



Simplex Projects Limited

AN ISO 9001:2008 & ISO 14001:2004 COMPANY

SPL/568/2017-18

26th September, 2017

To,
Mr. Bhabya Nath Thakur
78C, Raja Basanta Roy Road
Kolkata-700029

Dear Sir,

Sub: Appointment as Non Executive Independent Director

I am pleased to inform you that the shareholders at the 27th Annual General Meeting held on 25th September, 2017 have approved your appointment as an Independent Director for a period of five years upto the conclusion of the 32nd Annual General Meeting. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

Terms of Appointment:

1. Your appointment as a Non-Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
2. In compliance with provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
3. Notwithstanding other provisions of this letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
4. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.



Corporate Office : 11/1C/2, East Topsia Road, Kolkata 700 046

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Registered Office : 12/1, Nellie Sengupta Sarani, Kolkata 700 087

Phone : +91 33 2252 / 7231 / 7232, CIN : L45201WB1990PLC050101

E-mail : info@simplexprojects.com ; Web : www.simplexprojects.com

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Role on the Board:

5. As a Non-Executive Independent Director you are expected to provide his expertise in Corporate Governance and social contribution of business and contribute using his long experience in the functioning of the Board and the Committees of the Board he is nominated for. In addition to routine Board Meeting, he should allow time for Committee Meetings, preparatory work and travel, and ensure that he is in a position to attend. You may be nominated on one or more Committees of the Board and in such event you will be provided with the relevant Committee's terms of Reference and any specific responsibilities.

Duties & Responsibilities:

6. The duties, responsibilities and liabilities that are attached to this appointment would be as per the applicable laws, Company Policies and the Articles of Association of the Company. The laws that currently govern the duties, responsibilities and liabilities of an Independent Director are the Companies Act, 2013 ('Act') and the Listing Agreement with the Stock Exchanges, some of which are specifically outlined below. You will follow "the Code for Independent Director" as per Schedule IV to the Companies Act, 2013, and "Code of Conduct for Directors" as framed by the Board of Directors of the Company. You are required to make disclosure of his interest as per the requirements of Section 184 of the Act.

As, an independent Director, You may be held liable only in respect of such acts of omission or commission by the Company which had occurred with his knowledge attributable through Board process and with his consent or connivance or where he had not acted diligently.

Independence:

7. The Board of Directors of the Company inter alia has given due consideration to his declaration of being qualified as 'Independent' in accordance with the provisions of the Act, and the Listing Agreement with the Stock Exchanges. You are expected to continue to be qualified as



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'Independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the Annual Report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain the independence you should discuss this with the Chairman as soon as practicable.

Evaluation Process:

8. Your Performance Evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of Non-Independent Directors and the Board as a whole and other Independent Directors.

Code of Business Conduct:

9. You will follow the 'Code of Conduct' adopted for the Directors of the Company and furnish an annual affirmation of the same.

You will apply the highest standards of confidentiality, and not disclose to any person or Company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which he comes into contact by virtue of his position as a Director, except for the compliance with any law or Court Order or with prior clearance from the Chairman of the Company.

Prohibition of Insider Trading:

10. He will follow the provisions of the Code of Conduct for Prevention of Insider Trading and the requirements under the Act, and SEBI regulations, which inter alia requires that price-sensitive information is not used or transmitted and maintained securely. He should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Compliance Officer.



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Provision for Directors and Officers Liability Insurance, if any:

11. Nil

Remuneration:

12. You will be entitled to Sitting fee for attending Meetings of the Board or Committee thereof either personally or through video conference. The remuneration and fee payable shall be subject to applicable tax deduction at source.

You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company.

In addition to the above, you will be entitled to reimbursement of the expenses for participation in the Board and other Meetings, if any.

General:

13. All the terms as mentioned above including his appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Act, and Rules made thereunder and Corporate Governance requirements under the Listing Agreement, as mentioned from time to time.

Thanking You

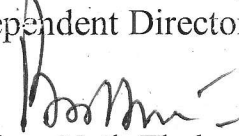
Yours faithfully,

For Simplex Projects Limited

Balkrishandas Mundhra
Chairman & Managing Director



I have read and agree to the above terms regarding my appointment as an Independent Director of Simplex Projects Limited.


Bhabya Nath Thakur.
Independent Director

Date : 26.09.2017