



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

website: www.simplexprojects.com

Email- investors@simplexprojects.com

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of Members of the Company will be held at Uttam Manch, 10/1/1, Manohar Pukur Road, Hazra, Kolkata 700 026, on Tuesday the 27th day of August, 2019 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, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Balkrishan Das Mundhra (DIN: 00013125) 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.

SPECIAL BUSINESS:

3. To consider and if, thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sudarshan Das Mundhra (DIN:00013158) as a Whole-time Director of the Company from October 1, 2017 to July 13, 2018 and appointment as Managing Director from July 14, 2018 to September 30, 2020 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sudarshan Das Mundhra.

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. To consider and if, thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jai Kishan Bagri (DIN:00268722) as a Whole-time Director of the Company from October 1, 2017 to March 19, 2018 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jaikishan Bagri.

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. 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, 2019, be and is hereby ratified.”

Place: Kolkata
Date: 20th May, 2019

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

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

**Sd/-
Sohini Shukla
Company Secretary**

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote thereat 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 25th August, 2019. 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 Annual General Meeting asset out in the notice is annexed hereto.
4. Relevant details of Mr. Balkrishandas 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. The Ministry of Corporate Affairs has notified certain amendments to the Companies Act, 2013 on May 7, 2018 whereby inter alia, first proviso to Section 139 seeking ratification of the Member at every Annual General Meeting for the appointment of Auditor has been omitted.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 21st August, 2019 to 27th August, 2019 (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, 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 28th 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 28th 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 28th Annual General Meeting and the Annual Report for 2017-18 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. Attendance Slip, proxy form and the route map to the venue of AGM are annexed hereto.

15. Voting through electronic means

- 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 28th Annual General Meeting (AGM) by electronic means and the business set out in the Notice of this meeting, 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 members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
- IV. The remote e-voting period commences on 24th August, 2019 (09:00 am) and ends on 26th August, 2019 (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 20th August, 2019, 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. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?									
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.								
2.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.								
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>								
4.	Your User ID details are given below :								
	<table border="1"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who holds shares in demat account with NSDL.</td> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td> </tr> <tr> <td>b) For Members who holds shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</td> </tr> <tr> <td>c) For Members holding shares in Physical Form.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td> </tr> </tbody> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	a) For Members who holds shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	b) For Members who holds shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:								
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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***								
5.	Your password details are given below:								
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.								
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.								

c)	How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6.	If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
	a) Click on " Forgot User Details/Password? "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
	b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
	c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?	
1.	After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2.	After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3.	Select "EVEN" of company for which you wish to cast your vote.
4.	Now you are ready for e-Voting as the Voting page opens.
5.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6.	Upon confirmation, the message "Vote cast successfully" will be displayed.
7.	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8.	Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders	
1.	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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
2.	It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3.	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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.nsdl.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
111006		

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

- VI. 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.
- VII. 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.
- VIII. 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).
- IX. 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 20th August, 2019.
- X. 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. 20th August, 2019, 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.
- 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. 3:

The Board of Directors of the Company, at its meeting held on October 01, 2017, subject to the approval of members, re-appointed Mr. Sudarshan Das Mundhra as Whole Time Director from October 01, 2017 to July 13, 2018 and further in its meeting held on July, 14, 2018 as Managing Director of the Company from July 14, 2018 to September 30, 2020 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Particulars of the terms of appointment and remuneration payable to Mr. Sudarshan Das Mundhra are as under:

REMUNERATION

A) SALARY:

The Board of Directors will determine the basic salary from time to time so that the total basic salary remain within the existing range of Rs. 1,00,000/- to Rs. 5,00,000/- per month with effect from October 1, 2017.

PERQUISITES

In addition to above Mr. Sudarshan Das Mundhra shall be entitled to the following perquisites restricted to an amount equal to his annual salary.

CATEGORY 'A'

- a) House Rent allowance in the range of Rs. 20,000/- to Rs. 40,000/- per month.
- b) Medical Reimbursement: Expenses incurred for Mr. Mr. Sudarshan Das Mundhra and his family subject to a ceiling of one months' salary in a year or three months salary over a period of three years.
- c) Leave travel concession/allowance: for self and his family in accordance with the Rules of the company in respect of the Senior Executive.
- d) Hospitalization / Personal Accident policy.
For self and his family in accordance with the Rules of the company in respect of the Senior Executive.
- e) Club Fees: Fees of club are subject to a maximum of two clubs, No admission and life membership fees will be allowed.
- f) Bonus: in accordance with the Rules of the Company.

