

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of Members of the **SIMPLEX PROJECTS LIMITED** will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020, on Monday the 22nd day of September, 2008 at 3:00 P.M. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and Profit & Loss Account for the year ended on that date together with the reports of Auditors and Board of Directors thereon.
2. To declare dividend on Equity Shares for financial year ended 31st March 2008.
3. To appoint a Director in place of Mr. Anand Chopra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Prabir Kumar De, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors of the Company and to fix their remuneration, and for the purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Company, Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and the Audit Committee of the Board of Directors of the Company be and is hereby authorized to fix their remuneration of the said period in addition to reimbursement to them of actual out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

6. INCREASE IN BORROWING LIMITS

To consider and, if thought fit, to pass with or without modification, 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 28th August, 2006 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. 500 Crores (Rupees Five Hundred 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. 500 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 finalise, 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.”

7. CREATION OF CHARGE

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution** :

“**RESOLVED THAT** in modification to the resolution passed at the Annual General Meeting of the Company held on 30th September, 2005 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/ hypothecation/ 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 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. 500 Crores (Rupees Five Hundred 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.”

8. ISSUE OF EQUITY WARRANTS

To consider and if thought fit, to pass with or without modification(s), following Resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 81(A) and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (SEBI) (Disclosure and Investor Protection) Guidelines, 2000 and other applicable rules/regulations/guidelines prescribed by SEBI and/or any other regulatory authority, if any, and the Listing Agreement entered into by the Company with the Stock Exchanges where the equity 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 any one of 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 authorized on behalf of the Company to create, offer, issue and allot Equity Warrants not exceeding 8,00,000 (Eight Lacs) in number in one or more tranches, to Non-Promoters, whether or not they are the members of the Company, on preferential basis entitling the warrant holder with an option to apply for and be allotted one fully paid up equity shares of face value of Rs.10/- each against one warrant, at an exercise price including premium being a price not less than the price to be arrived at as per SEBI Guidelines for Preferential Issue (Chapter XIII of the SEBI (DIP) Guidelines 2000), the Relevant Date for this purpose shall be August 23, 2008, being the date 30 (thirty) days prior to the date of passing of this resolution by the members in the Annual General Meeting, on such terms and conditions, as may be finalized by the Board of Directors, in accordance with guidelines/rules applicable to preferential allotment of the Equity Warrants, as the case may be, and/or any modification thereof and subject to the following terms and conditions :

- a) Price at which warrants shall be issued i.e. exercise price shall be equal to or higher than :

The average of the weekly high and low of the closing prices of the Company’s shares quoted on the stock exchange during the six months preceding the ‘relevant date’

or

The average of the weekly high and low of the closing prices of the Company’s shares quoted on the stock exchange during the two weeks preceding the ‘relevant date.’

- b) A sum of 10% of the exercise price (such amount being referred to hereinafter as “the strike price”) shall be payable by the allottees at the time of allotment of the Equity Warrants. If the allottees do not exercise the Equity Warrants during the conversion period, the strike price shall be forfeited by the Company. In case the allottee exercises the Equity Warrants, the strike price shall be adjusted against the share application monies payable by the allottees and only the balance 90% shall be payable by them.

- c) The Equity Warrants shall be allotted within a period of 15(fifteen) days of the passing of the resolution to consider and approve the issue of Equity Warrants. Provided that where the allotment in one or more lots on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15(fifteen) days from the date of such approval
- d) The Equity Warrants shall be exercisable at the option of the holder, in such manner of options exercised by the holder, in one or more tranches at the option of the holder of such Equity Warrants at any time within the exercise period. The exercise period shall not exceed 18 months from the date of allotment.
- e) The terms relating to such Equity Warrants including the exercise period and relating to the Equity Shares being allotted on its exercise may be decided in accordance with SEBI Guidelines and other provisions of law as may be applicable to the transaction, by the Board.
- f) The Equity Shares so allotted on exercise and conversion of the Equity Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividends when declared.
- g) The Equity Warrants and the Equity Shares allotted on the conversion of such Equity Warrants shall be locked in for a stipulated period, as per SEBI (DIP) Guidelines.
- h) The said Equity Warrant and the Equity Shares allotted on conversion of such Equity Warrants shall be subject to such further terms and conditions, if any, as may be agreed to by and between, the Board, and the Subscriber of Equity Warrants/Shares, and as stipulated by any regulatory authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue or allotment of the equity warrants and equity shares arising there from, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, 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 the said warrants and equity shares arising there from, including utilization of the 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 be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted on conversion of such preferential issue of Equity Warrants on 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 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”.

