



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/001/95225

April 22, 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: Summary of Proceedings of the Extra-Ordinary General Meeting held on 22nd April 2025

Dear Sir,

Please find attached the summary proceedings of the Extra-ordinary General Meeting of the Company held on Tuesday, 22nd April, 2025 through Video Conferencing / Other Audio Visual Means pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is for your information and record.

Thanking you,
Yours faithfully,

For SIMPLEX INFRASTRUCTURES LIMITED


B. L. BAJORIA
Sr. VICE PRESIDENT & COMPANY SECRETARY



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

**Summary of the Proceedings of the Extra-Ordinary General Meeting of
Simplex Infrastructures Limited**

The Extra-Ordinary General Meeting ('EGM') of the Members of Simplex Infrastructures Limited ('the Company') was held on Tuesday, 22nd April, 2025 at 12.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs and other applicable Circulars issued by the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The meeting commenced at 12.30 p.m. (IST) and concluded at 1:20 p.m. (IST) (including the time allowed for e-voting).

42 Members attended the EGM through VC. After ascertaining that the requisite quorum was present through VC and confirming attendance of all the Directors, Mr. Rajiv Mundhra, Chairman of the Company, commenced the proceedings of the meeting and welcomed the Members and other attendees for the meeting. The Chairman informed the Members that the Company has provided the facility through NSDL to cast their votes by electronic means, i.e. through remote e-voting and e-voting at the EGM, on the resolution as set forth in the notice of the EGM. Thereafter, the Chairman mentioned that the Members who have joined the meeting through VC and who had not cast their votes through remote e-voting, were provided the option to vote through e-voting facility made available at the EGM. The Chairman mentioned that the requisite documents were available for inspection .

With the consent of the Members present, the notice convening the EGM dated 28th March, 2025, circulated to the Members was taken as read.

The Chairman briefed the Members on the Company's status and future outlook. He mentioned that the Company had faced financial stress in recent years, which impacted its financial health. However, he expressed optimism about the way ahead, citing significant growth opportunities in sectors such as infrastructure, power, housing, and industrial construction. To capitalize on these huge business opportunities and to support the Company's revival, the Chairman emphasized the need to strengthen the Company's capital resource as banking facilities are no longer available. Accordingly, it is proposed to raise capital through a Private Placement of fresh equity shares and warrants, resulting in a total infusion of ₹423.66 Crores into the Company. This includes an upfront consideration of ₹262.83 Crores—comprising ₹209.22 Crores from equity shares and ₹53.61 Crores from warrants, representing 25% of their total value. Further, pursuant to the Master Restructuring Agreement (MRA) signed with NARCL on January 15, 2025, a portion of the outstanding unsustainable debt will be converted into equity, enabling NARCL to hold 15% of the Company's paid-up equity capital on a fully diluted basis. Accordingly, following the Preferential Issue to the Investors, an additional 25.91 lakh fully paid-up equity shares will be allotted to NARCL to maintain their 15% equity stake. He further stated that the successful execution of the resolution plan along with the infusion of fresh capital is expected to substantially strengthen the Company's financial position and lay the foundation for a strong business growth.



Thereafter, the Chairman invited speaker shareholders, who had done the prior registration, to speak and ask their questions, if any. The speaker Shareholders questioned mainly the debt restructuring, equity infusion, capex plan, current business and future plans of the Company. After listening to all the speakers, the Chairman requested Mr.N.K.Kakani, Sr. Executive Director of the Company to answer the queries. Mr. Kakani responded to all the queries raised by the members and provided necessary clarification. The Chairman mentioned that the e-voting module was kept open for 15 (fifteen) minutes after conclusion of the proceedings of the meeting .

The Board of Directors had appointed CS Atul Kumar Labh (FCS-4848/CP-3238), Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process (i.e. remote e-voting and e-voting at the EGM) in a fair and transparent manner. The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges and also be hosted on the website of the Company (i.e. www.simplexinfra.com), NSDL and Stock Exchanges within 2 (two) working days from the conclusion of the meeting. The Chairman authorized the Company Secretary to declare the e-voting results, intimate the same to the Stock Exchanges and place the same on the website of the Company. The following item of special business, as per the notice of the EGM dated 28th March 2025 were transacted through e-voting:

Sl.No.	Particulars	Resolution Type
1.	Approval of the issuance of Equity Shares to Non-promoters by way of fresh infusion of funds on a preferential basis	Special Resolution
2.	Approval of the issuance of Warrants to Promoter Group and Non-Promoters on a preferential basis	Special Resolution
3.	Approval of the conversion of a part of the outstanding loan of National Asset Reconstruction Company Limited (NARCL) into equity shares with the intent to make NARCL hold 15% of equity of the company on a fully diluted basis in accordance with the Master Restructuring Agreement (MRA) executed between the company and NARCL on 15 th January 2025	Special Resolution
4.	Appointment of Mr. Gurumurthy Ramanathan (DIN- 10366010) as Nominee Director of the Company and approval for payment of his remuneration as recommended by NARCL	Special Resolution
5.	Appointment of Mr. Subrata Kumar Ray (DIN- 11003975) as Independent Director of the Company	Special Resolution

Thanking the Members for their participation, the Chairman announced formal closure of the EGM.

For SIMPLEX INFRASTRUCTURES LIMITED


Senior Vice-President and Company Secretary