

NOTICE



Simplex Infrastructures Limited

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

NOTICE is hereby given that the Ninety Fifth Annual General Meeting of the Members of SIMPLEX INFRASTRUCTURES LIMITED will be held on Friday, the 30th day of August, 2013 at 10.30 am at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss 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. S. Dutta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. R. Natarajan, who retires by rotation and, being eligible, offers himself for re-appointment.
5. 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 (Firm Registration No:301112E) and M/s. H.S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) be and are hereby re-appointed as 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:

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

“RESOLVED THAT Mr. Amiyo Kumar Chatterjee, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2013 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under section 257 of the Act proposing his candidature for the office of Director of the Company, be appointed a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT Mr. Asutosh Sen, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2013 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under section 257 of the Act proposing his candidature for the office of Director of the Company, be appointed a Director of the Company, liable to retire by rotation.”

8. 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 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. Amitabh Das Mundhra, be and is hereby re-appointed as a Whole-time Director of the Company for a further period of five years with effect from 1st September, 2013 and whose period of office will be liable for determination by retirement by 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. Amitabh Das 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.”

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

“RESOLVED THAT in supersession of the Resolution No.8 passed at the Annual General Meeting held on 16th September, 2011, the Board of Directors (hereinafter referred to as “the Board” which include any Committee of the Board) be and is hereby authorised, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the

business of the Company, from any one or more Banks, Financial Institutions, firms, bodies corporate and other persons, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 5000 Crores (Rupees Five Thousand Crores) and that the Board be and is hereby authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest repayment, security or otherwise as they may, in their absolute discretion, think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of Resolution No. 9 passed at the Annual General Meeting held on 16th September, 2011, the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) to the Board of Directors (hereinafter referred to as the “the Board” which include any Committee of the Board) to mortgage and / or charge, in addition to the mortgages/ charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the

Board may determine, on all or any of the movable and / or immovable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings including short term / long term loans, cash credit, overdraft and other borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds / ADR / GDR / QIP / IDP or other debt instruments) issued / to be issued on rights basis and / or private placement basis and / or to the public issue by the Company, from time to time subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) / Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s), Agent(s) and Trustee / Trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or its duly constituted Committee be and is hereby authorized to finalize, settle and execute and agree to any

amendments / variation to such documents / deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid.”

11. 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), approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Amiyo Kumar Chatterjee as Whole-time Director of the Company for a period of two years with effect from 30th May, 2013 and whose period of office will be liable for determination by retirement by rotation, on the terms and conditions as set out in the explanatory statement to this resolution and also contained in the agreement executed by and between the Company and Mr. Chatterjee;

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

12. 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 Section

309 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment or re-enactment thereof), consent of the Company be and is hereby accorded to remunerate one or more of the Non-executive Directors of the Company (other than the Whole-time Directors and Managing Director, if any) for a period of five years from the financial year commencing 1st April, 2013, a sum not exceeding 1 % (One Percent) of the net profits of the Company, for each of the said financial years, calculated under the provisions of Sections 349 and 350 of the Companies Act, 1956 , in addition to the fees payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board, for the time being duly authorised by the Board exercising the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to this end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

“**RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Company approves the following alteration by way of substitution/ deletion in the Articles of Association of the Company:

- (a) **By substituting the existing Article no. 72 for the following article:**

The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the Vice-Chairman, if any, shall take the chair. If neither the Chairman nor Vice-Chairman are present, the Managing Director, if any, where he is not the Chairman of the Board shall be entitled to take the chair. If the Managing Director is also not present within the aforesaid time, then the Directors present shall choose one of them to be the chairman of the meeting and if no Director be present, then the members present shall on a show of hands or on a poll, if properly demanded, elect one of their member, being a member entitled to vote, to be Chairman.

