



# SIMPLEX PROJECTS LIMITED

CIN: L45201WB1990PLC050101

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

Phone No. : 033-2252-7231/7232, Fax : 2285-2105

Email- investors@simplexprojects.com, website: www.simplexprojects.com

## NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Members of the Company will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020, on Wednesday, the 28<sup>th</sup> day of September, 2016 at 3.00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jai Kishan Bagri (DIN – 00268722) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), M/s. Chaturvedi & Company, Chartered Accountants (ICAI Registration No. FRN-302137E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

4. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (LODR) Regulations, 2015, Mr. Keshava Das Mundhra (DIN: 00969981), who was appointed as an Additional Director with effect from February 12, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from February 12, 2016.”

5. 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 148 and other applicable provisions of the Companies Act, 2013, read with the Rules (including any statutory modification(s) or re-enactment thereof, for the time being in force) prescribed thereof, the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditors, M/s. S. Chhaparia & Associates, appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified.”

*By Order of the Board  
For Simplex Projects Limited*

Kolkata  
12th August, 2016 **B. K. Mundhra**  
*Chairman & Managing Director*

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

**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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the paid up capital of the company carrying voting rights. A member holding more than ten percent of the paid up capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
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 of Mr. Jai Kishan Bagri, Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are annexed hereto, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standard on General Meetings (SS-2).
4. The Register of Members and Share Transfer Register of the Company will remain closed from September 21, 2016 to September 28, 2016 (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, 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 124 of the Companies Act, 2013, 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. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details either to the Company or to M/s. Cameo Corporate Services Ltd., Registrar and Share Transfer Agent of the Company.
7. Members desiring any information relating to accounts or any other items of business set out in the Agenda of the meeting are requested to write to the Company well in advance so as to enable the management to keep the information ready.
8. 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 Saturday and Sunday up to the date of the Annual General Meeting.
9. Members are requested to contact the Company (Phone No. : (033) 2285-4125, 6634-1200, Fax No. : (033) 2285-2105, E-mail : investors@simplexprojects.com) for prompt reply to their queries and for redressal of any complaint, which they may have.
10. 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.
11. Electronic copy of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e- voting with Attendance Slip and proxy form is being sent to all the members whose email ids are registered with Depository participants for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

12. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.simplexprojects.com](http://www.simplexprojects.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days.

### 13. Voting through electronic means

- I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25<sup>th</sup> September, 2016 (10:00 am) and ends on 27<sup>th</sup> September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. Procedure for remote e-voting are as under:

- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
  - (i) Open email and open PDF file "SPL remote e-Voting.pdf" with your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Simplex Projects Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are

required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	Pass-word /Pin
105511	-	-

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

d) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2016.

e) Members, who acquired shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@simplexprojects.com](mailto:investors@simplexprojects.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

f) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

h) Mr. A. K. Labh, Company Secretary (Membership No. FCS 4848) and Partner M/s. A K Labh & Co., Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

i) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

j) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing,

who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.simplexprojects.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.

14. Members / Proxies / Representatives are requested to bring the attendance slip enclosed to the Annual report /Notice for attending the meeting.

---

#### **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of Companies Act, 2013)

##### **Item No. 4:**

The Board of Directors of the Company ('the Board') at its meeting held on February 12, 2016, on the recommendation of the Nomination & Remuneration Committee, have appointed Mr. Keshava Das Mundhra, as an Additional Independent Director, who shall hold the office up to the date of the ensuing Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has further received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Keshava Das Mundhra for the office of Independent Director of the Company, subject to the approval of the members.

Mr. Keshava Das Mundhra has a good experience of administration and has managerial skills required in the field of infrastructure sector. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he be appointed as an Independent Director of the Company. Mr. Keshava Das Mundhra shall not be liable to retire by rotation and shall hold office for a term of five years with effect from February 12, 2016. Details in respect of Mr. Keshava Das Mundhra is furnished in the Annexure of this Notice.

Save and except Mr. Keshava Das Mundhra, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the said Resolution at Item No. 4 for your approval.

##### **Item No. 5:**

The Board, on the recommendation of the Audit Committee, have approved the appointment and remuneration of the Cost Auditors of the Company, M/s. S. Chhaparia & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes, which is subject to ratification by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution set out at Item No. 5 of the Notice for your approval.

