



Simplex Projects Limited

AN ISO 9001:2008 & ISO 14001:2004 COMPANY

SPL/NSE/1423/2014-15

10th September, 2014

To
National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Scrip Code: SIMPLEX EQ

Dear Sir / Madam,

Sub: Submission of the Proceedings of the 24th Annual General Meeting.

This is with reference to the above captioned subject enclosed please find herewith copy of the Minutes of the Proceedings of the 24th Annual General Meeting of the Shareholders of the Company held on 10th September, 2014 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata – 700 020.

This is in accordance with the Clause 31 of the Listing Agreements.

Thanking you,

Yours faithfully
For **Simplex Projects Limited**

Anil Jain
GM – Commercial & Company Secretary

Encl: as stated above.

Corporate Office :

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Registered Office :

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CIN : L45201WB1990PLC050101

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MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SIMPLEX PROJECTS LIMITED HELD ON WEDNESDAY THE 10TH DAY OF SEPTEMBER, 2014 AT ROTARY SADAN, 94/2 CHOWRINGHEE ROAD, KOLKATA 700020 AT 11:00 A.M.

PRESENT :

1. Mr. Balkrishandas Mundhra	Chairman & Managing Director
2. Mr. Jai Kishan Bagri	Director
3. Mr. Anand Chopra	Director
4. Mr. Nitindra Nath Som	Director

299 other members were present in person or by proxy or by representative.

In Attendance:

Mr. Pradeep Mishra – CFO & Senior Vice President (Finance) and

Mr. Anil Jain – General Manager – Commercial & Company Secretary

The Chairman welcomed the members to the meeting. At the outset, the Chairman introduced his colleagues on the dais. He then announced that as the quorum for the meeting was present the proceedings would begin.

The Register of Directors and Key Managerial Personnel along with their shareholdings and Register of Contracts maintained by the Company under the Companies Act, 2013 was produced at the commencement of the meeting and the same remained open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

The Chairman addressed the meeting giving inter alia, economy and industry scenario, a summary of the operations, development and working of the Company and its subsidiaries and future outlook and plans of the group.

The Notice convening the Annual General Meeting with the permission of the members present was taken as read.

The Chairman requested the members present to express their views and ask questions, if any, on the accounts of the Company for the year under review.

The members present then raised certain queries and sought clarifications on various matters which were duly replied by the Chairman.

The Chairman further informed that the Company had provided e-voting facility to the members entitled to cast their vote through CDSL e-voting platform between 4th September, 2014 to 6th September, 2014 in proportion to their shareholding as on the cut off date of 1st August, 2014 in respect to the agenda Item No. 1 to 13 of the 24th Annual General meeting Notice, as per the Companies Act, 2013, in the manner prescribed under the Companies (Management and Administration) Rules, 2014. He further informed that Mr. A.K.Lab, Practicing Company Secretary was appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner and he has duly submitted his report on the results of the e-voting to him before the Annual General Meeting.

On the basis of the Scrutinizers' Report for the Electronic Voting dated 9th September, 2014, the summary of which is mentioned hereunder, the Chairman announced the results of e-voting that all the resolutions for the ordinary and Special Businesses as set out in item no. 1 to 13 in the Notice of the 24th Annual General Meeting of the Company have been passed by the requisite majority.

CHAIRMAN'S
INITIALS



VOTING RESULTS OF RESOLUTIONS PROPOSED IN THE ANNUAL GENERAL MEETING

Item No. 1

As an Ordinary Resolution

"RESOLVED THAT in terms of provisions of Section 210 and other applicable provisions, if any, of the Companies Act, 1956 the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon as placed before the meeting be and are hereby approved and adopted."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

Item No. 2

As an Ordinary resolution

"RESOLVED THAT Mr. Sudarshandas Mundhra (DIN 00013158), director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230270 99.99%	22 0.01%

The above resolution was carried by requisite majority.

Item No. 3

As an Ordinary resolution

"RESOLVED THAT Mr. Jai Kishan Bagri (DIN 00268722), director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230270 99.99%	22 0.01%

The above resolution was carried by requisite majority.

Item No. 4

As an Ordinary Resolution

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) M/s. Chaturvedi & Company, Chartered Accountants (ICAI Registration No. FRN-302137E) be and are hereby appointed as 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 the remuneration to be fixed by the Board of Directors."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

CHAIRMAN'S
INITIALS

The above resolution was carried by requisite majority.

Item No. 5

As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 143(8) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) 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 143(8) 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."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

Item No. 6

As an Ordinary Resolution

"RESOLVED that pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anand Chopra (holding DIN 00397305), a non-executive Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting up to the expiry of five consecutive years or the date of 29th Annual General meeting, whichever is earlier."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

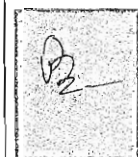
Item No. 7

"RESOLVED that pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shyam Das Mundhra (holding DIN 00167410), a non-executive Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting up to the expiry of five consecutive years or the date of 29th Annual General meeting, whichever is earlier."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

CHAIRMAN'S
INITIALS



**Item No. 8****As an Ordinary Resolution**

"RESOLVED that pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nitindra Nath Som (holding DIN 01371413), a non-executive Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting up to the expiry of five consecutive years or the date of 29th Annual General meeting, whichever is earlier."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

Item No. 9**As a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Jai Kishan Bagri (holding DIN: 00268722) as a Whole-time Director of the Company for a period of 3 (Three) years effective from 1st October, 2014 on the terms and conditions of reappointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the Meeting"

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230270 99.99%	22 0.01%

The above resolution was carried by requisite majority.

Item No. 10**As a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Sudarshan das Mundhra (holding DIN: 00013158) as a Whole-time Director of the Company for a period of 3 (Three) years effective from 1st October, 2014 on the terms and conditions of reappointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the Meeting"

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230270 99.99%	22 0.01%

The above resolution was carried by requisite majority.

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CHAIRMAN'S
INITIALS

Item No. 11

As a Special Resolution

"RESOLVED THAT in supersession of the Resolution passed under Section 293(1)(a) of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) pursuant to Section 180(1)(a) of the Companies Act, 2013 ("the Act") to mortgage, hypothecate, pledge and/or charge in addition to the existing mortgages, hypothecation, pledge and/or charge already created by the Company in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company on all or any of the moveable and/or immoveable properties of the Company, both present and future, and /or any other assets or properties, either tangible or intangible, of the Company and/or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the lender(s), Agents(s) and Trustee(s) for securing the borrowing availed or to be availed by the Company, by way of loans, or otherwise, in foreign currency or in Indian Rupees, from time to time, upto the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Act (including any statutory modification(s) or re-enactment thereof) alongwith interest, additional interest, liquidated damages, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange and the Board be and is hereby authorised to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

Item No. 12

As a Special Resolution

"RESOLVED THAT in supersession of the Ordinary Resolution approved by means of Postal Ballot held on July 17, 2009 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 2,000 crore.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

CHAIRMAN'S
INITIALS

Item No. 13

As an Ordinary Resolution

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors, M/s. S. Chhaparia & Associates, for auditing the Cost Accounts of the Company for the year ending March 31, 2015, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favor	Total No. & Percentage of Votes cast against
8230292	8230290 99.99%	2 0.01%

The above resolution was carried by requisite majority.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 24th Annual General Meeting of the Company.


Chairman
12/09/14

CHAIRMAN'S
INITIALS