- (b) **By deleting the Article No. 94**

- (c) **By substituting the Article No.115 for the following article:**

The Board shall appoint one of the Directors as the Chairman of the Meeting and determine the period for which he is to hold office. The Chairman of the Board shall be entitled, subject to the provisions of the Act and of these Articles to exercise such powers, authorities, discretions and do all such acts, matters, deeds and things

on behalf of the Company as may be entrusted to and conferred upon him by the Board. The Chairman so appointed will preside over the Board Meetings or in his absence by the Vice-Chairman (if any), if present. If at any meeting of the Board, both the Chairman and the Vice-Chairman, if any, are not present within five minutes after the time appointed for holding the same, the Managing Director, if any, where he is not the Chairman of the Board, shall be entitled to take the chair. If there is no Managing Director or the Managing Director is also not present within the aforesaid time to act then the Directors present shall elect one of them as the Chairman of such meeting.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard.”

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

Kolkata

Dated: 30th May, 2013

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 businesses 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, 24th August, 2013 to Friday, 30th August, 2013 (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 31st August, 2013 to those Members whose names shall appear on the Company's Register of Members as on Friday, 23rd August, 2013. 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, 23rd August, 2013, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
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 and Exchange Board of India (SEBI), vide its circular no. CIR/MRD/DP/10/2013 dated 21st March, 2013, has made it mandatory for all listed Companies to use any Reserve Bank of India approved electronic mode of payment for making cash payments to investors viz. ECS/NEFT/RTGS etc. Members holding securities in demat mode are therefore requested to immediately intimate their respective Depository Participants of any change, regarding Bank Accounts in which they wish to receive dividend/interest. The Company cannot act on any direct request received from such Members for any change in bank details, such changes are to be advised only to the Depository Participant of the Member. Investors holding shares/debenture certificates in the physical form are requested to immediately update the details of their Bank Accounts in which they wish to receive dividend/interest directly with the Company's Registered Office.
7. Members holding securities 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 share certificates in physical form are requested to advise any change of address/e-mail id/ bank mandate 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, 2005 to the Investor Education and Protection Fund. The unclaimed dividend for the year ended 31st March, 2006 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, 2006 or subsequent years are requested to claim their dividend and also submit their dividend warrant(s) to the Company for revalidation. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st August, 2012 (date of last Annual General

Meeting) on the website of the Company (www.simplexinfrastructures.com), as also on the Ministry of Corporate Affairs website (www.mca.gov.in)

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 (Phone 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. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
14. Pursuant to clause 49 of the Listing Agreement, brief resume of all the Directors proposed to be appointed and also of Directors retiring by rotation and being eligible offer themselves for re-appointment are provided in the enclosed Annexure-A.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6 & 11

The Board of Directors at their meeting held on 30th May, 2013, appointed Mr. Amiyo Kumar Chatterjee as an Additional Director of the Company with effect from 30th May, 2013. He holds office upto the date of the forthcoming Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956. In terms of provisions of Section 257 of the Companies Act, 1956, the Company has received a notice in writing alongwith a deposit of Rs.500 from

a Member of the Company expressing his intention to propose the candidature of Mr. Chatterjee as a Director of the Company. Mr. Chatterjee has given his consent to the said appointment, if so appointed at the ensuing Annual General Meeting.

In the same Board Meeting, Mr. Chatterjee was also appointed as Whole-time Director for a period of two years with effect from 30th May, 2013, on the recommendation of Remuneration Committee and subject to approval of the Members in the Annual General Meeting.

Mr. Chatterjee has been associated with the Company for over five decades in various position of responsibility. A graduate in civil engineering, he joined the Company as an engineer in 1963. Benefiting the Company by his capability and valuable experience in the field of execution of Civil Engineering works, viz, Operation and execution, Marketing, Business Development, Administration, he was appointed as project co-coordinating engineer at Delhi to independently handle the projects. He was instrumental in commencing the Mumbai branch of the Company in 1980, where as a branch head, he showed exceptional acumen in business development of the Company. After a series of successful assignments, he was elevated to the position of Senior Technical Director of the Company in 2007. He has served Simplex in various important capacities and roles and considering the long association he has with the Company, the Board of Directors appointed him as a Whole-time Director of the Company for a period of two years, with effect from 30th May, 2013, to enrich the Board with his immense knowledge and expertise in the entire gamut of construction related activities.