**By Order Of the Board
For Simplex Projects Limited**

Place : Kolkata
Date : 22nd August, 2008

**B.K. DASH
Company Secretary**

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
 2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 3. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business set out in the notice is annexed hereto.
 4. The Register of Members and Share Transfer Register of the Company will remain closed from 16th September, 2008 to 22nd September, 2008 (both days inclusive) in connection with ensuing Annual General Meeting and dividend proposed to be declared thereat.
 5. Payment of dividend, if declared, will be paid to the eligible members whose names shall appear in the Register of Members of the Company on 15th September, 2008. In respect of shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 6. a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Ltd., under the signature of sole/first joint holder, the following information to be incorporated on dividend warrants :
 - i) Name of the sole/first joint holder and the Folio Number.
 - ii) Particulars of bank account viz. :
 - Name of the bank
 - Name of the branch
 - Complete address of the bank with PIN code
 - Account type whether savings or current account
 - Bank account number
 - b) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the members for remittance of dividend through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the towns and cities. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company or its Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd. ECS mandate form can also be downloaded from the website of the company – www.simplexprojects.com, and be forwarded duly filled and signed to the Company or its Registrars and Share Transfer Agent, to avail benefit of this service.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Any query relating to Accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company Secretary ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
9. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors retiring by rotation and proposed to be reappointed at the ensuing Annual General Meeting are annexed hereto.
10. Members are requested to notify immediately any change in their address / bank details to their Depository Participants (DP) in respect of their shareholding in Demat mode and in respect of shares in physical form to the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd., "Subramanian Building", No.1, Club House Road, Chennai – 600002.
11. Members holding shares in the physical form and desirous of making nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit the nomination in Form 2B, as prescribed under Companies (Central Government's) General Rules and Forms, 1956, in duplicate to the Company's Registrars and Share Transfer Agent. Blank Forms can be supplied on request.
12. All documents referred to in this notice and explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days except Sunday and other holidays between 11.00 am to 1.00 p.m. up to the date of the Annual General Meeting.
13. Members are requested to contact the Company Secretary at the Registered Office of the Company (Phone: +91-033-32923330, Fax :+91-033-22528013), E-mail: investors@simplexprojects.com for prompt reply to their queries and for redressal of any complaint, which they may have.
14. Members are requested to bring copy of Annual Report to the meeting. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SEC.173 (2) OF THE COMPANIES ACT, 1956

Item No. 6

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 28th August, 2006 had accorded their consent to the Board of Directors for borrowing up to Rs. 200 Crores. Subsequent to the successful completion of Initial Public Offer (IPO) of the equity shares of the Company, the networth 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. 200 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 authorized the Board to borrow monies, in excess of the paid-up capital and free reserves of the company, to the extent of Rs. 500 Crores.

The Board recommends this resolution to be passed as an Ordinary resolution.

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

Item No. 7

Section 293(1)(a) of the Companies Act, 1956, inter-alia, provides that the Board of Directors of a Public 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 30th September 2005 had accorded their consent for creation of mortgage, hypothecate and/or charge in addition to the existing mortgages/hypothecation/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 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. 500 Crores.

The Board recommends this resolution to be passed as an Ordinary resolution.

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

ITEM NO. 8

The Company is pursuing several growth opportunities in the existing line of business besides expanding its existing scale of business. Your company is trying to maximize the shareholders value by accelerating the growth, in pace with the opportunities.

To augment the long term resources of the Company in order to meet the growth opportunities and for general corporate purposes, your Board intends to mobilize funds through issue of warrants to Non-Promoters by way of Preferential allotment of warrants for cash, in terms of the Guidelines issued by the Securities And Exchange Board of India, as in force on the date of this notice. The number of warrants entitling to convert into equity shares to such persons and on such terms and conditions including as to dividend, premium, conversion etc. are detailed in the draft resolution set out in the Notice and Explanatory Statement.

The proposed issue and subsequent allotment of equity shares on exercise of the option by the warrant holder, 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.

The 8,00,000 Equity Warrants proposed to be issued to the Non-Promoters of the Company will carry an option to acquire equivalent no. of shares of Rs. 10/ each, on the terms and conditions mentioned in the aforesaid special resolution'

Disclosures required to be given in the explanatory statement to the Notice of the General Meeting, in terms of provisions of Chapter XIII of the SEBI (DIP) Guidelines, 2000 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 corporate purposes.

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

The Promoters / Promoters Group are not participating in the proposed preferential allotment of warrants.

