



# SIMPLEX PROJECTS LIMITED

Registered Office: 12/1, Nellie Sengupta Sarani, Kolkata-700087

To  
The Members,

## NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

**NOTICE** is hereby given that the following resolutions are circulated for approval of the Members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001:

### 1. INCREASE IN BORROWING LIMITS- AS ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** in supersession to the earlier resolution passed at the General Meeting of the Company held on 22<sup>nd</sup> September, 2008 and pursuant to provisions of Sub-section (d) of Section 293(1) of the Companies Act, 1956 and all other enabling provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (which herein after referred to as “the Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution), to borrow any sum or sums of monies, from any one or more Company’s bankers and/or from any one or more other banks, persons, firms, bodies corporate or financial institution, whether by way of term loans, advances or deposits, loans or bills discounting, issue of debentures, furnishing of guarantees or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties, whether immovable or movable, and all or any of the undertaking(s) of the Company, for and on behalf of the Company from time to time of further sums of money for the purpose of the Company amounting in aggregate to a sum not more than Rs. 2000 Crores (Rupees Two Thousands Crores) (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business), that is to say, the total borrowings by the Board of Directors for and on behalf of the Company of an aggregate sum not exceeding Rs. 2000 Crores, exclusive of interest, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (Apart from such temporary loans obtained or to be obtained from the Company’s bankers) will or may exceed the aggregate of the paid-up capital and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard.”

### 2. CREATION OF CHARGE- AS ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** in modification to the earlier resolution passed at the Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2008 the consent of the Company be and is hereby accorded under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, to the Board of Directors of the Company (which herein after referred to as “the Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution) to mortgage, hypothecate and/or charge in addition to the existing mortgages/ hypothecations/ charges created by the Company on such terms and conditions as the Board may deem fit, on all or any part of movable and/or immovable properties of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and /or any other lending agencies or other persons, whether in India or outside India to secure the loans, debentures and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company up to a sum not exceeding Rs. 2000 Crores (Rupees Two Thousands Crores).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to finalise with such banks/financial institutions/trustees/ of debenture holders/lending agencies and/or any other person the documents for creating the aforesaid mortgage, hypothecation and/or charge and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments/changes/variations thereto from time to time as it may think fit.”

### 3. ISSUE OF EQUITY SHARES- AS SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act, Reserve Bank of India or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to approval(s), consent(s), permission(s), and/or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee of the Board constituted / to be constituted to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue, and allot 600,000 (Six Lacs) number of equity shares of face value of Rs. 10 each to **M/s. Saffron Finpro Distributors Private Limited**, Non-Promoter, in one or more tranches, whether or not they are member(s) of the Company, on preferential basis through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such documents/ writings, in such manner or on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the price of the equity shares so issued shall be calculated as per the guidelines issued by SEBI in this respect, i.e.

- a) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the six months preceding the 'relevant date'.

OR

- b) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the two weeks preceding the 'relevant date', Whichever is higher and the relevant date for this purpose shall be 17<sup>th</sup> June, 2009, being the date 30 (Thirty) days prior to the date of passing of this resolution by the Members through Postal Ballot. The aggregate number of equity shares, so issued shall not exceed 600,000 (Six Lacs).

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the dividend to be declared after the aforesaid allotment and be listed on Stock Exchanges where the shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue or allotment of such equity shares, the Board of Directors be and is hereby authorised on behalf of the Company to take actions and do all such act, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of equity shares, including delegation of power to any Director/ Officer of the Company and utilization of issue proceeds, without being required to seek any further consent or approval of members or otherwise to the end and intent that members shall be deemed to have given their approval thereto expressly by the Authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted in the Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement with the Stock Exchanges concerned, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or officer(s) of the Company to give effect to this resolution".

