

# SIMPLEX INFRASTRUCTURES LIMITED

CIN-L45209WB1924PLC004969

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## ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 12TH MAY, 2022 AT 3.00 P.M.(IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY

Simplex Infrastructures Limited ("Company") had on April 18, 2022, dispatched electronically, to the shareholders of the Company, the Notice of Extra-Ordinary General Meeting ("EGM") dated April 12, 2022, ("EGM Notice"), scheduled to be held on Thursday, May 12, 2022 at 3.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact *inter-alia* the following Special Business:

### Item No. 1: Issue of Equity Shares and Warrants on a Preferential Allotment/Private Placement Basis to Swan Constructions Private Limited

The Company is issuing this addendum to the EGM Notice ("Addendum") in respect of the compliance with Regulation 163(1)(fa) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") for convertible warrants, pursuant to the clarification sought by National Stock Exchange of India Limited *vide* their letter dated 21-04-2022.

In respect of the aforesaid compliance, the Members are requested to take note of the following:

1. As mentioned in Paragraph 11(o) of Explanatory Statement of Item No. 1 in the EGM Notice, there will be change in control and management of the Company consequent to the completion of the preferential allotment proposed in the EGM Notice. The percentage of post preferential issue capital that will be held by the allottee, i.e. Swan Constructions Private Limited, pursuant to the preferential allotment has been shown as 50.16% in the EGM Notice pursuant to the allotment of the Equity Shares portion of the proposed preferential allotment. The proposed resolution plan envisages conversion of a portion of the debt of the existing lenders of the Company into equity shares. The Lenders would be allotted 1,28,00,000 equity shares (approx.10%) of the Company, on date of implementation of the resolution plan and pricing of the same would be as per directions contained under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Direction, 2019 and SEBI ICDR Regulations. After the allotment of the equity shares to the lenders, the total equity holding of the proposed allottee will be reduced to around 45.12%. Thereafter upon conversion of the convertible warrants, in the first phase the allottee will hold around 49.85% and in the second and final phase will hold around 51.58%. Please note that the (i) proposed preferential allotment of equity shares and convertible warrants to the allottee and (ii) the conversion of a portion of the existing debt of the Company and issuance of equity shares to the existing lenders, are part of the proposed resolution plan and subject to approval of the shareholders and the lenders of the Company.

2. Paragraph 11(j) of the Explanatory Statement for Item No. 1 in the EGM Notice be and is hereby replaced as under:

#### j. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Identity of the allottee & PAN	Category	Pre Issue shareholding and % of share holding	Number of securities proposed to be allotted	Post Issue % holding
Swan Constructions Private Limited PAN- AAZCS5981N	Non-Promoter	Nil	Equity Shares - 5,75,11,000 Warrants - 1,70,00,000*	50.16% 51.58%**

\* **Note:** Each Warrant carries a right exercisable by the Subscriber to subscribe to 1 (one) Equity Share per Warrant within 18 (eighteen) months from allotment.

\*\* **Note:** After allotment to the Lenders and conversion of the warrants.

3. Paragraph 11(k) of the Explanatory Statement for Item No. 1 in the EGM Notice be and is hereby replaced as under:

#### k. The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category of shareholder	Pre issue of Equity Share (As on 12th April, 2022)		Post Issue of Equity Shares		Post issue of shares to lenders (Proposed)		Post conversion of warrants by Subscribers up to 5%		Post conversion of second tranche of warrants up to 5%	
		Number of Shares	% of total shares	Number of Shares	% of total shares	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
(A)	<b>Promoters and Promoter Group Holding</b>										
1	<b>Indian Promoters / Promoter Group</b>										
(a)	Individuals / HUF (Existing promoters)	9384875	16.42%	9384875	8.19%	9384875	7.36%	9384875	6.73%	9384875	6.50%
(b)	Bodies Corporate (Existing Promoters)	19087173	33.40%	19087173	16.65%	19087173	14.98%	19087173	13.69%	19087173	13.21%
(c)	Bodies Corporate (Subscribers)	0	0	57511000	50.16%	57511000	45.12%	69511000	49.85%	74511000	51.58%
	<b>Sub Total</b>										
	Foreign Promoters / Promoter Group	-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>28472048</b>	<b>49.83%</b>	<b>85983048</b>	<b>74.99%</b>	<b>85983048</b>	<b>67.46%</b>	<b>97983048</b>	<b>70.26%</b>	<b>102983048</b>	<b>71.29%</b>
(B)	<b>Non-Promoters' shareholding</b>										
1	<b>Institutions</b>										
(a)	Mutual Funds	5048833	8.84%	5048833	4.40%	5048833	3.96%	5048833	3.62%	5048833	3.50%
(b)	Banks / FI	0	0	0	0.00%	12800000	10.04%	12800000	9.18%	12800000	8.86%
(c)	Insurance Companies	0	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%
(d)	FIs	269481	0.47%	269481	0.24%	269481	0.21%	269481	0.19%	269481	0.19%
	<b>Sub Total (B)(1)</b>	<b>5318314</b>	<b>9.31%</b>	<b>5318314</b>	<b>4.64%</b>	<b>18118314</b>	<b>14.22%</b>	<b>18118314</b>	<b>12.99%</b>	<b>18118314</b>	<b>12.54%</b>
2	<b>Non- Institutions</b>										
(a)	Bodies Corporate	7127917	12.47%	7127917	6.22%	7127917	5.59%	7127917	5.11%	7127917	4.93%
i)	Indian	-	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-	-
(b)	Individuals	13797789	24.15%	13797789	12.03%	13797789	10.83%	13797789	9.89%	13797789	9.55%
(c)	NRIs	790005	1.38%	790005	0.69%	790005	0.62%	790005	0.57%	790005	0.55%
(d)	Others	1636747	2.86%	1636747	1.43%	1636747	1.28%	1636747	1.17%	1636747	1.13%
	<b>Sub Total (B)(2)</b>	<b>23352458</b>	<b>40.87%</b>	<b>23352458</b>	<b>20.37%</b>	<b>23352458</b>	<b>18.32%</b>	<b>23352458</b>	<b>16.75%</b>	<b>23352458</b>	<b>16.17%</b>
	<b>Total Non-Promoters' Shareholding</b>	<b>28670772</b>	<b>50.17%</b>	<b>28670772</b>	<b>25.01%</b>	<b>41470772</b>	<b>32.54%</b>	<b>41470772</b>	<b>29.74%</b>	<b>41470772</b>	<b>28.71%</b>
	<b>GRAND TOTAL</b>	<b>57142820</b>	<b>100%</b>	<b>114653820</b>	<b>100%</b>	<b>127453820</b>	<b>100%</b>	<b>139453820</b>	<b>100%</b>	<b>144453820</b>	<b>100%</b>

Members are requested to read the EGM Notice in conjunction with this Addendum and any reference to the post shareholding pattern in the EGM Notice should be deemed to include a reference to this addendum. All other contents of the EGM Notice remain unchanged. All documents referred to in this Addendum shall be made available for inspection by the Members in the manner set out in the EGM Notice. A copy of this addendum and the EGM Notice shall be available on the Company's website at www.simplexinfra.com and on the website of the e-voting service provider i.e. www.evoting.nsdl.com.

**For SIMPLEX INFRASTRUCTURES LIMITED**  
**B. L. BAJORIA**  
**SR. VICE PRESIDENT &**  
**COMPANY SECRETARY**

Place : Kolkata  
Dated : 29th April, 2022