



Simplex Projects Limited

CIN: L45201WB1990PLC050101

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

Phone No. 033-2252-7231/7232 & 2285-4125, Fax: 033-2252-8013

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

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of Members of the Company will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020, on Monday the 25th day of September, 2017 at 11.00 A.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 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudarshan Das Mundhra (DIN: 00013158) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. H.S. Bhattacharjee & Co., Chartered Accountants, Kolkata (Registration No.: 322303E) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Chaturvedi & Co., Chartered Accountants, Kolkata (Registration No.: 302137E), the retiring Auditor, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year of 2022 at a remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

4. To consider and if thought it, 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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors, M/s. S. Chhaparia & Associates, appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.”

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 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. Bhabya Nath Thakur (DIN: 05250206), who was appointed as an Additional Director with effect from August 24, 2017 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 August 24, 2017.”

Place: Kolkata

Date: 24th August, 2017

Registered Office:

12/1, Nellie Sengupta Sarani,
Kolkata-700087

By Order Of the Board
For Simplex Projects Limited

Vikram Kumar Mishra
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 and the proxy need not be a member of the company. The instrument appointing proxy should however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting i.e. till 11.00 a.m. by 23rd September, 2017. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the company carrying voting rights. A member holding more than ten percent of the share 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, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Relevant details of Mr. Sudarshan Das Mundhra, 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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
5. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s. H.S. Bhattacharjee & Co., Chartered Accountants, Kolkata (Registration No.: 322303E) in place of M/s. Chaturvedi & Co., Chartered Accountants, Kolkata (Registration No.: 302137E), the retiring Auditor, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting, to be held in the year of 2022 on such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

M/s. H.S. Bhattacharjee & Co., Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 18th September, 2017 to 25th September, 2017 (both days inclusive) in connection with ensuing Annual General Meeting.
7. Members, who have not so far encashed their Dividend warrants for the financial year ended 31st March, 2010 and 31st 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).
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 up to the date of the Annual General Meeting.
9. Members are requested to contact the Company (Phone: 033-2252-7231/7232 & 2285-4125, Fax: 033-2252-8013), E-mail: investors@simplexprojects.com for prompt reply to their queries and for redressal of any complaint.
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 27th 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 27th 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 27th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.simplexprojects.com. 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. There will be one vote for every Client ID No./Registered Folio No. irrespective of the number of joint holders. In case of joint holders attending the meeting, only such joint holder whose name appears first as per Register of Members would be entitled to vote.
14. Route Map to the venue of AGM is annexed hereto.
15. **Voting through electronic means**

The process and manner for voting by electronic means and time schedule including the time period during which the votes may be casted is as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 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 and the business may be transacted through e-Voting Services. 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 will be available at the AGM venue to those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the meeting but will not be entitled to cast their votes once again.
- III. The remote e-voting period commences on 22nd September, 2017 (09:00 am) and ends on 24th September, 2017 (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 18th September, 2017, 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.

IV. The process and manner 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 viz; "remote e-voting.pdf" with your Client ID or 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. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put your user ID and password. 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. Note 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 with a copy marked to 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 Participants(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	Password/Pin

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

- V. 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 or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. 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 18th September, 2017.
- IX. Any person, who acquires 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. 18th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. 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.
- XI. 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.
- XII. Mr. A. K. Labh, Company Secretary (Membership No. FCS 4848) and Partner M/s. A.K. Labh & Co., Company Secretaries, has been appointed by the Board of Directors of the Company 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.
- XIII. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. 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.
- XV. The Results declared along with 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 the BSE Limited and National Stock Exchange of India Limited.

Explanatory Statement

(Pursuant to Section 102 of Companies Act, 2013)

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors of the Company M/s. S. Chhaparia & Associates, Cost Accountants, to conduct audit of cost records of the Company for the financial year ending March 31, 2018 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.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in the above Resolution.

The Board recommends the above Resolution for your approval.

Item No. 5:

The Board of Directors of the Company ('the Board') at its meeting held on August 24, 2017, on the recommendation of the Nomination & Remuneration Committee, have appointed Mr. Bhabya Nath Thakur, 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. Bhabya Nath Thakur for the office of Independent Director of the Company, subject to the approval of the members.

Mr. Bhabya Nath Thakur 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. Bhabya Nath Thakur shall not be liable to retire by rotation and shall hold office for a term of five years with effect from August 24, 2017. Details in respect of Mr. Bhabya Nath Thakur is furnished in the Annexure of this Notice.

Save and except Mr. Bhabya Nath Thakur, none of the Directors / Key Managerial Personnel of the Company / their relatives is interested in the above Resolution.

The Board recommends the above Resolution for your approval.

Details of the Directors seeking Appointment/Re-appointment at the 27th Annual General Meeting (In Pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) :

1.

Name of Director	Mr. Sudarshan Das Mundhra
Date of Birth	14/12/1976
Nationality	Indian
Date of Appointment	30/09/2005
Qualification	BSC Economics
Expertise in specific functional area	Project Procurement and Monitoring
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	1. Prozen Merchants Pvt Ltd 2. Simplex Agri – Infra Services Pvt Ltd
Relationship with other Directors and Key Managerial Personnel	Mr. Balkrishandas Mundhra, Chairman & Managing Director of the Company is father of Mr. Sudarshan Das Mundhra.
Shareholding in the Company	85857 nos. of Equity Shares

Membership/Chairmanship of Committees of other Indian public Companies :

Committees	Membership	Chairmanship
Audit Committee	None	None
Stakeholders' Relationship Committee	None	None