CATEGORY 'B'

- a) Contribution to Provident Fund, Superannuation or Annuity Fund will be included in the computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable will not exceed half a months' salary for each completed year of service.

- b) Encashment of accumulated leave at the end of the tenure will be permissible but will not be included in the computation of ceiling on the perquisites.

CATEGORY 'C'

- a) Provision of car for use of Company's business and telephone at residence will not be considered as perquisite, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

Other Benefits:

a) Entertainment & other expenses:

The Company shall reimburse entertainment, travelling and all other expenses incurred by him for the purpose of business of the company.

- b) Membership of group term assurance benefits as per rules of the Company.
- b) Any other perquisites as may be allowed to Senior Executive of the Company from time to time.

MINIMUM REMUNERATION

Notwithstanding anything herein, where in any financial year, during the tenure of service of Mr. Sudarshan Das Mundhra, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites specified above.

B) SITTING FEES

He will not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

C) TERM

As Whole-time Director of the Company from October 1, 2017 to July 13, 2018 and as Managing Director from July 14, 2018 to September 30, 2020.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Sudarshan Das Mundhra, holding 85857 (0.68 %) equity shares of the Company is interested in the resolution.

The Board recommends the Resolution at item No. 3 for approval by the Members.

pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under including Schedule-V of the Companies Act, 2013, the item relating to the appointment and terms and conditions thereof including the remuneration payable payable to Mr. Sudarshan Das Mundhra subject to requisite approvals, is now being placed before the members in this Annual General Meeting for their approval way of Special Resolution.

The following additional information as required under Schedule-V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION:

1. Nature of Industry: The Company is engaged in the Infrastructure, Construction & Engineering business.
2. Date or expected date of commencement of commercial production: 6th December, 1990.
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not applicable.
4. Financial Performance based on given indicators as per audited financial results for the year ended 31st March, 2018:

Particulars	(Rs. in Lakhs)
Sales & Other Income	24929.50
Profit after Tax as per the Statement of Profit & Loss as computed under Section 197 of the Companies Act, 2013	17.45
Net Worth	11961.59

5. Export Performance and Net Foreign Exchange Collaborations:
Not Applicable .The Company does not have any collaboration that has resulted in any earnings or outgo of foreign exchange.
6. Foreign investments or collaborators, if any: Not applicable.

II. Information about the appointee:

Mr. Sudarshan Das Mundhra

1. Background details -

Mr. Sudarshan Das Mundhra aged 42 years, holds degree of B.Sc. Economics. He joined the Board in the year 2005 as Whole Time Director of the company. He is having an experience of more than 16 years in project procurement and monitoring in construction industry.

2. Past remuneration during the financial year ended 31st March, 2017 –

During the financial year ended 31st March, 2017, a sum of Rs. 20.65 Lacs was paid to Mr. Sudarshan Das Mundhra as a Whole Time Director.

3. Recognition or awards – NA

4. Job Profile and suitability –

Mr. Sudarshan Das Mundhra has rich and vast experience in the field of project procurement and monitoring. He was appointed as Whole Time Director in the year of 2005. As Whole Time Director Mr. Sudarshan Das Mundhra is managing day to day affairs of the Company under the control and supervision of the Board. He was involved in strategic initiatives and business development process of the Company.

5. Remuneration proposed –

Range of Basic Salary from Rs. 1,00,000/- to Rs. 5,00,000/- per month and other perquisites, allowances and other benefits, as fully set out in item No. 3 of this notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sudarshan Das Mundhra, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar level counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any –

Besides the remuneration proposed to be paid to Mr. Sudarshan Das Mundhra, he does not have any other pecuniary relationship with the Company or relationship with any other managerial personnel and Directors.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits -

The financial year under review witnessed increase in cost of materials, resulting in escalation in total cost. Moreover, due to competitive pressure Infrastructure Industry in India has been going through a very difficult phase over the last few years, affecting the overall performance. Consequently players in the construction space, especially those in the business of building large infrastructure for government clients, have had to face severe financial, operational and regulatory challenges, such as very tight liquidity conditions, serious stress on cash flows, as well as sundry issues brought up in the ambit of environment and social displacement.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms -

The Company has taken steps and initiatives for improving its profits. The Company is focusing on its areas of core competence and improves its operations in terms of faster project execution and lower costs.