*By Order of the Board  
For **Simplex Projects Limited**  
**B. K. Mundhra***

*Chairman & Managing Director*

Kolkata  
12th August, 2016

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

**ANNEXURE**

Details of the Directors seeking Appointment/Re-appointment at the 26<sup>th</sup> Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016):

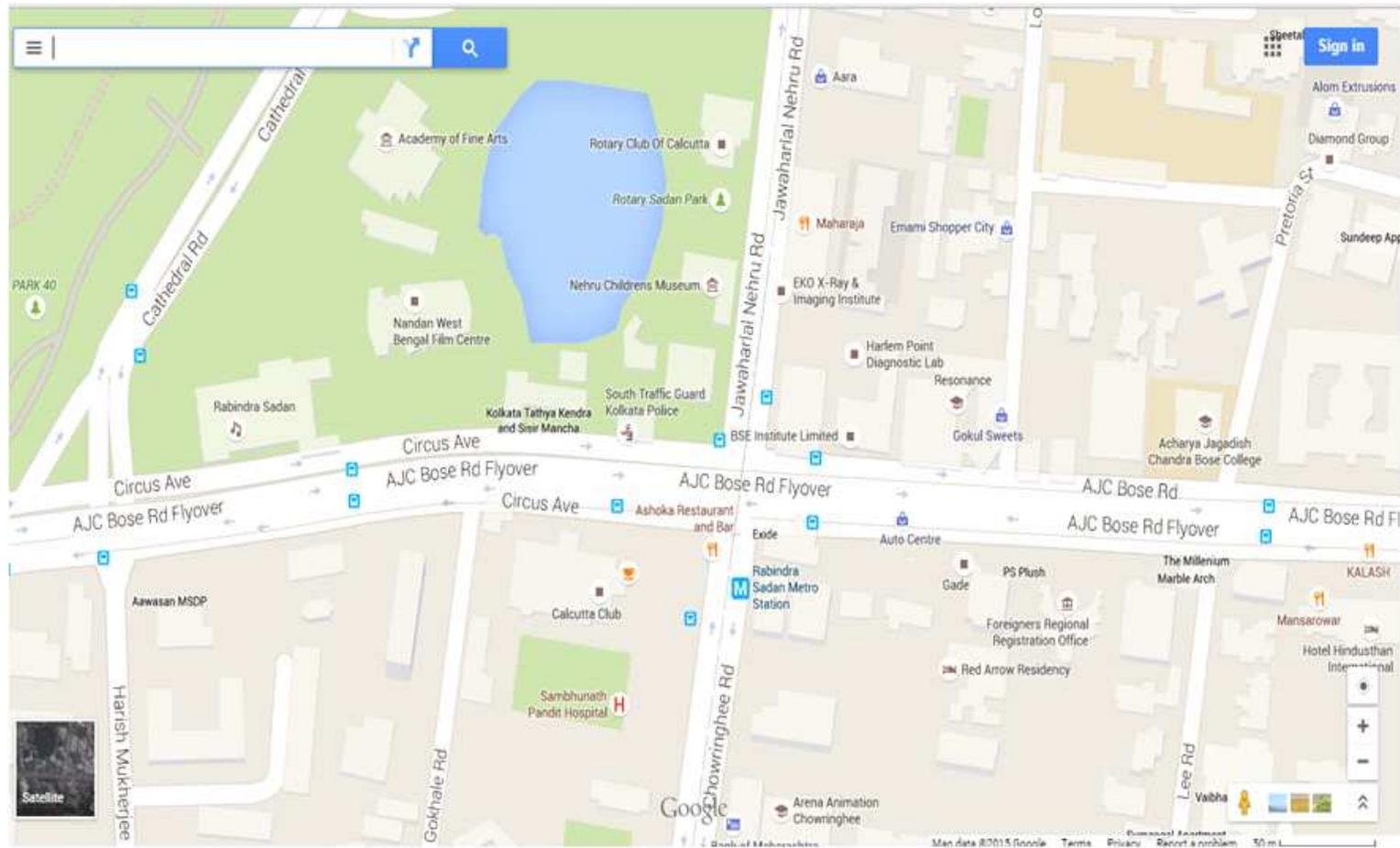
<b>Name of Director</b>	<b>Mr. Jai Kishan Bagri</b>	<b>Mr. Keshava Das Mundhra</b>
<b>Date of Birth</b>	<b>06/01/1948</b>	<b>14/01/1943</b>
<b>Nationality</b>	<b>Indian</b>	<b>Indian</b>
<b>Qualification</b>	<b>B.E. (Civil)</b>	<b>Graduate</b>
<b>Date of Appointment</b>	<b>01/10/2014</b>	<b>12/02/2016</b>
<b>Expertise in specific functional area</b>	<b>Mr. Jai Kishan Bagri is a Whole Time Director of our Company. He is having almost 40 years of experience in almost all fields of civil construction. Having worked in our Company for almost 30 years, Mr. Bagri joined the Board in 1995 and is looking after the Project Tendering &amp; Monitoring.</b>	<b>Mr. Keshava Das Mundhra is having varying experience of 35 years in the field of Mechanical and Structural Engineering Industry. He possesses vast working knowledge and experience of administration required in the field of construction and infrastructure development.</b>
<b>Relation between directors inter-se</b>	<b>None</b>	<b>None</b>
<b>Names of the Listed Companies in which directorship is held</b>	<b>None</b>	<b>None</b>
<b>Names of the Other Companies in which directorship is held</b>	<b>1. Bagri Polytex Limited 2. MMB Vinimay Pvt. Ltd. 3. Teesta Commodities Pvt. Ltd. 4. Simplex Projects Road &amp; Highway Constructions Pvt. Ltd.</b>	<b>1. Kripa Investments Limited</b>