Date : 13<sup>th</sup> June, 2009

Place : Kolkata

By the Order of the Board  
For **SIMPLEX PROJECTS LIMITED**

Binaya Kumar Dash  
**Company Secretary**

**Notes :**

1. *The Explanatory Statement as required under Section 173(2) read with Section 192A(2) of the Companies Act, 1956 in respect of the above resolutions are annexed.*
2. *The Board of Directors has appointed Shri Atul Kumar Labh, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.*
3. *Notice is being sent under certificate of posting to all the Members whose names would appear in the Register of Members/Record of Depositories as on 13<sup>th</sup> June, 2009.*
4. *A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by Courier at the expense of the Members will also be accepted.*
5. *Members are requested to indicate their assent or dissent on the aforesaid business in the Postal Ballot against the relevant items and return the same to the Scrutiniser, so as to reach the Scrutiniser not later than the close of working hours on 16<sup>th</sup> July, 2009.*
6. *The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by the Chairman on 17<sup>th</sup> July, 2009 at 4:00 p.m. at the Registered Office of the Company at 12/1, Nellie Sengupta Sarani, Kolkata 700087. Members, who wish to be present at the time of declaration, may do so at the above venue. The declaration by Chairman as stated above may be treated as declaration of results by the Chairman at a meeting of the members as per the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.*
7. *A copy each of the documents referred to the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays between 11:00 A.M. and 1:00 P.M. up to the date of declaration of the result of postal Ballot.*
8. *Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed before exercising their vote.*

## **Explanatory Statement pursuant to Section 192A (2) and Section 173(2) of the Companies Act, 1956**

### **Item No. 1**

Pursuant to Section 293(1) (d) of the Companies Act, 1956 the Board of Directors of a Public Limited Company shall not, except with the consent of the members in General Meeting, borrow money (apart from temporary loans obtained in the ordinary course of business) exceeding the paid up Capital of the Company and its free reserves that is reserves not set apart for any specific purpose.

The Shareholders of the Company in the Annual General Meeting held on 22<sup>nd</sup> September, 2008 had accorded their consent to the Board of Directors for borrowing up to Rs. 500 Crores. Subsequent to the successful completion of Initial Public Offer (IPO) of the equity shares of the Company, the net worth of the Company increased substantially. However, In view of the expansion in business and the proposed business plans of the Company and towards enabling an active borrowing programme to allow the company access to funds from various lenders at most competitive rates to meet requirements of additional funds for existing and new projects to be undertaken by the Company and the need of the company's capital expenditure and additional working capital requirements, the existing limit of Rs. 500 Crores may not be sufficient and the Company would be required to borrow monies in excess of the earlier approved limits.

Accordingly, your Directors propose to seek approval of the Members under Section 293(1)(d) of the Companies Act, 1956, to authorise the Board to borrow monies, in excess of the paid-up capital and free reserves of the Company, to the extent of Rs. 2000 Crores.

The Board recommends this resolution for your approval and acceptance by passing the resolution as an Ordinary resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution.

### **Item No. 2**

Section 293(1)(a) of the Companies Act, 1956, inter-alia, provides that the Board of Directors of a Public Limited Company shall not, without the consent of members in a general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking. Since mortgaging and/or charging by the Company of its immovable and movable properties, as aforesaid, in favour of any bank/financial institutions/ any other lending agencies, may be regarded as disposal of the Company's properties. It is necessary to obtain the approval of the members for the resolution under Section 293(1)(a) of the Companies Act, 1956.

The shareholders of the Company at the Annual General Meeting held on 22<sup>nd</sup> September, 2008 had accorded their consent for creation of mortgage, hypothecate and/or charge in addition to the existing mortgages/hypothecations/charges created by the Company, on all or any part of movable and/or immovable properties of the Company, substantially the whole of the undertaking of the Company in favour of one or more banks and/or financial institutions and/or other lending agencies in respect of financial assistance not exceeding the approved borrowing limits. In view of the expansion in business and the proposed business plans of the Company and towards enabling an active borrowing program to allow the company access to funds from various lenders at most competitive rates, for which a proposal for enhancement of the borrowing powers of the Board has been made as above. The borrowing facilities may be required to be secured by creation of mortgage and/or charge in favour of the lender on such immovable and moveable properties of the Company, present and future, as may be decided in consultation with the lenders.

