



AN ISO 9001 : 2015
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
CIN No. L45209 WB 1924 PLC 004969

01/CS/SE/001/93255
May 16, 2018

BSE Limited
Listing Operations
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001
BSE Script Code: 523838

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
NSE Script Code: SIMPLEXINF

The Manager
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata - 700 001
Fax No.: 2210 - 2223 / 4025 - 3017
Scrip Code: 29053

Sub: Outcome of the 'Committee of Directors for raising capital' meeting held on May 16, 2018

Dear Sir/ Madam,

We wish to inform you that subsequent to the approval accorded by the Board of Directors of the Company, at its meeting held on August 14, 2017 and the special resolution passed by the shareholders of the Company at the AGM dated September 22, 2017 and EGM dated May 11, 2018 in relation to the proposed issue of Equity Shares, the 'Committee of Directors for raising capital' of the Board of Directors Company at its meeting held today, i.e., May 16, 2018 has, *inter alia* passed the following resolutions:

- raising of funds by way of issue of Equity Shares, through a QIP, in accordance with the SEBI ICDR Regulations
- Approving the preliminary placement document dated May 16, 2018 in connection with the QIP; and
- Authorising the opening of the QIP today i.e. May 16, 2018.
- Approval of the floor price for the QIP.

We further wish to inform you that the 'Relevant Date' for this purpose, in terms of Regulation 81(c) of the Companies Act, 2013 is May 16, 2018.



ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7695
BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, 'WORLI' MUMBAI-400 018 ☎ : 2491-8397 / 3537, 2492-8634 / 2296 / 2064
FAX : (022) 2491-2735 • 'HEMKUNTH' 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : 4944-4200, FAX : (011) 2646-9265
• 'SIMPLEX HOUSE' 48 (Old No. 21) CASA MAJOR ROAD, EGMORE, CHENNAI - 600 008 ☎ : 2819-5050 / 55, FAX : (044) 2819-5056 / 5057

of the SEBI ICDR Regulations, is May 16, 2018 and accordingly the floor price in respect of the aforesaid QIP, based on the pricing formula as prescribed under Regulation 85(1) of the SEBI ICDR Regulations is Rs.598.65/- per Equity Share. Pursuant to Regulation 85 of the SEBI ICDR Regulations, Our Company may offer a discount of not more than 5% on the floor price so calculated for the QIP.

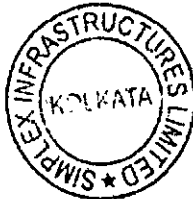
We request you to take the above on record.

This is for your information and records please.

Thanking you,
Yours faithfully,
For Simplex Infrastructures Limited


B L Bajoria

Sr. Vice President & Company Secretary





AN ISO 9001 : 2015
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
CIN No. L45209 WB 1924 PLC 004969

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE 'COMMITTEE DIRECTORS FOR RAISING CAPITAL' OF THE BOARD OF DIRECTORS OF SIMPLEX INFRASTRUCTURES LIMITED HELD ON WEDNESDAY 16TH MAY, 2018 AT ITS REGISTERD OFFICE AT SIMPLEX HOUSE, 27, SHAKESPEARE SARANI, KOLKATA-700017

AUTHORISATION OF THE OPENING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND APPROVING THE PRELIMINARY PLACEMENT DOCUMENT

"RESOLVED THAT the proposed issue of equity shares of face value of Rs.2/- each of Simplex Infrastructures Limited (the "Company") (the "Equity Shares"), through a qualified institutions placement in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Issue"), be and is hereby opened on May 16, 2018 for receiving bids in connection with the Equity Shares."

"RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI ICDR Regulations, shall be the date of this resolution i.e. May 16, 2018."

"RESOLVED FURTHER THAT the 'Committee of Directors for Raising Capital' of Board of Directors of the Company has considered and taken note that the floor price in respect of the Issue, based on the pricing formula as prescribed under Regulation 85(1) of Chapter VIII of the SEBI Regulations and based on the certificate received from the statutory auditors for determination of Floor Price is ₹598.65/- per Equity Share ("Floor Price")."

"RESOLVED FURTHER THAT pursuant to Regulation 85 of the SEBI ICDR Regulations and as approved by the shareholders, the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue and the discounted floor price after maximum discount of 5% is ₹ 568.72/-."