**Membership/Chairmanship of Committees of other Indian public Companies:**

<b>a) Audit Committee</b>	<b>None</b>	<b>None</b>
<b>b) Investors' Grievance Committee</b>	<b>None</b>	<b>None</b>
<b>Shareholding in the Company</b>	<b>Nil</b>	<b>Nil</b>

ROUTE MAP OF AGM VENUE :

7



**SIMPLEX PROJECTS LIMITED**

**(CIN: L45201WB1990PLC050101)**

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087, Website: [www.simplexprojects.com](http://www.simplexprojects.com)  
Phone No. 033-2252-7231/7232, Fax: 033-2285-2105, Email- investors@simplexprojects.com

**ATTENDANCE SLIP**

**[To be surrendered at the time of entry at the Venue]**

26<sup>th</sup> Annual General Meeting of the Company on Wednesday, September 28, 2016 at 3:00 P.M.  
at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020

Name and Registered Address of the Member:

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company

Name of the Shareholder / Proxy	
Regd. Folio / DP ID & Client ID No.	
Number of Shares held	
Signature of Shareholder / Proxy	

Note: Shareholder/ Proxy wishing to attend the meeting is requested to bring the Attendance slip and hand over the same at the entrance of the venue.

**ELECTRONIC VOTING PARTICULARS**

e-Voting facility is being provided in respect of the Resolutions proposed at the meeting, in accordance with Section 108 of the Companies Act, 2013. Please see Note 13 of the Notice convening the AGM for the detailed procedure.

<b>EVSN (Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>
105511		

**FORM NO. MGT-11**

**SIMPLEX PROJECTS LIMITED  
(CIN: L45201WB1990PLC050101)**

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087, Website: [www.simplexprojects.com](http://www.simplexprojects.com)  
Phone No. 033-2252-7231/7232, Fax: 033-2285-2105, Email- investors@simplexprojects.com

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./ DP ID & Client ID:	

I/We, being the member(s), holding.....shares of SIMPLEX PROJECTS LIMITED, hereby appoint:

1. Name\_\_\_\_\_ Address\_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,

2. Name\_\_\_\_\_ Address\_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,

3. Name\_\_\_\_\_ Address\_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ .

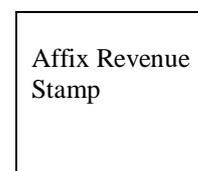
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 28<sup>th</sup> day of September, 2016 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020 and at any adjournment thereof in respect of such resolution as are indicated below:

<b>Resolution No.</b>	<b>Description</b>
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Director in place of Mr. Jai Kishan Bagri, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Statutory Auditors of the Company
<b>Special Business</b>	
4.	Appointment of Mr. Keshava Das Mundhra as an Independent Director of the Company.
5.	Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors for the Financial Year ended March 31, 2017.

Signed this.....day of..... 2016

Signature of Shareholder(s).....

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.