

SIMPLEX INFRASTRUCTURES LIMITED
REGISTERED OFFICE: 'SIMPLEX HOUSE'
27, SHAKESPEARE SARANI
KOLKATA - 700017

Minutes of the Proceedings of the Ninety – Seventh Annual General Meeting of the Shareholders of the Company held on Thursday, 24th September, 2015 at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 from 11.00 a.m. to 2.30 p.m.

Present at the Meeting:

Directors: Mr. A. D. Mundhra, Vice Chairman
 Mr. Rajiv Mundhra
 Mr. S. Dutta
 Mr. A. K. Chatterjee
 Mr. N. N. Bhattacharyya
 Mr. Asutosh Sen
 Mr. B. Sengupta
 Mr. S. K. Damani
 Ms. Leena Ghosh

In attendance:	Mr. B. L. Bajoria	Senior Vice President & Company Secretary
Auditors:	Mr. P. Law	Partner, M/s. Price Waterhouse, Chartered Accountants
	Mr. H. S. Bhattacharjee	Partner, M/s. H.S. Bhattacharjee & Co, Chartered Accountants
Secretarial Auditor & Scrutinizer:	Mr. Deepak Kumar Khaitan	Practicing Company Secretary
Cost Auditor:	Dr. Sanjiban Bandyopadhyaya	Partner, M/s Bandyopadhyay Bhaumik & Co.
Members:	224 Members representing 21654403 Equity Shares and 20 Proxies representing 552633 Equity Shares of the Company	

Mr. Asutosh Sen, Chairman of Audit Committee and Mr. B. Sengupta, Chairman of Nomination & Remuneration Committee and Stakeholders Relationship Committee were present.

Chairman In terms of Article 72 of Articles of Association of the Company, Mr. A. D. Mundhra, Vice Chairman took the Chair and welcomed all those present to the 97th Annual General Meeting (AGM) of the Company.

The Chairman thereafter introduced the Board Members on the dais and acknowledged the presence of the representatives of Statutory Auditors, Secretarial Auditor, Cost Auditor and Scrutinizer for e-voting.

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- Quorum** The Chairman announced that the requisite quorum being present, the Meeting was called to order.
- Register and Documents** The Chairman informed the Members present that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 (the Act) and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Report of the Statutory Auditors and Report of the Secretarial Auditor of the Company were available for inspection till the conclusion of the Meeting.
- Chairman's Statement** The Chairman addressed the Members inter-alia on the prevailing economic and industrial scenario, the future outlook and opportunities available to the Company. He also briefed the Members about the operations and overall performance of the Company.
- Notice** The Notice dated 26th May, 2015 convening the Ninety-Seventh Annual General Meeting was taken as read with the consent of the Members present.
- Auditors Report** The Chairman requested Mr. B. L. Bajoria, Sr. V. P. & Company Secretary to read out the qualifications on standalone Financial Statement as mentioned in the Auditors' Report as required under Section 145 of the Companies Act, 2013 and Secretarial Standards on General Meetings. Mr. Bajoria read the relevant portions of the Auditors' Report.
- The Chairman drew attention of the Members present to Page No. 29 of the Annual Report, paragraph 'Auditors Report' for the reply of the Management in respect of the qualifications contained in the Auditors' Report.
- The Chairman stated that the Report of the Secretarial Auditor of the Company does not contain any qualification, observations or comments. Therefore with the permission of the Members the Secretarial Audit Report was taken as read.
- The Chairman informed the Members that the Company being a listed entity had extended the facility of remote e-voting to the Members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The remote e-voting facility was open for a period of three days beginning from Monday, 21st September, 2015 at 9.00 a.m. to Wednesday, 23rd September, 2015 at 5.00 p.m.
- The Chairman further stated that those Members present at the meeting and who did not cast their vote by remote e-voting, may cast their vote by Ballot process which would be conducted immediately after taking into consideration all the agenda items as per the Notice of this meeting. The Chairman further informed the Members that Mr. Deepak Kumar Khaitan, Practicing Company Secretary (FCS 5615 COP 5207) has been appointed as Scrutinizer to scrutinize the ballot voting and e-voting process in a fair and transparent manner. The Chairman also informed that the combined results of the e-voting and voting by means of ballot would be announced within three working days from the conclusion of the meeting i.e. 26th September, 2015 and the results along with Scrutinizer' Report would be available on the Company's website

www.simplexinfra.com and also on the website of NDSL. The results would also be available on the Notice Board of the Company at its registered office of the Company.

Thereafter the Chairman took up the business of the notice in seriatim. He requested the Members present to propose and second each of the resolutions. The following resolutions as per AGM notice were read out :

Resolution No. 1

As an Ordinary Resolution:

Adoption of "RESOLVED THAT the Audited Financial Statements of the Company including the Balance Sheet of the Company as at 31st March, 2015 and Audited Statement of Profit and Loss, Cash flow statement and Notes to the Financial Financial Statements & Statements thereto of the Company for the year ended 31st March, 2015 the Reports of together with Reports of Directors and Auditors thereon be and are hereby Directors & approved and adopted."

Auditors thereon

"RESOLVED THAT the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Auditors thereon be and are hereby approved and adopted"

Proposed by: Mr. Santanu Chakraborty

Seconded by: Mr. Sree Lal Lahoti

The Resolution was put to vote by Ballot at the end of the Meeting.

The Chairman before taking up the next agenda item of business invited the Members present in the meeting to raise their queries particularly on the financial statements of the Company. Members appreciated the performance of the Company and raised their queries on matters relating to operations, accounts and future outlook of the Company. The Chairman thanked the Members for appreciation and gave satisfactory reply to the queries.

Resolution No.2

As an Ordinary Resolution:

Declaration of Dividend for the year ended 31st March, 2015 "RESOLVED THAT dividend of Re. 0.50 per Equity Share be paid on existing 49472330 fully paid equity shares of Rs.2/- each for the year ended 31st March 2015 to the equity shareholders whose names appear in the Register of Members as at the close of business hours on Thursday, 17th September, 2015."

Proposed by: Mr. Biswjit Sinha

Seconded by: Mr. Debasish Dutta

The Resolution was put to vote by Ballot at the end of the Meeting.

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The Chairman informed the Members that agenda item no. 3 relates to re-appointment of Mr. Rajiv Mundhra, Director who is retiring by rotation. He being interested in the resolution vacated the Chair and requested Mr. S. Dutta, Director to take the Chair and conduct the proceedings.

Accordingly, Mr. S. Dutta took the Chair.

Resolution No. 3

As an Ordinary Resolution:

Re-appointment of Mr. Rajiv Mundhra "RESOLVED THAT Mr. Rajiv Mundhra (DIN: 00014237), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

Proposed by: Mr. S. K. Maity

Seconded by: Mr. Suraj Ratan Dwarkani

The Resolution was put to vote by Ballot at the end of the Meeting.

Mr. S. Dutta thereafter requested Mr. A. D. Mundhra to Chair the meeting and conduct the rest of the proceedings. Mr. A. D. Mundhra took the Chair.

Resolution No. 4 - The Chairman informed the members that M/s Price Waterhouse, Chartered Accountants were appointed as Auditors of the Company for a period of 3 years at the 96th Annual General Meeting of the Company held in the year 2014. The appointment is subject to ratification at every Annual general Meeting. Accordingly following resolution was proposed for the financial year 2015-16 as ordinary resolution.

As an Ordinary Resolution:

Ratification of appointment of M/s. Price Waterhouse, Chartered Accountants as Auditors of the Company "RESOLVED THAT appointment of Price Waterhouse, Chartered Accountants, (Firm Registration No. 301112E) as Auditors of the Company pursuant to Section 139 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) from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration and also payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them during the course of Audit of the Accounts of the Company on the basis of recommendation of Audit Committee."

Proposed by: Mr. Samir Sarkar

Seconded by: Mr. J. K. Bagaria

The Resolution was put to vote by Ballot at the end of the Meeting.

Resolution No. 5 - The Chairman informed the members that M/s. H.S. Bhattacharjee & Co., Chartered Accountants were appointed as Auditors of the Company for a period of 5 years at the 96th Annual General Meeting of the Company held in the year 2014. The appointment is subject

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to ratification at every Annual general Meeting. Accordingly following resolution was proposed for the financial year 2015-16 as ordinary resolution.

As an Ordinary Resolution:

Ratification of appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants as Auditors of the Company

"RESOLVED THAT appointment of M/s. H.S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Auditors of the Company pursuant to Section 139 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) from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration and also payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them during the course of Audit of the Accounts of the Company on the basis of recommendation of Audit Committee."

Proposed by: Mr. D. D. Damani

Seconded by: Mr. Lalit Kumar Kothari

The Resolution was put to vote by Ballot at the end of the Meeting.

Resolution No. 6

As an Ordinary Resolution:

Appointment of Ms. Leena Ghosh as an Independent Director

"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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Leena Ghosh (DIN: 07099984), Additional Director who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three consecutive years, with effect from the date of this Annual General Meeting upto the expiry of three consecutive years or the date of the 100th Annual General Meeting in 2018, whichever is earlier."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed by: Mr. Sushil Kumar Kothari

Seconded by: Mr. Naresh Rathi

The Resolution was put to vote by Ballot at the end of the Meeting.

Resolution No. 7**As an Ordinary Resolution:**

Ratification of remuneration of the Cost Auditor of the Company for the Financial Year 2014-15

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and 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 payable to M/s. Bandyopadhyay Bhaumik & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2014-15, amounting to Rs. 5,00,000/- (Rupees Five Lakhs only) and also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit as approved by the Board of Directors be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed by: Mr. Lalit Kumar Kothari

Seconded by: Mr. Debasish Dutt

The Resolution was put to vote by Ballot at the end of the Meeting.

