



Simplex Projects Limited

AN ISO 9001 : 2000 COMPANY

SPL/NSE/1664/2013-14

26th September, 2013

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 23RD ANNUAL GENERAL MEETING

This is with reference to the above captioned subject enclose please find herewith copy of the Minutes of the Proceedings of the 23rd Annual General Meeting of the Shareholders of the Company held on 23rd September, 2013 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 :

12/1, Nellie Sengupta Sarani, 4th Floor, Kolkata-700 087, India, Phone : + 91 33 2252 7231/32

MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SIMPLEX PROJECTS LIMITED HELD ON MONDAY THE 23RD DAY OF SEPTEMBER, 2013 AT ROTARY SADAN, 94/2 CHOWRINGHEE ROAD, KOLKATA 700020 AT 3:30 P.M.

PRESENT :

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

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

In Attendance:

Mr. Raghav Das Mundhra – Whole Time Director, Simpark Infrastructure (P) Ltd, Subsidiary Company

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

Mr. Anil Jain – Company Secretary

Also Present:

MRS. NILIMA JOSHI - Partner of Chaturvedi & Company, Chartered Accountants, the Statutory Auditors of the Company.

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 Chairman stated that 9 proxies representing 227 shares were received.

The Register of Directors' shareholding maintained by the Company pursuant to Section 307 of the Companies Act, 1956 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 Chairman then called the Company Secretary to read the Notice convening the Annual General Meeting and the Directors' Report.

The Notice convening the meeting and the Directors' Report having already been circulated were taken as read with the permission of the members.

The Chairman then called on the Secretary to read the Auditor's Report.

The Auditor's Report on the Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the year ended on that date was read by the Secretary.

The items on the agenda were then taken up for consideration.

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1. ACCOUNTS & REPORTS

The Chairman called on the Secretary to read the first resolution regarding adoption of accounts, as an Ordinary Resolution.

The following resolution was read by the Secretary:

"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, 2013 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."

The same was proposed by Mr. B. K. Mehta and seconded by Mr. B. Pal, shareholders.

The Chairman then invited members to ask questions or make comments on the workings of the Company.

Some of the shareholders made their observations, asked questions and sought clarifications on the Accounts and Annual Reports covering the operation and performance of the Company and matters related thereto.

The Chairman thanked the members for taking keen interest in the affairs of the Company and answered the relevant and material questions raised by the members.

The resolution was put to vote on show of hands and carried unanimously.

2. RE-APPOINTMENT OF DIRECTOR

The Chairman called on the Secretary to read the Second resolution regarding re-appointment of Dr. Nitindra Nath Som, as Director, as an Ordinary Resolution,

The following resolution was read by the Secretary:

"RESOLVED THAT in terms of provisions of Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 99 of the Articles of Association, Dr. Nitindra Nath Som, Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company retiring by rotation."

The same was proposed by Mr. B.K.Mehta and seconded by Mr. Madhusudan Dey, shareholders.

The resolution was put to vote on show of hands and carried unanimously.

3. RE-APPOINTMENT OF DIRECTOR

The Chairman called on the Secretary to read the next resolution regarding re-appointment of Mr. Anand Prasad Agarwalla, as Director, as an Ordinary Resolution.

The following resolution was read by the Secretary:

"RESOLVED THAT in terms of provisions of Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 99 of the Articles of Association, Mr. Anand Prasad Agarwalla, Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company retiring by rotation."

CHAIRMAN'S
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The same was proposed by Mr. A.K.Pal and seconded by Mr. Gautam Nandy, shareholders.

The resolution was put to vote on show of hands and carried unanimously.

4. RE-APPOINTMENT OF AUDITORS

The Chairman called on the Secretary to read the next resolution regarding re-appointment of Statutory Auditors, as an Ordinary Resolution.

The following resolution was read by the Secretary:

“RESOLVED THAT pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Company, Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

The same was proposed by Mr. A.K. Banerjee and seconded by Mr. S. Saraf, shareholders.

The resolution was put to vote on show of hands and carried unanimously.

5. APPOINTMENT OF BRANCH AUDITOR

The Chairman called on the Secretary to read the next resolution regarding appointment of Branch Auditor, as an Ordinary Resolution.

The following resolution was read by the Secretary:

“RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to appoint/re-appoint Branch Auditor(s) of any Branch Office of the Company, which are opened or may be opened/ acquired hereafter, in India or Abroad, in consultation with the Company’s Auditors, any person qualified to Act as Branch Auditor (s) within the provisions of Section 228 of the Act and to fix their remuneration.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board of Directors in this regard, be and are hereby confirmed, approved and ratified.”

The same was proposed by Mr. S.N.Pal and seconded by Mr. S.K.Modak, shareholder.

The resolution was put to vote on show of hands and carried unanimously.

The Chairman thanked the members present and stated that since the business of the meeting was over the meeting was declared as concluded.

Mr. Satyanarayan Pal, a member proposed Vote of Thanks to the Chair, which was carried with acclamation.


(CHAIRMAN)

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