



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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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

01/CS/SE/001/94624

April 13, 2022

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051
Scrip Code – SIMPLEXINF

The Secretary
BSE Limited.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip code - 523838

The Secretary
Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata – 700001
Scrip Code - 29053

Dear Sir,

Sub: Compliance under Regulation 27(2) of SEBI (Listing Obligations and
Disclosure Requirements) Regulation, 2015 (LODR)

In Compliance with the provisions of Regulation 27(2) of the Securities Exchange Board of India (Listing
Obligation and Disclosure Requirements) Regulation, 2015, we are forwarding herewith the Corporate
Governance Report (Annexure-I, Annexure-II and Annexure-IV) for the quarter ended 31st March, 2022.

Please acknowledge receipt.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


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

Enc: as above

Securities and Exchange Board of India

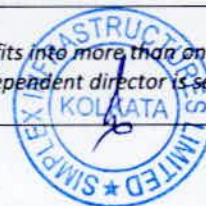
ANNEX I Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

ANNEXURE-I

1. Name of Listed Entity - SIMPLEX INFRASTRUCTURES LIMITED

2. Quarter ending – 31st March, 2022

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* 9In Months)	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajiv Mundhra	AIIPM7012J00014237	Chairperson-Executive Director	05.02.1976	N.A.	N.A.	28.07.2003	01.04.2018	N.A.	N.A.	1	0	0	0
Mr.	S. Dutta	ADRPD7115R00062827	Executive Director	05.01.1939	N.A.	N.A.	21.06.2001	01.09.2021	N.A.	N.A.	1	0	2	0
Mr.	Sheo Kishan Damani	ADPPD6669N00062780	Non Executive/ Independent Director	19.12.1940	YES	30-12-2020	06.10.2005	05.09.2019	N.A.	60	1	1	2	2
Mr.	Dipak Narayan Basu	AADPB2102K00981990	Executive Director	07.11.1942	N.A.	N.A.	21.11.2016	21.11.2019	N.A.	N.A.	1	0	0	0
Mr.	Pratap Kumar Chakravarty	AEUPC6993A09021538	NonExecutive/ Independent Director	04.05.1954	N.A.	N.A.	13.02.2021	30.09.2021	N.A.	60	1	1	1	0
Mrs	Indira Biswas	AHLPB9668D03401620	NonExecutive/ Independent Director	31.07.1964	N.A.	N.A.	16.04.2021	30.09.2021	N.A.	60	1	1	1	0
Whether Regular chairperson appointed : Yes														
Whether Chairperson is related to managing director or CEO : No														
<p><i>SPAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>														



Securities and Exchange Board of India

II. Composition of Committees						
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>DIN NO</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mr. Sheo Kishan Damani	00062780	Chairperson/Non-executive /independent Director	13.02.2021	N.A.
		Mr. Sukumar Dutta	00062827	Executive Director	14.11.2015	N.A.
		Mr. Pratap Kumar Chakravarty	09021538	Non-executive/ Independent Director	13.02.2021	N.A.
2. Nomination & Remuneration Committee	Yes	Mr. S.K.Damani	00062780	Chairperson / Non-executive/ independent Director	14.11.2015	N.A.
		Mr. Rajiv Mundhra	00014237	Executive Director	20.09.2016	N.A.
		Mr. Pratap Kumar Chakravarty	09021538	Non-executive /Independent Director	13.02.2021	N.A.
		Mrs. Indira Biswas	03401620	Non-executive /Independent Director	16.04.2021	N.A.
3. Risk Management Committee(if applicable)	Yes	Mr. Rajiv Mundhra	00014237	Chairperson/Executive Director	26.09.2014	N.A.
		Mr.S.Dutta	00062827	Executive Director	26.09.2014	N.A.
		Mr.Dipak Narayan Basu	00981990	Member	15.11.2019	N.A.
		Mr.N.K.Kakani		Member	26.09.2014	N.A.
4. Stakeholders Relationship Committee'	Yes	Mr. S.K.Damani	00062780	Chairperson/Non-executive /independent Director	20.09.2016	N.A.
		Mr. S.Dutta	00062827	Executive Director	12.02.2015	N.A.
		Mrs. Indira Biswas	03401620	Non-executive /independent Director	16.04.2021	N.A.
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen						