Resolution No. 8**As a Special Resolution:**

Issuance of Secured/Unsecured Non – Convertible Debentures (NCD's) upto Rs. 300 Crores on private placement basis

"RESOLVED THAT pursuant to section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 including the rules made there under 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 to create, issue, offer and allot Secured/Unsecured Non – Convertible

Debentures (NCD's) of the face value of Rs. 10,00,000/- each, rupee denominated, at such time or times and in one or more tranches, 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 a private placement basis, whether or not such Investors are members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 300 crores (Rupees Three Hundred Crores Only) on such terms and conditions and 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 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 pricing guidelines of the SEBI Regulations;

RESOLVED FURTHER THAT the aforesaid issue of NCD's shall be freely tradeable 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

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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."

Proposed by: Mr. N. K. Mohta
Seconded by: Mr. Arvind Mundhra

The Resolution was put to vote by Ballot at the end of the Meeting.

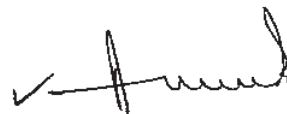
After considering all the items mentioned in the Notice convening the AGM, the Chairman directed that voting by ballot papers on all resolutions be conducted. The Chairman authorised Mr. Deepak Kumar Khaitan, practicing Company Secretary and the Scrutinizer to scrutinize the voting by ballot means and 30 minutes were allotted to complete the ballot process. The Chairman further informed the Members present that the meeting would stand concluded once the last vote was cast at the AGM. The Chairman then thanked the Members for their active participation and continuous support over the years,

Thereafter, Mr. Deepak Kumar Khaitan and his representatives distributed the ballot papers to the Members who wanted to participate. After the Members had cast their vote, the Scrutinizer took custody of the Ballot box.

The meeting concluded at 2.30 p.m. The consolidated voting results declared on 26th September, 2015 forms part of this Minutes and is enclosed as Annexure.

Date: 15th October, 2015

Place: Mumbai



CHAIRMAN OF THE MEETING



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SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE', 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
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CIN No. L45209 WB 1924 PLC 004969

97th Annual General Meeting of the Company held on Thursday, 24th September, 2015

Declaration of Results of E - Voting & Voting by Ballot Paper

Pursuant to Section 108 of the Companies Act, 2013 read with Clause XII, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, the results as per Scrutinizer's report dated 25th September, 2015 is as follows:

Resolution No.	Resolution proposed	Type of Resolution Ordinary / Special	Votes For and %	Votes Against and %	Resolution Carried Unanimously / by majority
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Ordinary Business

1	To receive, consider and adopt: a. The Audited Financial Statements of the Company for the Financial year ended on 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon b. The Audited Consolidated Financial Statement of the Company for the Financial year ended on 31st March, 2015 together with the Report of the Auditors thereon.	Ordinary	39901644 98.2018	730667 1.7982	Requisite Majority
2	Declaration of Dividend on Equity Shares.	Ordinary	40630706 99.9985	605 0.0015	Requisite Majority
3	Appointment of a Director in place of Mr. Rajiv Mundhra (DIN 00014237), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	40631007 99.9980	803 0.0020	Requisite Majority
4	Ratification of appointment of M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and approve their remuneration.	Ordinary	40081647 98.6460	550164 1.3540	Requisite Majority

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BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, "WORLI" MUMBAI-400 018 ☎ : 2491-8397 / 3537, 2492-9034 / 2556 / 2804
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



AN ISO 9001 : 2008
certified company

SIMPLEX INFRASTRUCTURES LIMITED

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5	Ratification of appointment of M/s H. S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and approve their remuneration.	Ordinary	40630524 99.9969	1262 0.0031	Requisite Majority
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Special Business

6	Appointment of Ms. Leena Ghosh (DIN 07099984) as an Independent Director for a period of three years.	Ordinary	40630531 99.9968	1280 0.0032	Requisite Majority
7	Ratification of remuneration of M/s Bandyopadhyay Bhaumik & Co., Cost Auditors, for the financial year 2014-15.	Ordinary	40631031 99.9981	780 0.0019	Requisite Majority
8	Issuance of Secured/ Unsecured Non - Convertible Debentures (NCD's) upto Rs. 300 Crores on private placement basis.	Special	40630531 99.9968	1280 0.0032	Requisite Majority

Based on the Report of the Scrutinizer, all the Resolutions, as set out in the Notice of 97th Annual General Meeting have been passed by the Shareholders with requisite majority.

For SIMPLEX INFRASTRUCTURES LIMITED

Date: 26.09.2015


S. DUTTA
DIRECTOR

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
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