IV. DISCLOSURES:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors"

Item No. 4:

The Board of Directors of the Company, at its meeting held on October 01, 2017, subject to the approval of members, re-appointed Mr. Jai Kishan Bagri as Whole Time Director, for a period of three (1) year from the expiry of his term which expires on September 30, 2017 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. However Mr. Jaikishan Bagri has resigned from the Directorship w.e.f March 19, 2018. So his appointment needs to be approved by the Members till March 19, 2018.

Particulars of the terms of re-appointment and remuneration payable to Mr. Jai Kishan Bagri are as under:

REMUNERATION

A) SALARY:

The Board of Directors will determine the basic salary from time to time so that the total basic salary remain within the existing range of Rs. 1,00,000/- to Rs. 4,00,000/- per month with effect from October 1, 2017.

PERQUISITES

In addition to above Mr. Jai Kishan Bagri shall be entitled to the following perquisites restricted to an amount equal to his annual salary.

CATEGORY 'A'

- a) House Rent allowance in the range of Rs. 20,000/- to Rs. 40,000/- per month.
- b) Medical Reimbursement: Expenses incurred for Mr. Jai Kishan Bagri and his family subject to a ceiling of one months' salary in a year or three months salary over a period of three years.
- c) Leave travel concession/allowance: for self and his family in accordance with the Rules of the company in respect of the Senior Executive.
- d) Hospitalization / Personal Accident policy.
For self and his family in accordance with the Rules of the company in respect of the Senior Executive.
- e) Club Fees: Fees of club are subject to a maximum of two clubs, No admission and life membership fees will be allowed.
- f) Bonus: in accordance with the Rules of the Company.

CATEGORY 'B'

- a) Contribution to Provident Fund, Superannuation or Annuity Fund will be included in the computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable will not exceed half a months' salary for each completed year of service.
- b) Encashment of accumulated leave at the end of the tenure will be permissible but will not be included in the computation of ceiling on the perquisites.

CATEGORY 'C'

- a) Provision of car for use of Company's business and telephone at residence will not be considered as perquisite, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

Other Benefits:

- a) **Entertainment & other expenses:**
The Company shall reimburse entertainment, travelling and all other expenses incurred by him for the purpose of business of the company.
- b) Membership of group term assurance benefits as per rules of the Company.
- c) Any other perquisites as may be allowed to Senior Executive of the Company from time to time.

MINIMUM REMUNERATION

Notwithstanding anything herein, where in any financial year, during the tenure of service of the Whole Time Director, the company has no profits or its profits are inadequate, the company will pay the Whole Time Director remuneration by way of salary and perquisites specified above.

B) SITTING FEES

He will not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

C) TERM

From October 1, 2017 to March 19, 2018.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Jai Kishan Bagri is concerned or interested in the resolution.

The Board recommends the Resolution at item No. 4 for approval by the Members.

pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under including Schedule-V of the Companies Act, 2013, the item relating to the appointment and terms and conditions

thereof including the remuneration payable payable to Mr. Jai Kishan Bagri subject to requisite approvals, is now being placed before the members in this Annual General Meeting for their approval way of Special Resolution.

The following additional information as required under Schedule-V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION:

Please refer to General information given in the explanatory Statement for item No. 4 of this Notice.

II. Information about the appointee:

Mr. Jai Kishan Bagri

1. Background details -

Mr. Jai Kishan Bagri, aged about 69 years, holds degree of Bachelors of Engineering. Mr. Bagri joined the Board in the year of 1995 as Whole Time Director. He is having experience of more than 4 decades in civil construction and currently in charge of Project Monitoring and Tendering of the Company.

