaint.
10. Members are requested to notify to the Company/Registrar and Share Transfer Agent of their email address and any change in the correspondence address.
11. The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice.
12. 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 with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants.
13. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the EGM is also available on the Company's website, [www.simplexinfra.com](http://www.simplexinfra.com).
14. **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 and /or Mrs. Siddhi Dhandharia, Practising Company Secretaries, as the Scrutinizer to scrutinize the e-voting/ ballot process in a fair and transparent manner.

## 15. 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.
- (iii) The shareholders can opt for only one mode of voting i.e. remote e-voting or physical ballot at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through ballot will not be considered.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned in the Notice convening the EGM, as required under Section 102(1) of the Companies Act, 2013.

### Item No. 1

In order to augment the long term resources of the Company, to meet the fund requirements of the existing business, to meet the growth opportunities and for general corporate purposes, the Board of Directors of the Company in its meeting held on April 14, 2018, accorded its approval for raising funds through preferential issue of 36,09,261 Convertible Warrants (“Warrants”) which may be exercised to receive equity shares at a price (including the warrant subscription price and warrant exercise price) of Rs. 554.13/- (Rupees Five Hundred and Fifty Four and Thirteen Paise only) each determined in accordance with the ICDR Regulations, to the Warrant Holders in the following manner:

S.No.	Name of Warrant Holders	No. of Warrants	Amount Not Exceeding * (Rupees in Crores)
1.	Anupriya Consultants Private Limited	10,82,778	60
2.	RBS Credit & Financial Developments Private Limited	7,21,852	40
3.	Baba Basuki Distributors Private Limited	7,21,852	40
4	JMS Mining Private Limited	10,82,779	60

*\*Subject to rounding off*

The aforementioned Warrant Holders forms part of the Promoter Group (as defined under the ICDR Regulations) of the Company.

### Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”) and the Companies Act, 2013 read with rules made thereunder (“Act”).

Without generality to the above, the salient features of the preferential issue of Warrants are as under: ·

- The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is Wednesday , April 11, 2018, which is 30 days prior to the date of the shareholders' meeting to be held on Friday, May 11, 2018
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is Rs. 554.13 ( Rupees Five Hundred and Fifty Four and Thirteen Paise only), being higher of (a) the average of the weekly high and low of the volume weighted average price at the National Stock Exchange of India Limited (being the stock exchange where the highest trading volume of the Equity Shares has been recorded during the preceding 26 weeks prior to the Relevant Date) for 26 weeks prior to the relevant date viz. Rs. 554.13 (Rupees Five Hundred and Fifty Four and Thirteen paise only), and (b) the average of the weekly high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 541.11 (Rupees Five Hundred and Forty One and Eleven Paise only). The issue price of the Warrants is Rs. 554.13 (Rupees Five Hundred and Fifty Four and Thirteen Paise only) per warrant which is the aforesaid minimum price.
- 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Warrant Holder shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised. Post conversion of the Warrants, the paid-up equity share capital would be Rs. 10,61,63,182 /- (Rupees Ten Crores Sixty One Lakhs Sixty Three Thousand One Hundred Eighty Two only) and Securities premium would be increased by Rs. 199,27,81,276/- (Rupees One Hundred Ninety Nine Crores Twenty Seven Lakhs Eighty One Thousand Two Hundred and Seventy Six only) on the assumption that entire 36,09,261 Warrants will be subscribed by Warrant Holders and converted into equity shares by the Company on application being made by the Warrant Holders to that effect.
- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
- The Warrant Holders has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holders has not subscribed to any warrants of the Company during last one year.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

**a. Object of the preferential issue of Equity Warrants and details of utilization of proceeds:**

To augment the long term resources of the Company for meeting the fund requirements of the existing and new businesses, to meet the business growth opportunities and for general corporate purposes.

**b. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:**

The Company has received a letter of intent from the Warrant Holders viz. (i) Anupriya Consultants Private Limited, (ii) RBS Credit & Financial Developments Private Limited (iii) Baba Basuki Distributors Private Limited and (iv) JMS Mining Private Limited, indicating its intention to subscribe to the proposed preferential allotment

Except Warrant Holders as mentioned above, which are companies forming part of the Promoter Group of the Company, who will be subscribing to Warrants in the preferential issue, none of the other Promoters, Directors or Key Management Personnel of the Company intends to apply

**c. The Shareholding pattern of the Company before and after the proposed preferential issue of Warrants**

Shareholding pattern of the Company before and after the preferential issue of Warrants is as follows:

Category	Pre-issue Shareholding ( as on April 6, 2018)		Post-issue Shareholding*	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A. Promoters Holding</b>				
1.Indian -Individual	9384875	18.97%	9384875	17.68%
2. Bodies Corporate	18484915	37.36%	22094176	41.62%
Sub-total Indian Promoters	<b>27869790</b>	<b>56.33%</b>	<b>31479051</b>	<b>59.30%</b>
Foreign Promoters	-	-	-	-
<b>Sub-Total (A)</b>	<b>27869790</b>	<b>56.33%</b>	<b>31479051</b>	<b>59.30%</b>
<b>B.Non-Promoters Holding</b>				
<b>1. Institutional</b>				
Mutual Funds	8894561	17.98%	8894561	16.76%
Foreign Portfolio Investors	992183	2.01%	992183	1.87%
Financial Institutions/ Banks	323393	0.65%	323393	0.61%
Insurance Companies	17643	0.04%	17643	0.03%
FDI	-	-	-	-
Foreign Institutional Investors	-	-	-	-
<b>2. Non-Institution</b>				
Bodies Corporate	4215477	8.52%	4215477	7.94%
Individuals-	5627194	11.37%	5627194	10.60%
Individual shareholders holding nominal share capital upto Rs. 2 Lacs				
Individual shareholders holding nominal share capital in excess of Rs. 2 Lacs	578777	1.17%	578777	1.09%
Non-resident Indians	706939	1.43%	706939	1.33%
Directors and Relatives	500	0.00%	500	0.00%
Others	245873	0.50%	245873	0.46%
<b>Sub-Total (B)</b>	<b>21602540</b>	<b>43.67%</b>	<b>21602540</b>	<b>40.70%</b>
<b>GRAND TOTAL</b>	<b>49472330</b>	<b>100%</b>	<b>53081591</b>	<b>100%</b>

\* Assuming 100% conversion of warrants

**d. Proposed time within which preferential issue of Warrants shall be completed**

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

**e. The Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them**

The identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

S.No.	Name & PAN of Allottee	Address	Category	Natural persons who are the ultimate	No. of warrants proposed to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding*	
						No. of Shares	%	No. of Shares	%

				<b>beneficial owners</b>					
1.	Anupriya Consultants Private Limited  PAN-AACCA1781B	12/1B Lindsay Street , Kolkata-700087	Body Corporate	Rajiv Mundhra (PAC)	10,82,778	7259397	14.67%	8342175	15.72%
2.	RBS Credit & Financial Developments Private Limited  PAN-AABCR3300A	12/1B Lindsay Street , Kolkata-700087	Body Corporate	Rajiv Mundhra (PAC)	7,21,852	4765764	9.63%	5487616	10.34%
3.	Baba Basuki Distributors Private Limited  PAN-AABCB0672R	12/1B Lindsay Street , Kolkata-700087	Body Corporate	Rajiv Mundhra (PAC)	7,21,852	2476030	5%	3197882	6.02%
4.	JMS Mining Private Limited  PAN-AAC CJ1575C	Simplex House, 27, Shakespeare Sarani, Kolkata-700017	Body Corporate	Rajiv Mundhra (PAC)	10,82,779	462579	0.94%	1545358	2.91%

\*Assuming 100% conversion of warrants

**f. Change in control, if any, in the Company consequent to the preferential issue**

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

**g. Lock-in-period**

- (i) The warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the provisions of Chapter VII of ICDR Regulations.
- (ii) The entire pre-preferential shareholding of Warrant Holders, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

**h. Undertakings**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees

**i. Other Disclosures**

- i) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
- ii) The Board, in its meeting held on April 14, 2018 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- iii) A copy of the certificate from M/s. H.S.Bhattacharjee & Co., Chartered Accountants, one of the Joint Statutory Auditors of the Company, certifying as required under Regulation 73(2) of the ICDR Regulations that the above preferential issue of Warrants is made in accordance with the Chapter VII of the ICDR Regulations, will be open for inspection at the Registered Office of the Company during working hours between 10.00 a.m. and 1.00 p.m. on all

working days up to the date of the EGM. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the EGM.

- iv) The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.
- v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed
- vi) Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 1 above to be passed as a Special Resolution.
- vii) None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except Mr.Rajiv Mundhra, Executive Chairman ,who is also a shareholder and a person forming part of promoter group.
- viii) Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes the Warrant Holders. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except to the extent of their shareholding in the Company.

The shareholding of the Promoters of the Company , who are the Warrant Holders is as set out below:

S.No.	Name of the Shareholder	Shareholding as on April 6, 2018	
		No. of Equity Shares of Rs.2/- each	% of Holding
1.	Anupriya Consultants Private Limited	72,59,397	14.67%
2.	RBS Credit & Financial Developments Private Limited	47,65,764	9.63%
3.	Baba Basuki Distributors Private Limited	24,76,030	5%
4.	JMS Mining Private Limited	4,62,579	0.94%

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

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

Kolkata

Dated: April 14, 2018

**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 and/ or Ms. Siddhi Dhandharia, Practicing Company Secretaries as Scrutinizer to scrutinize the entire remote e-voting process in a fair and transparent manner and they 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. 4<sup>th</sup> May, 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. 4<sup>th</sup> May, 2018 only shall be entitled to avail the facility of remote e-voting. Those who become members of the Company after despatch of the EGM Notice but on or before 4<sup>th</sup> May, 2018 may write to NSDL at [evoting@nsdl.co.in](mailto: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 Tuesday, 8<sup>th</sup> May, 2018

End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 10<sup>th</sup> May, 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 48 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](http://www.simplexinfra.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://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.11<sup>th</sup> May, 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)]:**

- a. Open email and open PDF file viz; “Simplex Infrastructures e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- c. Click on Shareholder – Login
- d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login
- e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- g. Select “EVEN” of Simplex Infrastructures Limited
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed
- k. Once you have voted on the resolution, you will not be allowed to modify your vote
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 all steps from Sl. No. (b) to Sl. No. (l) 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](http://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 extra-ordinary 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 48 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](http://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.

## VENUE ROUTE MAP

