

NOTICE



Simplex Infrastructures Limited

Regd. Office: "SIMPLEX HOUSE"
27, Shakespeare Sarani, Kolkata - 700 017

NOTICE is hereby given that the Ninety Fourth Annual General Meeting of the Members of SIMPLEX INFRASTRUCTURES LIMITED will be held on Friday, the 31st day of August, 2012 at 10.30 am at Gyan Manch, 11, Pretoria Street, Kolkata – 700071, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. A. Mukherjee, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. Sengupta, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sheo Kishan Damani, who retires by rotation and, being eligible, offers himself for re-appointment.

6. To appoint Auditors and to fix their remuneration and in this regard 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 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Price Waterhouse, Chartered Accountants (Registration No:301112E) and M/s. H.S. Bhattacharjee & Co., Chartered Accountants (Registration No. 322303E) be and are hereby re-appointed Joint Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof) Mr. Sukumar Dutta, be and is hereby re-appointed, as Whole-time Director of the Company for a further period of three years with effect from 1st September, 2012 and whose period of office will be liable for determination by retirement of rotation, on the terms and conditions as set out in the explanatory statement to this resolution and also contained in the draft agreement to be executed by and between the Company and Mr. Dutta;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year during the term of Mr. Sukumar Dutta, the remuneration payable to him by way of salary, allowances and perquisites shall be treated as minimum remuneration and shall not, without the approval of the Central Government exceed the limits prescribed under Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

“RESOLVED THAT pursuant to Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof) Mr. Rajiv Mundhra, be and is hereby re-appointed, as Whole – time Director of the Company for a further period of five years with effect from 1st April, 2013 and whose period of office will be liable for determination by retirement of rotation, on the terms and conditions as set out in the explanatory statement to this resolution and also contained in the draft agreement to be executed by and between the Company and Mr. Mundhra;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year during the term of Mr. Rajiv Mundhra , the

remuneration payable to him by way of salary, allowances and perquisites shall be treated as minimum remuneration and shall not, without the approval of the Central Government exceed the limits prescribed under Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof).”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things

and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**
B. L. BAJORIA
Company Secretary

Kolkata

Dated: 8th June, 2012

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF .A proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be received at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorising 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 to be transacted at the Annual General Meeting as set out in the notice is annexed hereto.
4. a) The Register of Members and Share Transfer Books of the Company shall remain closed

from Saturday, 25th August, 2012 to Friday, 31st August, 2012 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the meeting.

- b) The dividend recommended by Directors, if approved by the Members at the Annual General Meeting, will be paid on or after 1st September, 2012 to those Members whose names shall appear on the Company's Register of Members as on Friday, 24th August, 2012. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, 24th August, 2012, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited(CDSL), as on that date.
5. Relevant documents referred to in this notice and accompanying explanatory statement are open

- for inspection by the Members at the Registered Office of the Company on all working days except Saturdays and public holidays between 10.30 am to 12.30 p.m. up to the date of the Annual General Meeting.
6. The Securities & Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the Depositories for depositing dividend through National Electronic Clearing Services (NECS) to investors where NECS and Bank details are available. Members holding shares in electronic form are therefore requested to intimate immediately any change, regarding Bank Accounts in which they wish to receive dividend, directly through their Depository Participants. The Company will not entertain any direct request from such members for deletion of / or change in such Bank details.
 7. Members holding shares in electronic form are requested to intimate immediately any change in their address/e-mail id/ bank mandates directly to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address/e-mail id immediately to the Company's Registered Office
 8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 9. In accordance with the provisions of Section 205 A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividend for the financial year ended 31st March 2004 to the Investor Education and Protection Fund. The unclaimed dividend for the year ended 31st March 2005 and thereafter, which may remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly, Members who have not encashed their dividend warrant(s) so far for the year ended 31st March, 2005 or subsequent years are requested to claim their dividend and also submit their dividend warrant(s) to the Company for revalidation.
 10. Members holding shares in single name and physical form are advised to make Nomination in respect of their shareholdings in the Company, as permitted under Section 109A of the Companies Act, 1956. Therefore, they are requested to submit the prescribed Form 2B for this purpose to the Company.
 11. Members are requested to contact the Share Department at the Registered Office of the Company (Ph. 2301-1600), Email: secretarial.legal@simplexinfra.net for prompt reply to their queries and for redressal of any complaint.
 12. Members are requested to bring the attendance slip duly filled in with their copy of the Annual Report to the Meeting.
 13. Pursuant to clause 49 of the Listing Agreement, brief resume with respect to the Directors being appointed and Directors retiring by rotation and being eligible offer themselves for reappointment are provided in the enclosed Annexure-A.

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

ITEM NO. 7

The Board of Directors of the Company at its meeting held on 30th May, 2012, has subject to the approval of members, re-appointed Mr. Sukumar Dutta as whole-time director, for a further period of 3 years from the expiry of his present term, which will expire on August 31, 2012, on the remuneration determined by the Remuneration Committee and approved by the Board. His period of office is liable for determination by retirement of Directors by rotation.

Mr. Dutta, Whole-time Director, aged 73 years, M.Com., LL.B., F.C.A., is a finance professional with over 49 years of experience with proficiency in corporate finance and accounts, taxation, management consultancy, mergers and acquisitions, financial management and business administration of large corporates of repute. Mr. Dutta is actively involved in the overall planning, administration, implementation and control of the finances of the Company.

The Board of Directors is of the opinion that his re-appointment as Whole-time Director will immensely benefit the Company. Considering this, Mr. Dutta may be re-appointed as a Whole-time Director of the Company.