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13.11.2021		Yes			
	14.02.2022	Yes	6	3	92 Days

* to be filled in only for the current quarter meetings



IV. Meetings of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee Meeting	14.02.2022	Yes	3	2	13.11.2021	92	Days
Stake Holders Relationship Committee	14.02.2022	Yes	3	2	13.11.2021	92	Days
Nomination & Remuneration Committee	Nil	Yes	N.A.	N.A.	13.11.2021	N.A.	Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional							
**to be filled in only for the current quarter meetings							

Securities and Exchange Board of India**V. Related Party Transactions**

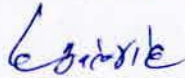
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.
Note:	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **The Company does not fall under Top 1000 listed entities but has constituted a Risk Management Committee.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here : **The report for the previous quarter has been placed before the Board at the meeting held on 14.02.2022 and the Board noted the same.**

For Simplex Infrastructures Limited



Name & Designation : B.L.Bajoria
Sr.Vice President & Company Secretary
Place: Kolkata
Date: 13.04.2022



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.simplexinfrastructures.com
b) Terms and conditions of appointment of independent directors	Yes	www.simplexinfrastructures.com
c) Composition of various committees of board of directors	Yes	www.simplexinfrastructures.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.simplexinfrastructures.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.simplexinfrastructures.com
f) Criteria of making payments to non-executive directors	Yes	www.simplexinfrastructures.com
g) Policy on dealing with related party transactions	Yes	www.simplexinfrastructures.com
h) Policy for determining 'material' subsidiaries	Yes	www.simplexinfrastructures.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.simplexinfrastructures.com
j) Email address for grievance redressal and other relevant details	Yes	www.simplexinfrastructures.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.simplexinfrastructures.com
l) Financial results	Yes	www.simplexinfrastructures.com
m) Shareholding pattern	Yes	www.simplexinfrastructures.com
n) Details of agreements entered into with the media companies and/or their associates	N.A.	www.simplexinfrastructures.com
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.simplexinfrastructures.com
p) New name and the old name of the listed entity	N.A.	www.simplexinfrastructures.com
q) Advertisements as per regulation 47 (1)	Yes	www.simplexinfrastructures.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.simplexinfrastructures.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.simplexinfrastructures.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.simplexinfrastructures.com
b) Materiality Policy as per Regulation 30	Yes	www.simplexinfrastructures.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
It is certified that these contents on the website of the listed entity are correct. -		



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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes



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<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	N.A.
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		



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III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. - Yes

B.L.BAJORIA

B.L. Bajoria
SR.VICE PRESIDENT & COMPANY SECRETARY



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year Half year ending 30th September,2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: #			
Entity	Aggregate amount advanced during six months		Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A.		N.A.
Promoter Group or any other entity controlled by them	N.A.		N.A.
Directors (including relatives) or any other entity controlled by them	N.A.		N.A.
KMPs or any other entity controlled by them	N.A.		N.A.
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by: #			
Entity	Type (guarantee, comfortletter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	N.A.	N.A.	N.A.
Promoter Group or any other entity controlled by them	N.A.	N.A.	N.A.
Directors (including relatives) or any other entity controlled by them	N.A.	N.A.	N.A.



KMPs or any other entity controlled by them	N.A.	N.A.	N.A.
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: #

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A.	N.A.	N.A.
Promoter Group or any other entity controlled by them	N.A.	N.A.	N.A.
Directors (including relatives) or any other entity controlled by them	N.A.	N.A.	N.A.
KMPs or any other entity controlled by them	N.A.	N.A.	N.A.

No loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives).



II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company - **NOT APPLICABLE**

For **SIMPLEX INFRASTRUCTURES LIMITED**



SUKUMAR DUTTA
WHOLE TIME DIRECTOR & CFO



Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*