The terms and conditions of the appointment including remuneration were recommended by the Remuneration Committee and approved by the Board of Directors, which are set out in the Agreement dated 30th May, 2013, executed between the employer and Mr. Chatterjee. The main terms and conditions of appointment of Mr. Chatterjee are given below:

(i) **Tenure:** 2 (Two) years with effect from 30th May, 2013.

(ii) **Salary:** The salary, allowances and incentives etc. will be determined by the Board of Directors, on recommendation of the Remuneration Committee, from time to time within the range of Rs.2,50,000/- to Rs.10,00,000/- per month.

(iii) Perquisites & Allowances:

1. Fully furnished residential accommodation. In case free furnished 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.
2. Reimbursement of medical/hospitalization expenses to Whole-time Director and dependant 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.
3. Leave travel concession as per rules of the Company.
4. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
5. Premium for Personal Accident Insurance policy.
6. The Company's contribution to Provident Fund as per the rules of the Company applicable to Senior Executives.
7. Gratuity payable will not exceed half a month's salary for each completed year of service as per rules of the Company.
8. Leave and encashment of leave as per rules of the Company.
9. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.

10. Use of motor car with driver.

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

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

(iv) Minimum Remuneration: Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Chatterjee, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule XIII and other applicable provisions of the Companies Act, 1956, or any amendment, modification, variation or re-enactment thereof.

(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.

In compliance with the requirements of Section 302 of the Companies Act, 1956 an abstract of the terms and conditions of appointment and remuneration of Mr. Amiyo Kumar Chatterjee as Whole-time Director together with Memorandum of Concern or Interest of the Directors dated 30th May, 2013 was sent to all the Members of the Company.

Mr. Chatterjee has attained the age of seventy two years therefore his appointment is proposed to be made by a Special Resolution in compliance with Schedule XIII of the Companies Act, 1956.

The Board of Directors is of the opinion that his appointment as Whole-time Director will be immensely beneficial to the Company.

Considering this, Mr. Amiyo Kumar Chatterjee may be appointed as Whole-time Director of the Company, liable to retire by rotation.

The Board, therefore, recommends the Resolution set out in Item No. 6 & 11 of the accompanying Notice for approval of the Members.

None of the Directors of the Company are, in any way, concerned or interested, except Mr. Amiyo Kumar Chatterjee, in respect of the appointment and remuneration payable to him.

ITEM NO. 7

The Board of Directors at their meeting held on 30th May, 2013, appointed Mr. Asutosh Sen as an Additional Director of the Company with effect from 30th May, 2013. He holds office upto the date of the forthcoming Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956. In terms of provisions of Section 257 of the Companies Act, 1956, the Company has received a notice in writing along with a deposit of Rs.500 from a Member of the Company expressing his intention to propose the candidature of Mr. Sen as a Director of the Company. Mr. Sen has given his consent to the said appointment, if so appointed at the ensuing Annual General Meeting.

Mr. Asutosh Sen is a Commerce graduate from St. Xavier's College, Calcutta University. He qualified as a Chartered Accountant in 1965 and started his career with M/s. Pricewaterhouse & Co., Chartered Accountants. Over the past 40 years of his professional work experience, he has worked for leading corporate houses, viz, Shalimar Paints Limited, TIL Ltd., Usha Martin Ltd and Usha Martin Group Companies, both domestic and overseas, in various capacities in the field of accounts, finance and internal audit. In Usha Martin group, he held various positions such as Vice-President, Chief financial officer, MIS advisor, etc and also serves as Non-executive Director on the Board of its various group companies.

