

SIMPLEX INFRASTRUCTURES LIMITED

MINUTES OF THE MEETING RELATING TO THE DECLARATION OF POSTAL BALLOT RESULT HELD ON WEDNESDAY 28TH JANUARY, 2015 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 'SIMPLEX HOUSE' , 27, SHAKESPEARE SARANI, KOLKATA- 700017.

PRESENT

Mr. S.Dutta	Director
Mr. B.L.Bajoria	Company Secretary
Mr. Deepak Kumar Khaitan	Scrutinizer

The Board at its meeting held on 14th November, 2014 authorized Mr. S.Dutta to declare the result of the postal ballot. Accordingly, Mr. S.Dutta took the Chair.

Mr. Dutta informed that the Board at its meeting held on 14th November 2014 had approved the Postal Ballot Notice to be sent to the shareholders of the Company for passing of special resolutions by Postal Ballot in respect of :

(i) Consent of the Company u/s 180 (1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking and creation of charge and / or mortgage on the properties of the Company, both present and future

(ii) Consent of the Company u/s 186 of the Companies Act, 2013 to give loan or guarantee or provide security and invest the funds of the Company for a sum not exceeding Rs. 5000 Crores

He further informed that the cut-off date for determining the shareholders/ list of beneficial owners who were entitled to be sent postal ballot notice was fixed on 5th December, 2014. He then stated that in pursuance of the Section 108 & Section 110(1)(a) of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circular No CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India (SEBI), the Company had offered the facility of e-voting to all its shareholders/ beneficial holders of shares in the depositories as on the cut-off date to enable them to cast their votes electronically in addition to facility of exercising their votes by physical ballot forms. The Board had appointed Mr. Deepak Kumar Khaitan, a Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner. The Scrutinizer had completed the process of counting the votes casted by e-voting/ physical ballot between 22nd December, 2014 to 20th January, 2015 and submitted his report thereon on 27th January, 2015.



Accordingly, based on the Scrutinizer's aforesaid Report, the results of voting on resolutions are as follows:

Sl. No.	Description of Resolution	Total No. of valid votes	Votes casted in favour		Votes casted against	
			Number	Percentage	Number	Percentage
1	Consent of the Company u/s 180 (1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking and creation of charge and / or mortgage on the properties of the Company, both present and future	36107862	36103976	99.989	3886	0.011
2	Consent of the Company u/s 186 of the Companies Act, 2013 to give loan or guarantee or provide security and invest the funds of the Company for a sum not exceeding Rs. 5000 Crores	34793486	34660225	99.617	133261	0.383

Special Resolution

(i) Under Section 180 (1) (a) of the Companies Act, 2013

"RESOLVED THAT in supersession of all the earlier resolutions passed in the matter and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly constituted Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to sell, lease, assign or otherwise dispose off and/or mortgage and / or create charge, in addition to the mortgages/ charges created /to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties of the Company, both present and future and/ or whole or substantially the whole of undertaking(s) of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of default in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of all types and descriptions, including short term / long term loans, cash credit, overdraft and other borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and Securities



✓ *Handwritten signature*

Handwritten initials

(comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds / ADR / GDR / QIP / IDP or other debt instruments) issued / to be issued on rights basis and/or private placement basis and / or the public issue by the Company, from time to time subject to a limit not exceeding Rs.5000 crores (Rupees Five Thousand Crores Only) already approved under Section 180(1)(c) of the Companies Act, 2013 as per the resolution passed by the Members at their Annual General Meeting held on 4th September, 2014, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs,

charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) / Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s), Agent(s) and Trustee / Trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and /or its duly constituted Committee be and is hereby authorized to finalize, settle and execute and agree to any amendments / variation to such documents / deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid and all corporate actions arising out of the aforesaid resolution shall deem to have the approval of the Members of the Company, wherever required.”

36103976 votes (99.99 %) were cast in favour of the resolution and 3886 votes (0.01 %) were cast against it.

The Chairman declared that the above resolution was carried by requisite majority.

(ii) Under section 186 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include a duly constituted Committee of the Board) to (i) give any loan

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to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of Company's paid-up share capital, its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs.5,000/- Crores (Rupees Five Thousand Crores only) including the amounts already invested/ loans already made or guarantees/security already provided by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and /or its duly constituted Committee be and is hereby authorized to finalize, settle and execute and agree to any amendments / variation to such documents / deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and all corporate actions arising out of the aforesaid resolution shall deem to have the approval of the Members of the Company, wherever required.”

34660225 votes (99.62%) were cast in favour of the resolution and 133261 votes (0.38 %) were cast against it.

The Chairman declared that the above resolution was carried by requisite majority.

The Meeting concluded with a vote of thanks to the Chair.


S.DUTTA
CHAIRMAN OF THE MEETING

Date: February 14, 2015

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FOR SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary