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certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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01/CS/NSE-AGM/001/89811

September 28, 2012

The Manager, Listing Department
The National Stock Exchange India Limited
Exchange Plaza
Bandra Kurla Complex (Bandra East)
Mumbai-400051

Dear Sir,

Sub: Submission of Minutes of the Annual General Meeting

Pursuant to the Listing Agreement, attached please find copy of the Minutes of the Annual General Meeting of the Company held on 31st August, 2012.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


B.L. BAJORIA
COMPANY SECRETARY

Enc: as above.

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SIMPLEX INFRASTRUCTURES LIMITED
REGISTERED OFFICE: 'SIMPLEX HOUSE'
27, SHAKESPEARE SARANI
KOLKATA - 700017

Minutes of the proceedings of Ninety-Fourth Annual General Meeting of the shareholders held on Friday, 31st August, 2012 at 10.30 a.m. at Gyan Manch, 11, Pretoria Street, Kolkata – 700071.

Present at the Meeting:

Directors:	Mr. B.D. Mundhra	Chairman & Managing Director
	Mr. A.D. Mundhra	Director
	Mr. Rajiv Mundhra	Director
	Mr. S. Dutta	Director
	Mr. N.N. Bhattacharyya	Director & Chairman of Audit Committee
	Mr. B. Sengupta	Director
	Dr. R. Natarajan	Director

In attendance: Mr. B.L. Bajoria, Company Secretary

Invitee: Mr. N.K. Kakani, Executive Director

Auditors: Mr. P. Law, Partner, M/s. Price Waterhouse, Chartered Accountants

Mr. Binayak Dey, Partner M/s. H.S. Bhattacharjee & Co, Chartered Accountants

Members: 253 Members and 21 proxies.

Chairman: In terms of Article 72 of Articles of Association of the Company, Mr. B.D. Mundhra, Chairman and Managing Director took the Chair.

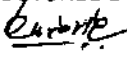
Register of Directors
Share holding: The Chairman informed the members present that the Register, of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956, was available for inspection till the conclusion of the Meeting.

Quorum: Mr. B.L. Bajoria declared that quorum as required under the law was present and 21 proxies representing 5733 shares were registered with the Company. Accordingly, the Chairman called the meeting to order and welcomed the members.

The Chairman then introduced his colleagues present on the dais.

Chairman's Statement: The Chairman then addressed the shareholders covering the current economic scenario and future outlook of the infrastructure & construction Industry and in particular the future growth and prospect of the Company. He also emphasized on the Company's continued focus on enhancing the efficiency of its workforce through training and development programmes and upgradation of its IT infrastructures to meet the international standards. He shared with the members

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For SIMPLEX INFRASTRUCTURES LIMITED


Company Secretary



that the Company's top-line grew satisfactorily from Rs.4672 crores in the previous year to Rs.5871 crores in the current year but the bottom-line went down from Rs.123 crores in the previous year to Rs. 89 crores in the current year owing to high interest cost arising from the rate rise as well as higher working capital requirements.

The Chairman placed on record the appreciation for the support and co-operation received from the shareholders, bankers, clients, vendors, auditors, employees, business associates and fellow members of the Board.

Notice: The Notice convening the meeting was taken as read with the consent of the members present.

Auditors Report : At the request of the Chairman, the Auditors Report on the Accounts for the year ended 31st March 2012 was read by the Company Secretary.

The Chairman then requested Mr. B.L. Bajoria to proceed with the Ordinary Business of the notice.

Resolution No. 1

Adoption of Annual Accounts & the Reports of Directors & Auditors thereon Mr. Sunil Kumar Paul then proposed the following resolution as an ordinary resolution, which was seconded by Mr. Kashmir Lal Mallik.

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2012 and Profit and Loss Statement and Notes to the Financial Statements thereto of the Company for the year ended 31st March, 2012 together with Reports of Directors and Auditors thereon be and are hereby and adopted.”

Before the resolution was put to vote, the Chairman invited the Members for their comments and also for any clarification on the Annual Accounts for the financial year 2011-12.

Some of the Members gave their observations on the Annual Report and the general performance of the Company. Few of the shareholders complimented the informative and exhaustive Annual Report 2011-12 and also appreciated the Chairman and Managing Director, the Board of Directors and the services rendered by the Secretarial Department. Few members sought clarification on Company's annual accounts, possibility for issue of bonus shares, current operations of the Company, performance of the Company's subsidiaries in India and overseas, capital expenditure, and future prospects of the Company, which were suitably replied by the Chairman, Mr. S. Dutta, Director and Mr. N.K. Kakani, Executive Director of the Company. The Members present also expressed their satisfaction on the performance of the Company in the backdrop of challenging business environment.. The Chairman thanked the speakers for their suggestions and comments and also taking keen interest in the affairs of the Company.

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[Signature]
Company Secretary

Thereafter the Chairman put the resolution no 1 to vote and on show of hands he declared the resolution as carried by majority.

Resolution No.2

Declaration of Dividend for 2011-2012 The following resolution was proposed by Mr. Pran Krishna Sen as an ordinary resolution and seconded by Mr. S. B. Das and thereafter was put to vote on show of hands and the Chairman declared that the same was carried unanimously.

"RESOLVED THAT dividend of Rs. 2/- per Equity Share be paid on existing 49472330 fully paid-up equity shares of Rs. 2/- each for the year ended 31st March, 2012 to Equity Shareholders whose names appeared in the Register of Members of the Company as on 25th August, 2012."

Resolution No. 3

Re-appointment of Mr. A. Mukherjee The following resolution was proposed by Mr. Subhodip Mallik as an ordinary resolution and seconded by Mr. Sunil Kumar Paul and thereafter was put to vote on show of hands and the Chairman declared that the same was carried by majority.

"RESOLVED THAT Mr. A. Mukherjee, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

Resolution No.4

Re-appointment of Mr. B. Sengupta The following resolution was proposed by Mr. Suraj Ratan Dwarkani as an ordinary resolution and seconded by Mr. Kashmir Lal Mallik and thereafter was put to vote on show of hands and the Chairman declared that the same was carried unanimously.

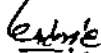
"RESOLVED THAT Mr. B. Sengupta, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

Resolution No.5

Re-appointment of Mr. Sheo Kishan Damani The following resolution was proposed by Mr. Tarlok Singh as an ordinary resolution and seconded by Mr. Sunil Kumar Paul and thereafter was put to vote on show of hands and the Chairman declared that the same was carried by majority.

"RESOLVED THAT Mr. Sheo Kishan Damani, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determine by retirement by rotation."

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Company Secretary

Resolution No.6

Re-appointment of Auditors The following resolution was proposed by Mr. Shree Lal. Lahoti as an ordinary resolution and seconded by Mr. Arun Kumar Ladha and thereafter was put to vote on show of hands and the Chairman declared that the same was carried by majority.

"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."

The Chairman then proceeded with the Special Business of the Notice.

Resolution No. 7

Re-appointment of Mr. Sukumar Dutta as Whole-time Director The following resolution was proposed by Mr. Durga Das Damani as a special resolution and seconded by Mr. Sushil Kumar Kothari and thereafter was put to vote on show of hands and the Chairman declared that the same was carried by majority.

"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 reenactment 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."

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Signature
Company Secretary

Resolution No. 8

Re-appointment of Mr. Rajiv Mundhra as Whole-time Director

The following resolution was proposed by Mr. Mahesh Kumar Bubna as an ordinary resolution and seconded by Mr. Kashmir Lal Mallik and thereafter was put to vote on show of hands and the Chairman declared that the same was carried unanimously.

"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 reenactment 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."

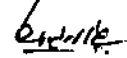
The Chairman thanked the members for their presence and cooperation in conducting the Annual General Meeting and declared the meeting as closed.

The meeting then concluded with a vote of thanks to the Chair from the floor.


CHAIRMAN

Place: Kolkata
Date: 17.09.2012

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For SIMPLEX INFRASTRUCTURES LIMITED


Company Secretary