Considering his rich and vast experience in the field of Finance, Accounts and Internal Audit, the Board of Directors is of view that Mr. Sen's knowledge and experience will be of immense benefit and value to the Company. Considering this, Mr. Asutosh Sen may be appointed as an Independent Non-executive Director of the Company, liable to retire by rotation.

The Board, therefore, recommends the Resolution set out in item No. 7 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors of the Company are, in any way, concerned or interested, except Mr. Asutosh Sen, in respect of his appointment.

ITEM NO.8

At the 90th Annual General Meeting of the Company held on 11th September, 2008, the Members of the Company had, inter-alia, approved the re-appointment and remuneration of Mr. Amitabh Das Mundhra as Whole-time Director of the Company for a period of five years with effect from 1st September, 2008. Subsequently, the Board of Directors at its meeting held on 26th September, 2012, elevated Mr. Amitabh Das Mundhra as Vice-Chairman of the Company considering his notable contribution to the growth of the Company. The tenure of Mr. Amitabh Das Mundhra as a Whole-time Director of the Company will expire on 31st August, 2013. Therefore, the Board of Directors, at its meeting held on 30th May, 2013 re-appointed Mr. Mundhra as Whole-time Director designated as Vice-Chairman and Whole-time Director of the Company with effect from 1st September, 2013, for a further period of five years, subject to the approval of Members in the Annual General Meeting.

Mr. Amitabh Das Mundhra has been associated with the Company for nearly two decades and has come to be strongly identified with the Company's rise to its pre-eminent position. Mr. Mundhra successfully steered the business through multiple challenges and is seen as a driving force for change and development

in the Company. His prime responsibilities include project planning, implementation & monitoring and business development in India as well as overseas. Mr. Mundhra has several years of experience in commercial and administrative matters and he also holds responsible positions in various Organisations, Associations and Federations.

The terms and conditions of his re-appointment including remuneration were recommended by the Remuneration Committee and approved by the Board of Directors. The main terms of re-appointment and remuneration as set out in the draft agreement to be entered between the Company and Mr. Amitabh Das Mundhra are detailed below for consideration by the Members:

(i) Tenure: 5 (Five) years with effect from 1st September, 2013.

(ii) Salary: The salary, allowances and incentives etc., will be determined by the Board of Directors, on recommendation of the Remuneration Committee, 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 for himself and dependant 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 the Company applicable to Senior Executives.
6. Gratuity payable will not exceed half a month's salary for each completed year of service as per rules of the Company.
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 motor car with driver.
10. Membership of Group Term Assurance Benefit as per rules of the Company.
11. Any other perquisites and allowances as may be allowed to Senior Executives of the Company from time to time.

(v) Minimum Remuneration: Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Mundhra, as Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule XIII and other applicable provisions of the Companies Act, 1956, or any amendment, modification, variation or re-enactment thereof.

(vi) 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.

The Board of Directors is of the opinion that his re-appointment as Vice-Chairman and Whole-time Director will be immensely beneficial to the Company. Considering this, Mr. Mundhra may be re-appointed as Vice-Chairman and Whole-time Director of the Company, liable to retire by rotation.

The Board, therefore, recommends the Resolution set out in item No. 8 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

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

The above may be treated as an abstract of the terms and conditions of re-appointment of Mr. Amitabh Das Mundhra and Memorandum of Concern or Interest pursuant to Section 302 of the Companies Act, 1956.

ITEM NO. 9

In terms of provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow money apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of aggregate of the paid up capital and free reserves that is to say reserves not set apart for specific purpose.

The shareholders in the Annual General Meeting of the Company held on 16th September, 2011, had accorded their consent for borrowing upto Rs. 3500 crores in excess of aggregate of the then paid up capital and free reserves.

