



# Simplex Infrastructures Limited

CIN-L45209WB1924PLC004969

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## NOTICE

**NOTICE** is hereby given that the Ninety-Sixth Annual General Meeting of the Members of **Simplex Infrastructures Limited** will be held on Thursday, the 4th day of September, 2014 at 10.30 am at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March, 2014, together with the Reports of the Board of Directors and Auditors thereon;
2. To declare dividend on Equity Shares of the Company;
3. To appoint a Director in place of Mr. Amitabh Das Mundhra (DIN 00014227), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139 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) and pursuant to the recommendations of the Audit Committee and Board of Directors, M/s. Price Waterhouse, Chartered Accountants (Firm Registration No:301112E) be and are hereby re-appointed as Auditors of the Company including all its Branch Offices/ Project Sites, to hold office for a period of 3 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 99th AGM in 2017 (subject

to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix remuneration on the basis of recommendation of the Audit Committee in consultation with the Auditors of the Company."

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 139 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) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. H.S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) be and are hereby re-appointed as Auditors of the Company including all its Branch Offices / Project Sites, to hold office for a period of 5 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 101st AGM in 2019 (subject to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix remuneration on the basis of recommendation of the Audit Committee in consultation with the Auditors 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** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nripendra Nath Bhattacharyya (DIN: 00014250), a Non-Executive Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 101st Annual General Meeting in 2019, whichever is earlier.”
7. 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bhaskar Sengupta (DIN: 00015102), a Non-Executive Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 101st Annual General Meeting in 2019, whichever is earlier.”
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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Rajagopalan Natarajan (DIN: 00066359), a Non-Executive Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 101st Annual General Meeting in 2019, whichever is earlier.”
9. 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sheo Kishan Damani (DIN: 00062780), a Non-Executive Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five

consecutive years or the date of the 101st Annual General Meeting in 2019, whichever is earlier.”

10. 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Asutosh Sen (DIN: 00165345), a Non-Executive Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 101st Annual General Meeting in 2019, whichever is earlier.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Sukumar Dutta (DIN: 00062827) as a Whole-time Director of the Company (liable to retire by rotation), for a period of 3 (three) years with effect from 1st September, 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee of Directors be and is

hereby authorized to alter and vary the terms and conditions of the said re-appointment including authority from time to time to determine the amount of salary, allowances, incentives, perquisites and other benefits payable to Mr. Dutta in such manner as may be agreed to between the Board/ Nomination and Remuneration Committee and Mr. Dutta, subject to the limits prescribed under section 197 and schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Amiyo Kumar Chatterjee (DIN: 05260899) as a Whole-time Director (liable to retire by rotation), for a period of 3 (three) years with effect from 30th May, 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board / Nomination and Remuneration Committee of Directors be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment including authority from time to time to determine the amount of salary, allowances, incentives, perquisites and other benefits payable to Mr. Chatterjee in such manner as may be agreed to between the Board/ Nomination and Remuneration Committee and Mr. Chatterjee, subject to the limits prescribed under section 197 and schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may

be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

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

**RESOLVED THAT** in supersession of the resolution passed under section 293 (1)(d) of the Companies Act, 1956 at the 95th Annual General Meeting held on 30th August 2013 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment, variation or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors hereinafter referred to as “the Board” which include any Committee of the Board) 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 ₹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 borrowings to be made 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 and / or its duly constituted Committee 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, deeds and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the resolution passed under section 293 (1)(a) of the Companies Act, 1956 at the 95th Annual General meeting held on 30th August, 2013 and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with all the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include a duly constituted 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 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 180 (1)(c) of the Companies Act, 2013, 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.”

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 including the Rules made there under and any amendments, statutory modifications and/ or re-enactment thereof for the time being in force, the Foreign Exchange Management Act, 1999 as amended and modified from time to time and such other statues, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), Stock Exchanges, the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, as amended to date (the “SEBI Regulations”) and any other appropriate authorities, as may be applicable and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory /governmental authorities (the “concerned Authorities”) as may be required and applicable and further subject to such terms and conditions as may be

prescribed or imposed by any of the concerned Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot Non-Convertible Debentures (NCD's) of the face value of ₹10,00,000/- each, rupee denominated, at such time or times and in one or more tranches, to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/or institutions/ banks and/or mutual funds and/or incorporated bodies and/or individuals and/or trustees or otherwise, on a private placement basis, whether or not such Investors are members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹350 crores (Rupees Three Hundred and Fifty Crores Only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/ offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, fixing of record date or book closure dates, etc., as the case may be applicable, including conditions in relation to offer, early redemption of Securities, debt service payments, variation of price and any other matter in connection with, or incidental to the issue, together with any amendments or modifications thereto (“the Issue”).