Therefore, your Directors propose to enhance the limit for creation of mortgage, hypothecation/charge, on all or any of the moveable/immovable properties of the Company in favour of Banks, financial institutions and/or lending agencies up to a sum of Rs. 2000 Crores.

The Board recommends this resolution for your approval and acceptance by passing the resolution as an Ordinary resolution.

None of the Directors of the Company is concerned or interested in the proposed resolution.

### **Item No. 3**

The Company is pursuing several growth opportunities in the existing businesses of the Civil and Engineering Construction by expending its scale of business in India and abroad.

To augment the long term resources of the Company for meeting the fund requirements of existing and new businesses and for general corporate growth, including investments, it is proposed to issue 600,000 (Six Lacs) number of equity shares on preferential basis in accordance with the "Guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 ("the Preferential Guidelines") (As amended). **M/s. Saffron Finpro Distributors Private Limited**, is interested and informed their willingness for subscribing 600,000 (Six Lacs) of equity shares of Rs. 10/- each of the Company as a primary investment on preferential allotment basis subject to the receipt of requisite corporate and regulatory approvals.

The proposed issue and subsequent allotment of equity shares, require approval of the members by a Special Resolution pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges.

Disclosures required to be given in the explanatory statement to the Notice of the General Meeting, in terms of provisions of Chapter XIII of Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 ("the Preferential Guidelines") as in force on the date of this notice, are as under:

#### **1. Objects of the issue**

The Company is continuing to embark upon the expansion of its operations. Your Board has decided to undertake various new projects involving huge fund requirement. Thus, the objects of the issue are :

1. To augment the long term resources by infusing fresh equity
2. To raise funds for capital expenditure, working capital requirement and for general operational and corporate needs of the Company from time to time.

#### **2. Intention of the Promoter and Promoter Group to subscribe to the offer**

The Promoters / Promoters Group are not participating in the proposed preferential issue of equity shares.

### 3. Shareholding pattern before and after the offer :

The shareholding pattern of the proposed allottee before and after the preferential issue are given below:

Sl.No	CATEGORY	PRE-ISSUE		POST ISSUE	
		No. of shares held	% of holding	No. of shares held	% of holding
1	<b>Promoters</b>				
	Indian	69,98,139	58.3160	69,98,139	55.5391
	Foreign	NIL	NIL	NIL	NIL
2	<b>Non-Promoters</b>				
	(i) Institutional Investors/NRIs/FIIs/OCBs	10,44,652	8.7052	10,44,652	8.2906
	Govt./Banks/ Mutual Funds	8,56,613	7.1382	8,56,613	6.7983
	(ii) Others				
	Corporate Bodies/ Clearing Members				
	a. Saffron Finpro Distributors Private Limited	NIL	NIL	6,00,000	4.7618
	b. Others	7,00,599	5.8381	7,00,599	5.5601
General Public	19,55,853	16.2983	19,55,853	15.5222	
NRIs/HUFs/Clearing Members/Others	4,44,522	3.7042	4,44,522	3.5279	
	<b>TOTAL</b>	<b>1,20,00,378</b>	<b>100.00</b>	<b>1,26,00,378</b>	<b>100.00</b>

Note : The Pre-offer shareholding pattern is as on 13<sup>th</sup> June, 2009.

### 4. Proposed time within which allotment shall be completed

The Board proposes to allot the Equity shares in terms of the resolution set out in the Notice within 15 days from the date of passing of the resolution or within 15 days from the date of approval of any regulatory authority, whichever is later.