In view of the potential and projected future growth of the Company, it would be necessary to avail additional financial assistance from various Banks/Financial Institutions and other persons, firms, bodies corporate and other lenders from time to time. The Board of Directors therefore feels that the limit of Rs.3500 crores needs to be enhanced to Rs.5000 crores in view of the future growth prospects of the Company. The consent of the shareholders is therefore required to be sought in accordance with Section 293 (1)(d) of the Act to enable the Board of

Directors to make borrowings upto an extent of Rs. 5000 crores in excess of aggregate of the paid up capital and free reserves.

The Board, therefore, recommends the resolution set out in item no.9 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

ITEM NO. 10

Shareholders consent in terms of Section 293(1)(a) of the Companies Act, 1956, was obtained at the Annual General Meeting of the Company held on 16th September, 2011, for creation of mortgage, hypothecation and charge on all or any movable or immovable property of the Company in favour of Banks, Financial Institutions and other lending agencies in respect of financial assistance not exceeding Rs.3500 crores. However, considering the potential and projected growth of the Company, it would entail incurring of capital expenditure and meeting increased working capital needs of the Company in near future for which further financial assistance from lender(s) including Financial Institutions, Banks and lending agencies, Agent(s)/Trustee(s) in India and abroad by way of loans including foreign currency loans, issue of debentures, additional financial assistance etc. upto Rs.5000 crores which may be required to be availed during the coming years. Therefore it has been proposed to enhance the borrowing limit upto a sum of Rs.5000 crores in item No. 9. The resolution proposes to enhance the limit for creation of mortgage, hypothecation /charge on all or any of the movable or immovable properties of the Company in India and abroad in favour of lender(s) including Banks, Financial Institutions and other lending agencies, Agent(s)/Trustee(s) upto a sum of Rs.5000 crores.

The Board, therefore, recommends the resolution set out in item no. 10 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

ITEM NO. 12

The Board is of view that the nature of work and responsibilities of Non-executive Directors is significant and the Board is benefitted by the presence of Non-executive Directors who with their experience and knowledge have enriched the Board. In order to recognize the effort, participation, involvement and commitment of the Non-executive Directors, the Board at its meeting held on 30th May, 2013, has recommended for approval of members, payment of commission to one or more of the Non-executive Directors of the Company (other than the Whole-time Director and Managing Director, if any) for a period of five years, from the financial year commencing 1st April, 2013, a sum not exceeding 1% of the net profits of the Company for each of the said financial years , calculated in accordance with Sections 349 and 350 of the Companies Act, 1956, in addition to the fees payable to them for attending the meetings of the Board of Directors of the Company or any committee(s) thereof, may at their absolute discretion, pay and distribute to the Non-executive Directors, as aforesaid, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine.

Section 309 of the Companies Act, 1956, provides that a Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by special resolution, authorizes such payment. Therefore the Board of Directors recommends the resolution for your approval.

The Board, therefore, recommends the resolution set out in item no. 12 of the accompanying Notice for the approval of the Members.

All the Non-executive Directors may be deemed to be concerned or interested in this resolution.

ITEM NO. 13

Article No. 94 of the Articles of Association of the Company relates to share qualification of Directors.

This article has remained in the Articles of Association of the Company in spite of the fact that it is no longer required as per provisions of the Companies Act, 1956. Your Directors have now thought it fit to delete this article.

The present Article No.72 and 115 of the Articles of Association of the Company does not provide for chairing of shareholders meeting and board meeting by Vice-Chairman, in absence of Chairman of the Company. In view of elevation of Mr. Amitabh Das Mundhra to the position of Vice-Chairman of the Company, it has become necessary to suitably change the said Article to provide for chairing of meetings by Vice-Chairman, in absence of Chairman, hence the proposed alteration.

It is proposed to carry out necessary amendments in the existing Articles of Association of the Company as set out in the Special Resolution under item no. 13. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

A copy of the existing Articles of Association of the Company together with the proposed amendment to the Articles of Association is available for inspection by any Member at the Registered Office of the Company during the business hours 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.

The Board, therefore, recommends the resolution set out in item no. 13 of the accompanying Notice for the approval of the Members.