3. Shareholding pattern before and after the offer :

Shareholder	Percentage of shareholding before the proposed preferential allotment of warrants		Percentage of shareholding after conversion of the proposed preferential allotment of warrants	
	No of Shares	% of Share holding	No of Shares	% of Share holding
A. Promoter and promoter Group:				
Indian :				
- Individual/HUF	594714	4.9558	594714	4.6461
- Bodies Corporate	<u>6365553</u>	<u>53.0446</u>	<u>6365553</u>	<u>49.7294</u>
	<u>6960267</u>	<u>58.0004</u>	<u>6960267</u>	<u>54.3755</u>
Foreign	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
Total Shareholdings of Promoters & Promoters Group	<u>6960267</u>	<u>58.0004</u>	<u>6960267</u>	<u>54.3775</u>
B.Public Shareholding :				
- Institutions and FIIs	2324893	19.3735	2324893	18.1627
- Non Institutions	<u>2715218</u>	<u>22.6261</u>	<u>3515218</u>	<u>27.4618</u>
Total Shareholdings by Public	<u>5040111</u>	<u>41.9996</u>	<u>5840111</u>	<u>45.6245</u>
C.Shares held by custodian against which depository receipts have been issued	NIL	NIL	NIL	NIL
TOTAL [A+B+C]	12000378	100.00	12800378	100.00

Note:

- The Pre-offer shareholding pattern is given as on 22nd August, 2008.
- Shareholding pattern has been prepared on the assumption that all the warrants will be converted into equity shares before the expiry of 18 months.
- The proposed preferential allotment of warrants will not result in any change in management control.

4. Proposed time within which allotment shall be completed

The Board proposes to allot the Equity Warrants 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.

The allotment of 8,00,000 equity shares resulting from exercise of option attached to the said equity warrants, will be completed in one or more tranches, but within 18 months from the date of issue of the Equity Warrants.

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

Name of the proposed Allottee	Category	Present Shareholding	Number of Equity Warrants proposed to be allotted.	Post Issue Share holding after conversion of the Warrants
Saffron Finpro Distributors Private Limited	Public	NIL	8,00,000	6.2498

6) Pricing of the Issue

The issue of warrants and equity shares arising through issuance will be at a price equal or higher than:

- 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 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 resultant equity shares which shall be allotted to the warrant holders, on exercise of the option to apply for equity shares against warrants shall be 23rd August, 2008, being the date 30 (thirty) days prior to the date of passing of this resolution by the members in the Annual General Meeting.

The Auditor's Certificate certifying that the issue of Equity Warrants 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 Sunday and holidays between 11 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

7) Conversion of Period

Warrants holder shall be entitled to apply for the equity shares within specified period of 18 months from the date of allotment.

8) Terms of Payment

An amount equivalent to 10 per cent of the issue price shall be payable on subscription to the warrants.

The warrant holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of Rs. 10/- each of the Company per warrant, any time after the date of allotment of such warrants. Upon exercise of the right to apply for equity shares, the warrant holders

will be liable to make the payment of the balance amount, being 90 per cent of the issue price. The amount paid will be adjusted / set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.

9) Lock in Period

The warrants issued under the preferential offer shall be subject to lock in for a period of one year from the date of allotment. The lock in on the shares allotted on exercise of option attached to the warrants shall be reduced to the extent the warrants have already been locked in.

10) Other terms

The equity shares arising out of issue of warrants pursuant to the Resolution shall rank pari passu in all respects with the existing equity shares of the Company.

The Board recommends this resolution to be passed as a special resolution.

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

**By Order Of the Board
For Simplex Projects Limited**

Place : Kolkata
Date : 22nd August, 2008

**B.K. DASH
Company Secretary**

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Anand Chopra	Mr. Prabir Kumar De
Date of birth	27-07-1949	03-01-1944
Date of appointment	01-04-2006	01-04-2006
Qualification	B.Com, FCA	BE (Civil), Chartered Engineer (Institute of Structural Engineers,UK
Expertise	Mr. Anand Chopra, aged about 59 yrs is a Non-Executive Independent Director of our Company. He is a Fellow Member of Institute of Chartered Accountants of India. He is presently Senior Partner of Chopra & Company, a Practicing Chartered Accountant firm. He is having varying experience in Statutory, Management and Internal Audit of large and medium sized Companies. Also, he is having wide experience in Direct Taxes, Project Feasibility, Project Funding and evaluation of Projects.	Mr. Prabir Kumar De , aged 64 years is a non-executive, Independent Director of our Company. Mr. De is a Chartered Engineer (Institution of Structural Engineers (UK)) with over 35 years experience in all civil construction activities specially town planning. He has Served The Kolkata Improvement Trust as Chief Engineer. Mr. De joined the Board of our Company as Director in April 2006.
Directorships held in other Companies as on 31st March, 2008	<ol style="list-style-type: none"> 1. SIMPLEX FISCAL HOLDINGS PVT. LTD. 2. MADHU NIRMAN PVT. LTD. 3. AVANI HIGHRISE PVT. LTD. 4. CREATIVE VANIJYA PVT. LTD. 	NIL
Membership/Chairman ships of committees across Public Companies	NIL	NIL
No. of shares held	NIL	NIL
Relationship between Directors inter-se	NIL	NIL

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