The Broad particulars of the terms of re-appointment and remuneration payable to Mr. Dutta as Whole-time Director of the Company are given hereunder:

(i) Tenure:

3 (three years) with effect from 1st September 2012.

(ii) Salary:

The salary, allowances and incentive etc will be determined by the Board of Directors from time to time within the range of Rs.2,50,000/- to Rs.10,00,000/- per month.

(iii) Accommodation:

In case free furnished housing accommodation is not provided by the Company, the Board of Directors are authorised to grant a house rent allowance within the range of Rs.50,000/- to Rs.1,50,000/- per month.

(iv) Perquisites:

1. Reimbursement of medical / hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the rules of the Company and or medical insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
2. Leave travel concession as per rules of the Company.
3. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
4. Premium for Personal accident Insurance policy.
5. The Company's contribution to Provident Fund as per the rules of Company applicable to Senior Executives.
6. Gratuity payable will not exceed half a month's salary for each completed year of service.
7. Leave and encashment of leave as per rules of the Company.
8. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.
9. Use of a motor car with driver.
10. Membership of Group Term Assurance Benefit as per rules of the Company.

11. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

(v) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

Your Directors, therefore, recommend the Resolution set out in item No. 7 of the Notice for adoption as a Special Resolution.

None of the Directors of the Company are in any way concerned or interested, except Mr. Dutta, in respect of the re-appointment and remuneration payable to him.

The above may be treated as an abstract of the terms of reappointment of Mr. Dutta and memorandum of concern or interest pursuant to Section 302 of the Companies Act, 1956.

ITEM NO.8

The Board of Directors of the Company at its meeting held on 30th May, 2012, has subject to the approval of members, re-appointed Mr. Rajiv Mundhra as whole-time director, for a further period of 5 years from the expiry of his present term, which will expire on March 31, 2013, on the remuneration determined by the Remuneration Committee and approved by the Board. His period of office is liable for determination by retirement of Directors by rotation.

Mr. Rajiv Mundhra has expertise in the field of project management, business administration and finance. His leadership quality and business acumen has helped the Company in expanding its business into all segments of the construction industry, in India and overseas.

The Board of Directors is of the opinion that his re-appointment as Whole-time Director will be

immensely beneficial to the Company. Considering this, Mr. Rajiv Mundhra, may be re-appointed as a Whole-time Director of the Company.

The main terms and conditions as laid down in the draft agreement relating to re-appointment of Mr. Rajiv Mundhra as Whole-time Director of the Company are given hereunder:

(i) Tenure:

5 (five years) with effect from 1st April, 2013.

(ii) Salary:

The salary, allowances and incentive etc will be determined by the Board of Directors from time to time within the range of Rs.2,50,000/- to Rs.10,00,000/- per month.

(iii) Accommodation:

In case free furnished housing accommodation is not provided by the Company, the Board of Directors are authorised to grant a house rent allowance within the range of Rs.50,000/- to Rs.1,50,000/- per month.

(iv) Perquisites:

1. Reimbursement of medical / hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the rules of the Company and or medical insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
2. Leave travel concession as per rules of the Company.
3. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
4. Premium for Personal accident Insurance policy.

5. The Company's contribution to Provident Fund as per the rules of Company applicable to Senior Executives.

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

7. Leave and encashment of leave as per rules of the Company.

8. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.

9. Use of a motor car with driver.

10. Membership of Group Term Assurance Benefit as per rules of the Company.

11. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

(v) The Whole time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

Your Directors, therefore, recommend the Resolution set out in item No. 8 of the Notice for adoption as an Ordinary Resolution.

None of the Directors of the Company are in any way concerned or interested, except Mr. Rajiv Mundhra, in respect of the re-appointment and remuneration payable to him and Mr. Bithal Das Mundhra and Mr. Amitabh Das Mundhra as his relatives.

The above may be treated as an abstract of the terms and conditions of re-appointment of Mr. Rajiv Mundhra as memorandum of concern or interest pursuant to Section 302 of the Companies Act, 1956.

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**
B. L. BAJORIA
Company Secretary

Kolkata

Dated: 8th June, 2012

Annexure 'A'

Details of Directors seeking re-appointment at the Ninety Fourth Annual General Meeting of the Company [Pursuant to Clause 49 of the Listing Agreement]

Name of the Director	Age (in years)	Educational Qualification	Experience	Other Directorship*	Member/ Chairman of Committees in other Indian Public Limited Companies as on 31.03.2012	Equity Shareholding in the Company as on 31.03.2012
Mr. A. Mukherjee	74	B.E. (Civil), Post Graduate from DCT Leeds University, UK	Civil Engineer, having expertise and varied experience in construction and engineering design.	1	Member of Audit Committee	500
Mr. B. Sengupta	76	B.E., C.E.	Expertise and varied experience in the construction industry in the field of design, tendering, procurement of contract, human resource management and development.	NIL	NIL	500
Mr. Sheo Kishan Damani	71	B.Com	An eminent business personality having vast experience, profound knowledge and business acumen. He was the past president of the Indian Plastic Federation.	1	NIL	500
Mr. Sukumar Dutta	73	M.Com, LLB, F.C.A	Chartered Accountant with more than 49 years of experience in the field of Accounts, Finance, Taxation, Business Administration and Management.	2	NIL	500
Mr. Rajiv Mundhra	36	B.Com (Hons)	Expertise in the field of project execution & supervision, business administration & development and finance.	6	NIL	18,68,790**

* Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Membership of Managing Committees of Chambers of Commerce /Professional Bodies and Alternate Directorship.

** Includes 233920 equity shares held as a Trustee, 65000 equity shares held on behalf of his minor son and 2500 shares as first joint holder with Independent Directors.