None of the Directors is concerned or interested in the proposed resolution.

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

Kolkata
Dated: 30th May, 2013

Annexure ‘A’

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

Name of Director	Mr. S. Dutta	Dr. R. Natarajan	Mr.A.D.Mundhra
Age (In years)	74	82	45
Date of Appointment	21.06.2001	13.03.2001	14.08.1995
Qualifications	M.Com, LLB, F.C.A	M.Sc, Ph.D.C.Chem F.R.S.C.	B.Sc
Number of Shares held in the Company	500	500	2011570*
Expertise in specific functional area	More than 50 years of experience in the field of Accounts, Finance, Taxation, Business Administration and Management.	Vast experience in the field of emergency road and airfield development, corrosion, water treatment, desalinization, drugs and pharmaceuticals.	Expertise in project planning, monitoring and implementation, business development both domestic and overseas and commercial and administrative matters.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Simplex Oil Exploration Limited Simplex Shelters Limited	NIL	Tips Industries Limited Everest Industries Ltd. Kalindi Agro Biotech Ltd. Simplex Mining Ltd. Simplex Energy Ltd. Simplex Management Consultants Ltd. Simplex Water Treatment Ltd. Simplex Concrete Piles (India) Ltd.
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Shareholders' / Investors' Grievance committees)	NIL	NIL	Chairman - Audit Committee Tips Industries Limited

* Includes 50000 equity shares held on behalf of his minor son

Annexure ‘A’

Details of Directors seeking appointment/re-appointment at the Ninety Fifth Annual General Meeting of the Company
[Pursuant to Clause 49 of the Listing Agreement] (contd.)

Name of Director	Mr. A.K. Chatterjee	Mr. Asutosh Sen
Age (In years)	72	71
Date of Appointment	30.05.2013	30.05.2013
Qualifications	B.E. Civil	F.C.A.
Number of Shares held in the Company	750	Would obtain qualification share as per requirement of Articles of Association of the Company
Expertise in specific functional area	Rich and wide experience in various fields of civil engineering covering all gamut of the construction business	Vast experience in the field of Accounts, Finance and Internal Audit.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Raichur Sholapur Transmission Company Limited	NIL
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Shareholders’ / Investors’ Grievance committees)	NIL	NIL



Simplex Infrastructures Limited

Regd Office: “SIMPLEX HOUSE”, 27 Shakespeare Sarani, Kolkata - 700 017

D.P.ID		Folio No.	
Client ID		No. of Shares Held	

PROXY FORM

I/We _____
_____ of _____ being a member(s) of Simplex Infrastructures Limited do hereby appoint
_____ of _____ or failing him/her
_____ of _____ as my/our proxy to attend and vote for me/us on
my/our behalf at the Ninety Fifth Annual General Meeting of the Company to be held at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 on Friday, 30th August, 2013 at 10.30 a.m. and at any adjournment/s thereof.



Signed this _____ day of _____ 2013
(Signature of the shareholder)

Note: The proxy in order to be valid must be deposited with the Company at its Registered Office duly completed in all respects not less than forty-eight hours before the time fixed for holding the above meeting.



Simplex Infrastructures Limited

Regd Office: “SIMPLEX HOUSE”, 27 Shakespeare Sarani, Kolkata - 700 017

D.P.ID		Folio No.	
Client ID		No. of Shares Held	

ATTENDANCE SLIP

Ninety Fifth Annual General Meeting - 30th August, 2013

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the Ninety Fifth ANNUAL GENERAL MEETING of the Company at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017 on Friday, 30th August, 2013 at 10.30 a.m. and at any adjournment/s thereof.

Member’s /Proxy’s name in (BLOCK LETTERS)
Member’s /Proxy’s Signature

Note: 1. Please fill this attendance slip and hand it over at the Entrance of the Auditorium.
2. Shareholders are requested to bring their copy of the Annual Report as copies of the report will not be distributed at the Meeting.