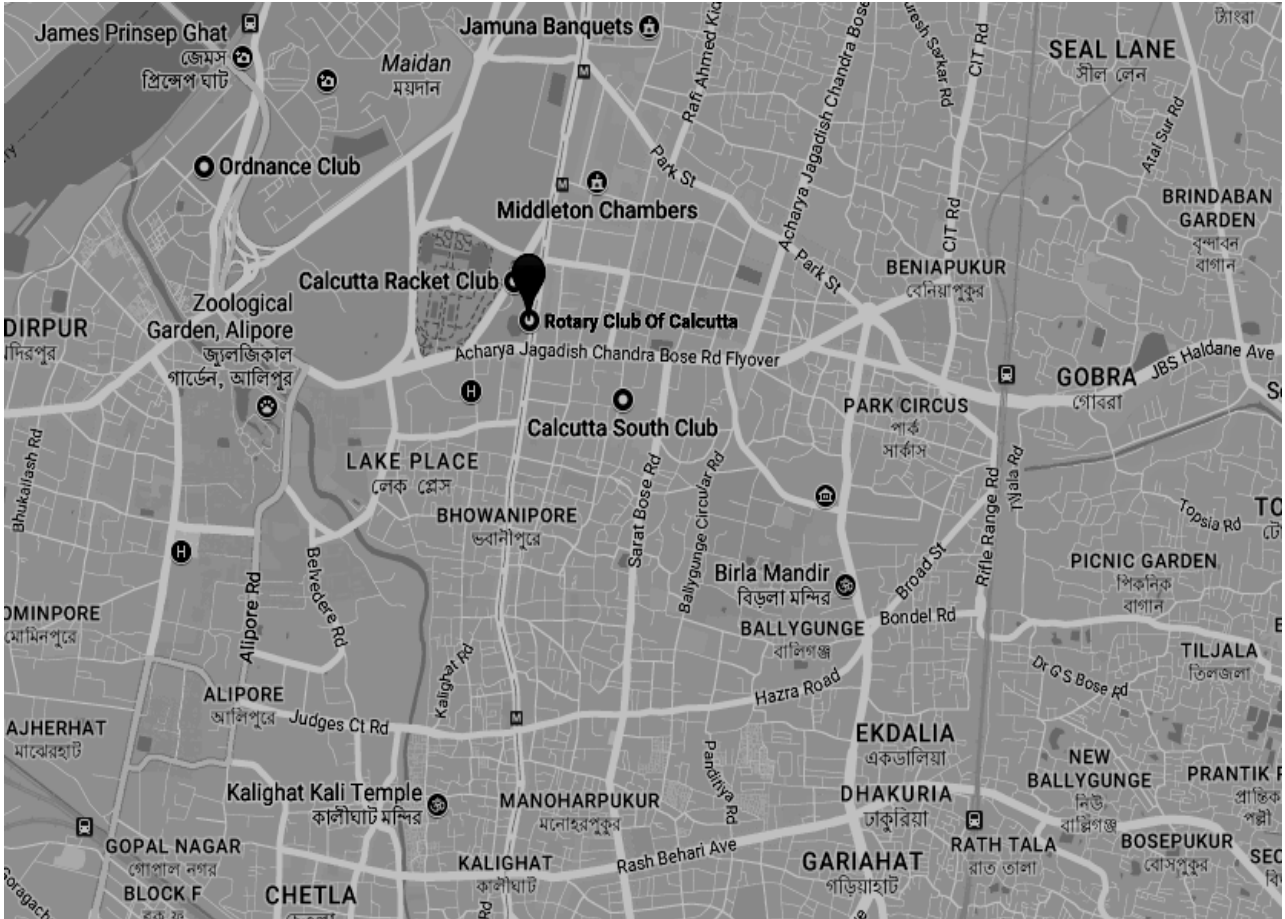
2.

Name of Director	Mr. Bhabya Nath Thakur,
Date of Birth	24/04/1966
Nationality	Indian
Date of Appointment	24/08/2017
Qualification	B.Com (Hons.)
Expertise in specific functional area	Expertise in Administration and Managerial Skills
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	1. Thames Infrastructure Pvt Ltd 2. Wallstreet Sales Pvt Ltd 3. Simplex Fiscal Holdings Pvt Ltd
Relationship with other Directors and Key Managerial Personnel	Nil
Shareholding in the Company	Nil

Membership/Chairmanship of Committees of other Indian public Companies:

Committees	Membership	Chairmanship
Audit Committee	None	None
Stakeholders' Relationship Committee	None	None

ROUTE MAP TO THE AGM VENUE :





SIMPLEX PROJECTS LIMITED
(CIN: L45201WB1990PLC050101)

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087

Phone No. 033-2252-7231/7232 & 2285-4125, Fax: 033-2252-8013

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

ATTENDANCE SLIP

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

27th Annual General Meeting of the Company on Monday, September 25, 2017
at 11:00 A.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020

Sl. No.

Name and Registered Address of the Member:

I hereby record my presence at the 27th 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(s)/ Proxy(ies) 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 15 of the Notice convening the AGM for the detailed procedure.

EVEN (Event Number)	User ID	Password / PIN
106976		



SIMPLEX PROJECTS LIMITED
(CIN: L45201WB1990PLC050101)

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087
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 Website: www.simplexprojects.com, Email- investors@simplexprojects.com

FORM NO. MGT-11

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 27th Annual General Meeting of the Company, to be held on Monday, 25th day of September, 2017 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business	
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Director in place of Mr. Sudarshan Das Mundhra, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Statutory Auditors of the Company.
Special Business	
4.	Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors for the Financial Year ended March 31, 2018.
5.	Appointment of Mr. Bhabya Nath Thakur, as Independent Director, not liable to retire by rotation.

Signed this.....day of..... 2017

Signature of Shareholder(s).....

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

Affix Revenue Stamp

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.