"RESOLVED FURTHER THAT the Issue be and is hereby opened today, i.e., May 16, 2018 for receiving bids in connection with the Equity Shares offered in the Issue, and that the Committee of Directors for



1 | 4

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 8372, FAX : (033) 2252-7595
BRANCHES : 502-A, POONAM CHAMBERS, SHIVSAGAR ESTATE, 'A' Wing, Dr. A. B. Road, "WORLD" MUMBAI-400 018 ☎ : 2491-8397 / 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

Raising Capital of the Board of Directors shall decide the bid closing date in connection with the Issue, pursuant to Chapter VIII of the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT the in-principle approvals received from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively "the Stock Exchanges"), in relation to the Issue, dated May 16, 2018, is taken on record."

RESOLVED FURTHER THAT, subject to compliance with applicable laws and regulations, net proceeds from the Issue is primarily for augmenting its working capital resources to cater to growing business needs and for general corporate purposes.

RESOLVED FURTHER THAT, pending utilization for the purposes described above, we intend to temporarily invest funds in permissible creditworthy instruments, including money market mutual funds and deposits with banks and corporates. Such investments would be in accordance with the investment policies approved by the Board from time to time.

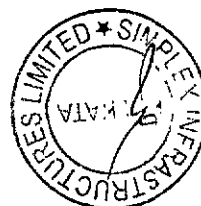
"RESOLVED FURTHER THAT draft of the preliminary placement document in relation to the Issue ("Preliminary Placement Document"), which includes disclosures contained in Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a copy of each of which was placed before the 'Committee of Directors for raising capital' of Board of Directors duly initialled by the Mr. B.L.Bajoria, Sr.V.P. & Company Secretary for the purpose of identification, be and are hereby approved for filing with the Stock Exchanges, the Registrar of Companies, West Bengal at Kolkata, the Securities and Exchange Board of India ("SEBI") and any other regulatory authorities, as may be required."

"RESOLVED FURTHER THAT the Placement Agreement dated May 16, 2018 entered into between the Company and the Global Coordinator and Book Running Lead Managers a copy of which was placed before the 'Committee of Directors for raising capital' of Board of Directors duly initialled by Mr.B.L.Bajoria, Sr.V.P.&Company Secretary for the purpose of identification, be and are hereby approved."

"RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other documents be affixed in the presence of any one of Mr. Rajiv Mundhra, Executive Chairman or Mr.S.Dutta , Whole-time Director of the Company and Mr.B.L.Bajoria, Sr.V.P. & Company Secretary, who do sign the same in token thereof."

"RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required."

"RESOLVED FURTHER that Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary are hereby severally authorised to make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."



"RESOLVED FURTHER that Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary are hereby severally authorised to sign the Preliminary Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Global Coordinator and Book Running Lead Managers engaged for the Issue appointed for the purposes of the Issue."

"RESOLVED FURTHER THAT the bid-cum-application form, as per the copy placed before the 'Committee of Directors for raising capital' of Board of Directors duly initialed by Mr.B.L.Bajoria, Sr.V.P. & Company Secretary for the purpose of identification, be and is hereby approved and that serially numbered bid-cum-application form, together with serially numbered Preliminary Placement Document, be sent to the eligible QIBs inviting bids for the subscription of Equity Shares pursuant to the Issue."

"RESOLVED FURTHER THAT Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary be severally authorised to open one or more escrow accounts in the name and style of "Simplex Infrastructures Ltd – QIP 2018 Escrow Account" for the purposes of the Issue and do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, as it may in their absolute discretion deem necessary or desirable in connection with, incidental thereto."

"RESERVED FURTHER THAT Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary are hereby severally authorised to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE, NSE, CSE, SEBI or any other governmental or regulatory authority in connection with the Issue."

"RESOLVED FURTHER THAT Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary are hereby severally authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of securities pursuant to the Issue in such manner as may be determined by the Committee, subject however, to the applicable statutory and/or regulatory requirements, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit or as the Committee may *suo moto* decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT any one of Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary be and are hereby severally authorized to take all such actions or give such directions or execute such documentation and undertakings, as may be necessary, expedient or appropriate in order to give effect



to the foregoing resolutions, including but not limited to the circulation and delivery to investors, approving the execution of the Placement Agreement and the filing with the Stock Exchanges of the Preliminary Placement Document, the circulation of application form(s) to prospective investors, receipt of filled up application forms, issuance of confirmation of allocation notes to investors identified for allotment, the filing of necessary returns and particulars with concerned regulatory authorities including the Registrar of Companies, the Securities and Exchange Board of India, and the Stock Exchanges.

"RESOLVED FURTHER THAT the Mr.B.L.Bajoria, Sr.Vice President & Company Secretary is authorised to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the BSE, NSE, CSE and/or other concerned authorities for their record and necessary action."

**Certified True Copy
For Simplex Infrastructures Limited**


B.L.Bajoria

Sr.Vice President & Company Secretary

