



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 2289-1468
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com
CIN No. L45209 WB 1924 PLC 004969

Mrs. Indira Biswas
Flat No.1, 'Triveni',
302, Prince Anwar Shah Road
Kolkata - 700045

Re: Appointment as the Independent Director of Simplex Infrastructures Limited

Madam,

We are pleased to inform you that the Board of Directors in their board meeting held on 16th April, 2021 have approved your appointment as an additional Independent Director of the Company to hold office for a period of five consecutive years commencing from 16th April, 2021 and expiring on 15th March 2026, subject to approval by the members at the ensuing general meeting in accordance with section 150(2) of the Companies Act, 2013.

A. Preliminary

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149(7) of the Companies Act, 2013
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. In Compliance with provisions of Section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
5. You will ensure compliance with other provisions of the Act and the Listing Agreement as applicable to you as an Independent Director.

B. Term

Your Appointment is for a term of 5 years commencing from 16th April, 2021 and expiring on 15th March 2026, subject to the approval by the Members at the ensuing general meeting in accordance with section 150(2) of the Companies Act, 2013

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C. Code of Conduct and Duties and Responsibilities

During your appointment you are required to comply with the provisions with respect to Independent Directors as contained in the Companies Act, 2013 and the Listing Agreement including the following codes of conduct:

1. You shall abide by the Simplex Code of Conduct for Directors and Senior Management Personnel to the extent applicable to an Independent Director of the Company
2. You shall abide by the Code for Independent Director provided in Schedule IV of the Companies Act, 2013
3. You shall abide by Code of Conduct for Trading by insiders in securities of the Company.
4. You shall abide by Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

D. Remuneration

1. You will be entitled to sitting fees for attending each meeting of the Board /Audit/Other Committee as may be determined by the Board from time to time which is at present Rs 20,000/- for attending Board Meeting and Rs. 15,000/- for attending Audit Committee Meeting and Rs. 10,000/- for attending other Committee Meetings
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board /Audit Committee Meetings/ Other Committee Meetings towards hotel accommodation, travelling and other out-of-pocket expenses if held out of Kolkata.

E. Directors and Officers Liabilities Insurance

Simplex has Directors' and Officers' liability insurance and it is intended that Simplex will maintain such cover for full term of your appointment.

F. Miscellaneous

You shall use reasonable efforts to keep confidential and do not disclose to any third party, any Confidential Information, if any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Please confirm your acceptance by signing, dating and returning a copy of this letter to the Company.

Yours Faithfully

For Simplex Infrastructures Limited



Rajiv Mundhra
Executive Chairman

Date:16.04.2021