



SIMPLEX PROJECTS LIMITED

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

NOTICE

Notice is hereby given that the Twenty First 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 29th day of September, 2011 at 3:30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended on that date together with the reports of Auditor's and Directors' thereon.
2. To declare dividend on Equity Shares for financial year ended 31st March 2011.
3. To appoint a Director in place of Mr. Sudarshan Das Mundhra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anand Chopra, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 of the said period in addition to reimbursement to them of actual out of pocket expenses as may be incurred in the performance of their duties."

6. 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."

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

AS ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Anand Prasad Agarwalla, who was appointed as an Additional Director of the Company, by the Board of Directors with effect from 16th July, 2011 and who by virtue of Section 260 of the Companies Act, 1956, 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 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

B.K. DASH
Company Secretary

Place : Kolkata
Date : 12th August, 2011

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

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. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business set out in the notice is annexed hereto.
4. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors seeking appointment and re-appointment at the ensuing Annual General Meeting are annexed hereto.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 24th September, 2011 to 29th September, 2011 (both days inclusive) in connection with ensuing Annual General Meeting and dividend proposed to be declared thereat.
6. Payment of dividend, if declared, will be paid to the eligible members whose names shall appear in the Register of Members of the Company on 23rd September, 2011. In respect of shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
7. a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Ltd., under the signature of sole/first joint holder, the following information to be incorporated on dividend warrants :
 - i) Name of the sole/first joint holder and the Folio Number.
 - ii) Particulars of bank account viz.:
 - Name of the bank
 - Name of the branch
 - Complete address of the bank with PIN code
 - Account type whether savings or current account
 - Bank account number
- b) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the members for remittance of dividend through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the towns and cities. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company or its Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd. ECS mandate form can also be downloaded from the website of the company – www.simplexprojects.com, and be forwarded duly filled and signed to the Company or its Registrars and Share Transfer Agent, to avail benefit of this service.
8. Members, who have not so far encashed their Dividend warrants for the financial year ended 31st March, 2008, 31st March, 2009 and 31st March, 2010 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 (IPF).
9. 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.
10. 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.
11. 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.
12. 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.
13. Members are requested to contact the Company Secretary at the Registered Office of the Company. Phone: +91-33-32923330, Fax: +91-33-22528013), E-mail: investors@simplexprojects.com for prompt reply to their queries and for redressal of any complaint, which they may have.

14. 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.
15. **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.**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7

Mr. Anand Prasad Agarwalla has been appointed as Additional Director of the Company at the Board meeting held on 16th July, 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956, tenure of his appointment shall be up to the forthcoming Annual General Meeting. However, the Company has received a Notice under Section 257 of the Companies Act, 1956 from a member proposing his appointment as ordinary Director liable to retire by rotation.

Your Board accordingly, recommends the resolution for appointment of Mr. Anand Prasad Agarwalla as a Director retiring by rotation for approval of the Members as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Agarwalla, is concerned or interested in the resolution.

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

Place : Kolkata
Date : 12th August, 2011

B.K. DASH
Company Secretary

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

ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Anand Prasad Agarwalla	Mr. Sudarshan Das Mundhra	Mr. Anand Chopra
Date of Birth	05.11.1951	14.12.1976	27.07.1949
Date of appointment	16.07.2011	30.09.2005	01.04.2006
Qualification	B. Com, Solicitor	B. A. (Economics)	B.Com, FCA
Expertise	Mr. Anand Prasad Agarwalla, aged about 59 yrs is Solicitor by profession. Mr. Agarwalla has over 35 yrs of experience in the field of laws, specifically real estate laws. He specializes in commercial and property documentation, corporate and commercial litigation, property related issues and laws of arbitration and alternate dispute resolutions.	Mr. Sudarshan Das Mundhra, aged 34 years, is the Whole Time Director of our Company. Mr. Mundhra is a Graduate in Economics from the prestigious Loyala College, Chennai. He is having vast experience in project procurement & monitoring. With Mr. Mundhra's untiring efforts and continuous contacts with the potential clients, Simplex Projects Limited was able to establish itself in North and North-Eastern states. Presently, he is heading the Company's Delhi Branch office.	Mr. Anand Chopra, aged about 62 years is an independent Director of our Company and is the Chairman of Audit Committee. Mr. Chopra is a Fellow Member of Institute Of Chartered Accountants of India. At present he is Senior Partner of Chopra & Company, a leading Kolkata based Chartered Accountants Firm. Mr. Chopra is having varying experience in Statutory, Management and Internal Audit of large and medium sized Companies and Public Sector Organizations including Banks and Insurance Companies. Also, he has wide experience in Direct Taxes, Merchant Banking like Project Feasibility Study, preparation & evaluation of Project Reports, syndication of finance, Public Issues, Corporate and allied Commercial Laws, Investment Advisor etc.
Directorships held in other Companies as on 31st March, 2011	1. Deepak Industries Ltd. 2. Presidency Exports & Industries Ltd. 3. Agarwalla Properties Pvt. Ltd.	1. Prozen Merchants Pvt. Ltd. 2. Simplex Agri-Infra Services Pvt. Ltd. 3. PHD Chamber of Commerce & Industry	1. Madhu Nirman Pvt. Ltd. 2. Asaa Nirman Pvt. Ltd. 3. Nisa Nirman Pvt. Lt. 4. Arjun Vinimay Pvt. Ltd. 5. Simplex Fiscal Holdings Pvt. Ltd.
Membership / Chairmanships of committees accross Public Companies	NIL	NIL	NIL
No. of Shares held	NIL	85,857	NIL
Relationship between Directors inter-se	NIL	1. Son of Mr. Balkrishandas Mundhra, Chairman & Managing Director. 2. Brother of Mr. Raghav Das Mundhra, Whole time Director.	NIL



SIMPLEX PROJECTS LIMITED

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

PROXY FORM

I/We.....

of.....

Being member(s) of the above-named Company 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 21st ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 29th day of September, 2011 at 3:30 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 and at any adjournment thereof.

Signed thisday of 2011.

Folio No. :

DP ID :

Client ID :

Member(s) Signature

Affix Re. 1
Revenue
Stamp

- Notes :**
- 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.



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ATTENDANCE SLIP

DP ID	Regd. Folio No.
Client ID	No. of Shares

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 on Thursday, 29th day of September, 2011 at 3.30 p.m.

Name of the Attending Member	Name of the Attending Proxy
Signature of the Attending Member	Signature of the Attending Proxy

- Notes :**
1. Shareholder/Proxyholder 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.