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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

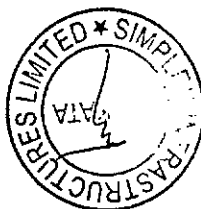
Certified True Copy of the resolution passed by the 'COMMITTEE OF DIRECTORS FOR RAISING CAPITAL' OF THE BOARD OF DIRECTORS (THE "COMMITTEE") OF SIMPLEX INFRASTRUCTURES LIMITED HELD ON SATURDAY , 19TH MAY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT SIMPLEX HOUSE, 27, SHAKESPEARE SARANI, KOLKATA-700017

To consider and approve the closing of the Qualified Institutional Placement and matters incidental thereto.

"RESOLVED THAT pursuant to the powers conferred on the 'Committee of Directors for Raising Capital' (the Committee) in connection with the Issue (as defined hereinafter), by the shareholders of the Company in respect of the issue of equity shares of face value of ₹ 2 each ("Equity Shares") of Simplex Infrastructures Limited (the "Company") to qualified institutional buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI 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") and as approved by the resolution passed by the board of directors of the Company ("Board") on August 14, 2017, and a special resolution passed by the shareholders of the Company on September 22, 2017 and as opened pursuant to the resolution passed by the Committee at its meeting dated May 16, 2018, the Issue be and is hereby declared as closed today i.e. May 19, 2018 with immediate effect."

"RESOLVED FURTHER THAT pursuant to a shareholders' approval received on May 11, 2018, permitting a discount of upto 5% to the floor price, the Issue Price shall be fixed at a final price of Rs.569/-per equity share."

"RESOLVED FURTHER THAT in respect of issue of equity shares of the company of face value of Rs. 2 each ("Equity Shares") by the company, the company be and is hereby authorised to issue and allot upto 70,68,490 Equity Shares at an issue price of Rs.569/- (including a premium of Rs.567/-) per Equity Share (the "Issue Price") aggregating to Rs.4,02,19,70,810/- (Rupees Four Hundred and Two Crores Nineteen Lakhs Seventy Thousand Eight Hundred and Ten only) to qualified institutional buyers who are



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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



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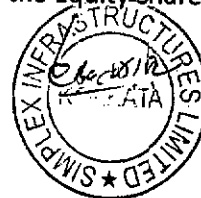
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successful bidders in the Issue, *inter-alia* in accordance with the terms and conditions of the Preliminary Placement Document dated May 16, 2018, application forms, confirmation of allocation notes and the Placement Document dated May 19, 2018 adopted in this meeting, in connection with this Issue, and applicable contractual, statutory and/ or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved."

"RESOLVED FURTHER THAT the Placement Document dated May 19, 2018 in respect of the Issue of 70,68,490 Equity Shares aggregating to Rs.4,02,19,70,810/- (Rupees Four Hundred and Two Crores Nineteen Lakhs Seventy Thousand Eight Hundred and Ten only) and confirmation of allocation note ("CAN") tabled at the meeting and duly initialled by the Chairman for identification purpose be and are hereby approved and adopted for filing with the BSE Limited, the Calcutta Stock Exchange Limited and the National Stock Exchange Limited (the "Stock Exchanges"), and serially numbered Placement Documents, together with serially numbered CAN, be sent to such eligible QIBs."

"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 sign the placement document on behalf of the company and to carry out amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to execute the form of pricing notification, the CANs and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including but not limited to all such acts, deeds, matters and things as may be required by the BSE Limited, the Calcutta Stock Exchange Limited the National Stock Exchange of India Limited, the Securities and Exchange Board of India, the Registrar of Companies, West Bengal at Kolkata or any other governmental or regulatory authority in connection with the Issue."

"RESOLVED FURTHER THAT the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible qualified institutional buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated."





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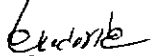
"RESOLVED FURTHER THAT any one of Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary be and hereby authorized to sign the Placement Document to be filed with the relevant stock exchanges for and on behalf of the Company and submit the same to the relevant stock exchanges and other applicable statutory and/or regulatory authorities, as may be required in connection with the Issue."

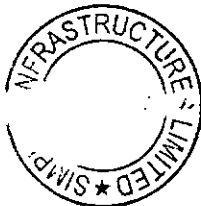
"RESOLVED FURTHER THAT any one of Mr. Rajiv Mundhra, Executive Chairman, Mr. S.Dutta, Whole-time Director, Mr.N.K.Kakani, Sr.Executive Director and Mr. B.L.Bajoria, Sr.V.P. & Company Secretary be and hereby authorized to sign the CAN to be issued to bidders confirming allocation of Equity Shares to such bidders and requesting payment for the entire applicable Issue Price for all Equity Shares allocated to such bidders"

"RESOLVED FURTHER THAT Mr.B.L.Bajoria, Sr.V.P.& Company Secretary is authorised to keep the record of private placement offer in Form PAS 5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended"

"RESOLVED FURTHER THAT Mr.B.L.Bajoria, Sr.V.P.& Company Secretary is authorised to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the BSE Limited, the Calcutta Stock Exchange Limited the National Stock Exchange of India Limited and/or other concerned authorities for their record and necessary action and be and hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the relevant stock exchanges and making other statutory and/or regulatory filings, if any"

Certified True Copy
For Simplex Infrastructures Limited


B. L. Bajoria
Sr. Vice President & Company Secretary



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