2. Past remuneration during the financial year ended 31st March, 2017 –

During the financial year ended 31st March, 2017, a sum of Rs. 23.26 Lacs was paid to Mr. Jai Kishan Bagri as a Whole Time Director.

3. Recognition or awards – NA

4. Job Profile and suitability –

Mr. Jai Kishan Bagri has rich and vast experience in the field of civil construction industry. Mr. Bagri was appointed as Whole Time Director in the year of 1995. Mr. Bagri has taken various initiatives to streamline the operation, cost control measures, initiatives to bring new technologies and hiring technological experts. With his engineering background and in-depth knowledge and rich experience of construction industries he has taken various steps like formulating strategies for ground engineering to electro-mechanical design, fabrication etc.

5. Remuneration proposed –

Range of Basic Salary from Rs. 1,00,000/- to Rs. 4,00,000/- per month and other perquisites, allowances and other benefits, as fully set out in item No. 4 of this notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) –

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Jai Kishan Bagri, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar level counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any –

Besides the remuneration proposed to be paid to Mr. Jai Kishan Bagri, he does not have any other pecuniary relationship with the Company or relationship with any other managerial personnel and Directors.

III. OTHER INFORMATION: Please refer to other information given in the explanatory Statement for item No. 4 of this Notice.

IV. DISCLOSURES:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Remuneration to Directors”

Item No. 6:

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, 2019 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.

Details of the Directors seeking Appointment/Re-appointment at the 28th Annual General Meeting (In Pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

1.

Name of Director	Mr. Balkrishan Das Mundhra
Date of Birth	17/06/1948
Nationality	Indian
Date of Appointment	15/03/2006
Qualification	B.SC
Expertise in specific functional area	Mr. Balkrishan Das Mundhra is the Promoter, Chairman & Non Executive Director of the Company. He is one of the founding Promoters of the Company and has over four decades of experience in the infrastructure/construction industry. His keen knowledge and foresight has helped the Company to grow to a level in which it is today.
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	1. Raseshwar Engineers & Consultants Pvt Ltd 2. Simplex Concrete Piles (Southern India) Pvt Ltd
Relationship with other Directors and Key Managerial Personnel	Mr. Balkrishandas Mundhra, Chairman & No-Executive Director of the Company is father of Mr. Sudarshan Das Mundhra.
Shareholding in the Company	425473 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. 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	None
Relationship with other Directors and Key Managerial Personnel	Mr. Sudarshan Das Mundhra, is son of Chairman & Non Executive Director Mr. Balkrishan 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

3.

Name of Director	Mr. Jai Kishan Bagri
Date of Birth	06/01/1948
Nationality	Indian
Date of Appointment	29/09/1995
Qualification	BE (Civil)
Expertise in specific functional area	Civil Construction, Project Tendering
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	1.Simplexprojects Road & Highway Construction Pvt Ltd 2. MMB Vinimay Pvt Ltd 3. Bagri Polytex Ltd 4.Bagri Bros. Impex Pvt Ltd
Relationship with other Directors and Key Managerial Personnel	None
Shareholding in the Company	1200 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



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]

28th Annual General Meeting of the Company on Tuesday, August 27, 2019 at 11:00 A.M.
at Uttam Manch, 10/1/1, Manohar Pukur Road, Hazra, Kolkata 700 026

Name and Registered Address of the Member:

I hereby record my presence at the 28th 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 16 of the Notice convening the AGM for the detailed procedure.

EVEN (Event Number)	User ID	Password / PIN
111006		

FORM NO. MGT-11

**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

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 28th Annual General Meeting of the Company, to be held on Tuesday, 27th day of August, 2019 at Uttam Manch, 10/1/1, Manohar Pukur Road, Hazra, Kolkata 700 026 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, 2018, together with the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Director in place of Mr. Balkrishan Das Mundhra, who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
3.	Appointment of Mr. Sudarshan Das Mundhra as Whole time Director from October 01, 2017 to July 13, 2018 and as Managing Director from July 14, 2018 to September 20, 2020.
4.	Appointment of Mr. Jai Kishan Bagri as Whole time Director from October 01, 2017 to March 19, 2018.
5.	Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors for the Financial Year ended March 31, 2018.

Signed this.....day of..... 2019
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.

