

## NOTICE

**Notice** is hereby given that the Twenty Third Annual General Meeting of Members of the **SIMPLEX PROJECTS LIMITED** will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020, on Monday the 23<sup>rd</sup> day of September, 2013 at 3:30 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and Statement of Profit & Loss for the year ended on that date together with the reports of Auditor's and Directors' thereon.
2. To appoint a Director in place of Dr. Nitindra Nath Som, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anand Prasad Agarwalla, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

5. To appoint Branch 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 the provisions of Section 228 and other applicable provisions, if any of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to appoint/re-appoint Branch Auditor(s) of any Branch Office of the Company, which are opened or may be opened/ acquired hereafter, in India or Abroad, in consultation with the Company's Auditors, any person qualified to

Act as Branch Auditor (s) within the provisions of Section 228 of the Act and to fix their remuneration.

**RESOLVED FURTHER THAT** the acts, deeds and things already done by the Board of Directors in this regard, be and are hereby confirmed, approved and ratified.”

Place: Kolkata

Date: , 2013

**Registered Office:**

12/1, Nellie Sengupta Sarani,  
Kolkata-700087

**By Order Of the Board**

**For Simplex Projects Limited**

**Anil Jain**

**GM – Commercial & Company Secretary**

**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. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors seeking re-appointment at the ensuing Annual General Meeting are annexed hereto.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 17<sup>th</sup> September, 2013 to 23<sup>rd</sup> September, 2013 (both days inclusive) in connection with ensuing Annual General Meeting.
5. Members, who have not so far encashed their Dividend warrants for the financial year ended 31<sup>st</sup> March, 2008 , 31<sup>st</sup> March, 2009, 31<sup>st</sup> March, 2010 and 31<sup>st</sup> March, 2011 are requested to seek issue of duplicate warrants by writing to the Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Ltd. Members may note that pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, any money which remains unpaid or unclaimed for a period of Seven years from the date of transfer to the unpaid dividend account of the Company, should be transferred to the Investor Education and Protection Fund (IEPF).
6. 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.
7. 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", V-Floor. 1, Club House Road, Chennai – 600002.

8. 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.

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.

9. 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.
10. 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](mailto:investors@simplexprojects.com) for prompt reply to their queries and for redressal of any complaint, which they may have.
11. 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.
12. **Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned depository participants. Members who hold shares in physical form are requested to register the same with the Registrar & Share Transfer Agent (RTA), M/s. Cameo Corporate Services Ltd, "Subramanian Building", V- Floor. 1, Club House Road, Chennai – 600002.**

ANNEXURE TO NOTICE

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

<b>Name of the Director</b>	<b>Dr. NITINDRA NATH SOM</b>	<b>MR. ANAND PRASAD AGARWALLA</b>
<b>Date of birth</b>	29-01-1941	05-11-1951
<b>Date of appointment</b>	09-01-2007	16-07-2011
<b>Qualification</b>	B.E in Civil Engineering, PhD.	B.Com, Solicitor
<b>Expertise</b>	Dr. Nitindra Nath Som, aged about 72 is a Director of the Company, a renowned name acclaimed in India and abroad as one of the leading Civil and Geo-Technical Engineers. Has 46 years of experience in teaching, research, administration, industrial consultancy, design construction and quality control in Civil and geo-technical engineering. He has joined the Board in the Year 2007.	Mr. Anand Prasad Agarwalla, aged about 62 yrs, is an independent Director of the company and a Solicitor by profession. He has over 38 yrs of experience in the field of law, specifically real estate laws. He specializes in commercial and property documentation, corporate and commercial litigation, property related issues and laws of arbitration and alternate dispute resolutions. He joined the Board in the Year 2011.
<b>Directorships held in other Companies as on 31<sup>st</sup> March, 2013</b>	1. Simpark Infrastructure Private Limited. 2. GPT Infraprojects Limited	1. Deepak Industries Limited.
<b>Membership/Chairman ships of committees across Public Companies</b>	NIL	NIL
<b>No. of shares held</b>	NIL	NIL
<b>Relationship between Directors inter-se</b>	NIL	NIL

**SIMPLEX PROJECTS LIMITED**  
**Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087**

**PROXY FORM**

I/We.....  
of.....  
being a member/members of the SIMPLEX PROJECTS LIMITED hereby  
appoint.....

of .....or failing him/her  
.....

of.....  
.....

as my/our proxy to attend and vote for me/us and my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday the 23<sup>rd</sup> day of September, 2013 at 3:30 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 and at any adjournment thereof.

Signed this ..... day of ..... 2013

Folio No. :

DP ID :

Client ID :

Affix Revenue Stamp
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Member's Signature .....

**Note :** 1) This proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than Forty eight hours before the commencement of the meeting.

2) A Proxy need not be a Member of the Company.

**SIMPLEX PROJECTS LIMITED**  
**Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087**

**ATTENDANCE SLIP**

<b>DP ID :</b>	<b>Regd. Folio No.</b>
<b>Client ID :</b>	<b>No. of shares. :</b>

I hereby record my presence at the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 on Monday, 23<sup>rd</sup> day of September, 2013 at 3:30 P.M..

<b>Name of the Attending Member</b>	<b>Name of the Attending Proxy</b>
<b>Signature of the Attending Member</b>	<b>Signature of the Attending Proxy</b>

- Note :** 1) Shareholder/Proxy holder wishing to attend the meeting is requested to bring the Attendance Slip and hand over the same at the Entrance of the venue of the meeting duly signed.
- 2) Shareholders are requested to bring their copy of the Annual Report as copies of the report will not be distributed at the Meeting.