



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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CIN No. L45209 WB 1924 PLC 004969

01/CS/SE/001/95326

March 28, 2025

**The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai – 400 051**

**The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata – 700 001**

**The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001**

Sub: Outcome of the Board Meeting held on 28th March, 2025

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please be informed that the Board of Directors of the Company at its meeting held today has inter-alia approved the following matter:

1. Allotment of 1,00,84,027 Equity Shares to NARCL as approved by the Shareholders in the EGM held on 12th March 2025;
2. Appointment of Mr. Gurumurthy Ramanathan (DIN- 10366010) as Nominee Director, nominated by NARCL;
3. Appointment of Mr. Subrata Kumar Ray (DIN- 11003975) as Independent Director of the Company;
4. Preferential issue of Equity shares/ Convertible Warrants to Non-Promoters/ Promoters of the Company;

BRANCHES : "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : (011) 4944-4200, FAX : (011) 2646-5869

● HEAVITREE COMPLEX, 1ST FLOOR, UNIT-C, NEW DOOR NO. 47, SPURTANK ROAD, CHETPET, CHENNAI-600 031 ☎ : (044) 4287-6129

5. Preferential issue of Equity Shares to NARCL and
6. Approval of the Notice for the Extra-Ordinary General Meeting, to be convened for the matters mentioned in (2),(3), (4) & (5) above on Tuesday, 22nd April 2025.

Further, pursuant to the direction dated 14 June 2018 issued by SEBI to the stock exchanges and based on the declarations received, we hereby confirm that the Directors who are appointed are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority and therefore, they are not disqualified to be appointed as Directors.

The requisite disclosures, pursuant to Schedule III of Regulation 30 of the SEBI Listing Regulations and in terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 and SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13 July 2023, are enclosed as Annexure A & Annexure B for Directors' appointment and Issuance of Securities respectively.

The Board Meeting commenced at 7:00 P.M and concluded at 9:15 P.M.

We request you to take the above on record.

Yours faithfully,

For SIMPLEX INFRASTRUCTURES LIMITED

B. L. BAJORIA

Sr. VICE PRESIDENT & COMPANY SECRETARY

Enclosed: As above

Annexure-A

Sl.No	Particulars	Mr. Gurumurthy Ramanathan	Mr. Subrata Kumar Ray
1.	Reasons for change Viz, appointment, resignation, removal, death or otherwise	Appointment as a Nominee Director	Appointment as an Independent Director
2.	Date of appointment	28/03/2025	28/03/2025
3.	Brief Profile (in case of appointment)	As below	As below
4.	Disclosure of relationships between Directors	None	None

Profile

Mr. R. Gurumurthy, aged approximately 62 years, retired in June 2023 from his role as the Head of Governance at RBL Bank. With nearly 38 years of experience in the banking sector, he has worked both in India and Hong Kong. Prior to his tenure at RBL Bank, he held a leadership position responsible for building and managing relationships for the bank with large/ strategic clients in the financial service space at Standard Chartered Bank. His career also includes significant roles at Bank of America, Credit Lyonnais, and State Bank of India. Mr. Gurumurthy possesses extensive expertise in wholesale banking, capital markets, integrated risk management, and managing large, diverse teams across leadership roles both in India and internationally.

Mr. Subrata Kumar Ray, aged approximately 68 years, holds a Master of Laws (LLM), a Post Graduate Diploma in Industrial Relations and Personnel Management (DIRPM), and is a Fellow member of the Institute of Company Secretaries of India (FCS). Additionally, he holds an Advanced Diploma in Alternative Dispute Resolution from NALSAR Law University, Hyderabad. Currently, he serves as a Professor of Law and Management for the LLM and MBA programs at Maulana Abdul Kalam Azad University of Technology (MAKAU), a government university near Kalyani, Nadia. He is also a Fellow of the Indian Council of Arbitration and serves as an empanelled arbitrator. With over 20 years of experience, Mr. Ray has been a visiting faculty member at 23 business schools, including prestigious institutions such as IIM Kolkata, IIM Shillong, and IIFT Kolkata. He brings with him extensive knowledge of law, management, and corporate governance practices, which will be of immense benefit to the Board of the Company.

Annexure- B

Sl.No.	Particulars	Nature of Securities		
1.	Type of securities proposed to be issued	Fully Paid-up Equity Shares for cash	Convertible Warrants	Equity Shares by way of conversion of a portion of debt of the Company
2.	Type of Issuance	Preferential Allotment	Preferential Allotment	Preferential Allotment
3.	Total amount of Securities proposed to be Issued	72,39,447	74,20,935	25,91,000
4.	Price	Rs.289/-	Rs.289/-	Rs.289/- (conversion of debt into equity)
5.	Total amount for which the securities will be issues	Rs.209,22,00,183/-	Rs.214,46,50,215/-*	Rs.74,87,99,000/- (conversion of debt into equity)
4.	Names of the Investors	Annexure C	Annexure C	National Asset Reconstruction Company Limited

** 25% percent of the consideration shall be paid against each warrant on the date of allotment of warrants and the balance of 75% of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.*

Annexure C

Sr.No.	Name of the Proposed Allotees	Category	No: of Equity Shares	No:of Convertible Warrants
1.	M/s. Quant Money Managers Limited-Quant Mutual Fund-Infrastructure Fund	Non-Promoter	25,95,156	8,65,052
2.	M/s. Indorama India Private Limited	Non-Promoter	31,60,208	8,65,052
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	8,65,052	17,30,104
4.	M/s. Badriekedar Commercials Private Limited	Non-Promoter	0	7,00,000
5.	M/s.Kedia Securities Private Limited	Non-Promoter	5,19,031	3,46,021
6.	M/s. Aamara Capital Private Limited	Non-Promoter	0	2,00,000
7.	M/s. Chancellor Commodeal Private Limited	Non-Promoter	0	2,00,000
8.	M/s.Navisha Consultancy Services Pvt Ltd	Non-Promoter	0	2,50,000
9.	M/s.Emerald Path LLP	Non-Promoter	0	1,00,000
10.	Mr. Shiv Shegal	Non-Promoter	0	2,00,000
11.	Mr. Nischal Maheshwari	Non-Promoter	1,00,000	1,00,000
12.	Ms. Heya Ajay Shah	Non-Promoter	0	1,00,000
13.	Mrs. Usha Agarwal	Non-Promoter	0	34,602
14.	M/s. Ajay Merchants Private Limited	Promoter Group	0	17,30,104
		Total	72,39,447	74,20,935