

## **NOTICE**

**Notice** is hereby given that the Twenty Second Annual General Meeting of Members of the **SIMPLEX PROJECTS LIMITED** will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020, on Thursday the 27<sup>th</sup> day of September, 2012 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, 2012 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 Mr. Jai Kishan Bagri, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shyam Das Mundhra, 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: 14<sup>th</sup> August, 2012

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

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

**B.K. DASH  
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 24<sup>th</sup> September, 2012 to 27<sup>th</sup> September, 2012 (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", No.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", No.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>Mr. JAI KISHAN BAGRI</b>	<b>Mr. SHYAM DAS MUNDHRA</b>
<b>Date of birth</b>	06-01-1949	22-02-1943
<b>Date of appointment</b>	29-09-1995	03-08-1998
<b>Qualification</b>	B.E in Civil Engineering.	B.A.
<b>Expertise</b>	Mr. Jai Kishan Bagri, aged about 63 years, is the 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 22 years. Mr. Bagri joined Board in 1995 and is looking after the Project Tendering & Monitoring.	Mr. Shyam Das Mundhra aged 69 years, is a non-executive Director of our Company. By profession, he is an Industrialist. Mr. Shyam Das Mundhra having over 45 years of experience in running business of electrical and allied activities. He joined the Board in the year 1998.
<b>Directorships held in other Companies as on 31<sup>st</sup> March, 2012</b>	<ol style="list-style-type: none"> <li>1. Simplex Projects Road &amp; Highway Construction Private Limited</li> <li>2. Bagri Polytex Limited.</li> <li>3. Bagri Brothers Impex (Private) Limited.</li> <li>4. MMB Vinimay Pvt. Ltd.</li> <li>5. Teesta Commodities Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Sree Nursingsahay Mudungopal Private Limited.</li> <li>2. Shree Nurmand Industries Private Limited.</li> <li>3. Sree Nursingsahay Mudangopal (Engineers) Private Limited.</li> <li>4. Shree NM Exim Private Limited.</li> <li>5. Altem Power Limited</li> <li>6. Electrical Products Company (India) Private Limited.</li> </ol>
<b>Membership /Chairmanships of committees across Public Companies</b>	NIL	NIL
<b>No. of shares held</b>	1200	30
<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 22nd Annual General Meeting of the Company to be held on Thursday the 27<sup>th</sup> day of September, 2012 at 3:30 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 and at any adjournment thereof.

Signed this ..... day of ..... 2012

Folio No. :

DP ID :

Client ID :



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 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Company at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 on Thursday , 27<sup>th</sup> day of September, 2012 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.