### 5. Identity of the proposed allottee and the percentage of the preferential issue that may be held by them

Name of the proposed Allottee	Category	Present Shareholding	Number of Equity Shares proposed to be allotted.	Post Issue Share holding after allotment of shares
Saffron Finpro Distributors Private Limited	Body Corporate	NIL	6,00,000	4.7618%

Letter of intent from the proposed allottee agreeing to subscribe to the shares has been received.

### 6) Pricing of the Issue

The issue of equity share shall be at a price to be determined in accordance with Chapter XIII of relevant SEBI Guidelines. As per the SEBI Guidelines, the price at which such preferential allotment can be made must not be less than higher of the following:

a) The average of the weekly high and low of the closing prices of the Company's Shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the six months preceding the 'relevant date'.

Or

b) The average of the weekly high and low of the closing prices of the Company's shares quoted on a Stock Exchange (National Stock Exchange of India Limited) during the two weeks preceding the 'relevant date'.

The price above is to be determined on the basis of the quotes available on the National Stock Exchange of India Ltd., whereat the trading turnover is higher.

The 'relevant date' for determining the issue price of the equity shares which shall be allotted to the investor shall be 17<sup>th</sup> June, 2009, being the date 30 (thirty) days prior to the date of passing of this resolution by the members by Postal Ballot.

The Auditor's Certificate certifying that the issue of equity shares is being made in accordance with the Guidelines will be available for inspection at the Registered Office of the Company on all working days except holidays between 11:00 A.M. and 1:00 P.M. up to the date of declaration of the result of postal Ballot.

### 7) Lock in Period

The equity shares to be issued shall be locked-in for a period of one year from the date of allotment as prescribed under SEBI Guidelines as amended from time to time.

### 8) Miscellaneous

- The equity shares arising out of such issue shall rank pari passu in all respects, including the dividend to be declared after the aforesaid allotment, with the existing equity shares of the company and will be listed on the Stock Exchanges where the equity shares of the Company are listed.
- The proposed allottee has confirmed in writing that they have not sold any shares of the Company in the last 6 months and are eligible for allotment in terms of Reg. 13.3.1 (h) of the Guidelines issued on the preferential issue of shares as stipulated by SEBI.
- The proposed allottee does not hold any shares as on date, hence the compliance in terms of Reg. 13.3.1 (g) of the Guidelines issued on the preferential issue of shares as stipulated by SEBI are not applicable.

The Board recommends this resolution for your approval and acceptance by passing the resolution as a Special Resolution.

None of the Directors are, in any way, concerned or interested in the above resolution.

Date: 13th June, 2009

Place: Kolkata

By the Order of the Board  
For **SIMPLEX PROJECTS LIMITED**  
**Binaya Kumar Dash**  
Company Secretary



# SIMPLEX PROJECTS LIMITED

Registered Office: 12/1, Nellie Sengupta Sarani, Kolkata-700087

## POSTAL BALLOT FORM

Postal ballot No.:

1. Name(s) of shareholders :  
(in block letter)  
(including joint holders, if any)
2. Registered address of the Sole/First :  
named Shareholder
3. Folio No./DP ID No./Client ID No.\* :  
(\* Applicable to investors holding shares in dematerialised form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick ( ✓ ) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Borrowing Powers U/S 293(1)(d) of the Companies Act, 1956 (O.R.)			
2	Creation of charge U/S 293(1)(a) of the Companies Act, 1956 (O.R.)			
3	Preferential Issue of shares U/S 81(1A) of the Companies Act, 1956 (S.R.)			

Note :O.R. : Ordinary Resolution, S.R. :Special Resolution

Place :

Date :

\_\_\_\_\_  
(Signature of the shareholder)

Please read carefully the Instructions printed overleaf before exercising the vote.

## **INSTRUCTIONS**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned/signature not tallied Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 16<sup>th</sup> July, 2009 . All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on 13<sup>th</sup> June, 2009.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.