**RESOLVED FURTHER THAT** the NCD's to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Issue shall be fully paid-up and the allotment of such NCD's shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time, at such price being not less than the price determined in accordance with the pricing guidelines of the SEBI Regulations;

**RESOLVED FURTHER THAT** the aforesaid issue of NCD's shall be freely tradeable and freely transferable in accordance with the prevalent market practices in the capital markets and such NCD's to be issued, if not subscribed, may be disposed of by the Board, in such manner and/or on such terms including offering or placing them with banks /financial institutions /mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the said issue, offer and allotment of NCD's, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation the determination of terms and conditions for issuance of NCD's including the number of NCD's that may be offered, timing for issuance of such NCD's and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, to enter into and execute arrangements/agreements for managing, listing etc of NCD's, paying advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions arising therefrom including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, as may be required and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any

such action, decision or direction of the Board shall be binding on all the Members of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue and allotment of NCD's the Board be and is hereby authorized on behalf of the Company to seek listing of such Securities on one or more Stock Exchanges in India;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

16. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, or any amendment thereto or modification thereof, the Articles of Association of the Company be amended by deleting the existing Article 179 and substituting with following new Article 179:

‘179. Any Member, beneficial owner, debenture-holder, other security-holder or other person entitled to copies of any documents / registers / records to be kept or maintained by the Company in physical or electronic form under the provisions of the Companies Act, 2013 or the Rules thereunder or any earlier enactment or rules, shall be provided copies thereof upon request on payment of fee of ₹10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board.’ ”

By Order of the Board  
For **Simplex Infrastructures Limited**

B.L. BAJORIA

Company Secretary

Kolkata

Dated: 30th May, 2014

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE THEREAT 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.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
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. A statement pursuant to Section 102 (1) of the Companies Act, 2013, 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, 30th August, 2014 to Thursday, 4th September, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the meeting.  
b) The dividend, if declared by the Members at the Annual General Meeting, will be paid to those Members whose names shall appear on the Company's Register of Members as on Friday, 29th August, 2014. 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, 29th August, 2014, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
5. Relevant documents referred to in the notice and accompanying 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. For 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. 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 in the physical form are requested to immediately update the details of their Bank Accounts in which they wish to receive dividend, 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 shares 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 2006 to the Investor Education and Protection Fund. The unclaimed dividend for the year ended 31st March 2007 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, 2007 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 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 30th August, 2013 (date of last Annual General Meeting) on the website of the Company ([www.simplexinfrastructures.com](http://www.simplexinfrastructures.com)), as also on the Ministry of Corporate Affairs website ([www.mca.gov.in](http://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 in the prescribed Form for this purpose to the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the registered office of the company, for consolidation into a single folio.
12. Details under Clause 49 of the Listing Agreement with the stock exchanges in respect of the directors seeking appointment/ re-appointment at the Annual General meeting, are provided in the enclosed Annexure-A. The Directors have furnished the requisite declarations for their appointment/ reappointment.
13. Members are requested to contact the Share Department at the Registered Office of the Company (Phone 2301-1600), Email: [secretarial.legal@simplexinfra.net](mailto:secretarial.legal@simplexinfra.net) for prompt reply to their queries and for redressal of any complaint.
14. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode. 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.
15. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Annual General Meeting.

**16. Voting through electronic means:**

In compliance with the provisions of Clause 35 B of the Listing Agreements, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members to enable them to exercise their right to vote on all matters listed in this Notice, by electronic means.

The process and manner of voting by electronic means, the time schedule including the time period during which the votes may be cast and all other necessary instructions and information in this respect have been given in a separate sheet attached hereto forming part of the notice.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NOS.6 TO 10**

The Company appointed Mr. N.N.Bhattacharyya, Mr. Bhaskar Sengupta, Dr. R. Natarajan, Mr. S.K. Damani and Mr. Asutosh Sen, who have been discharging the role and functions of Independent Directors in terms of Clause 49 of the Listing Agreement with the Stock Exchanges. The term of office of the aforesaid Directors was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013 ('the Act'), the Company is required to appoint at-least one-third of its total number of Directors as Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Act, each of Mr. N.N.Bhattacharyya, Mr. Bhaskar Sengupta, Dr. R. Natarajan, Mr. S.K. Damani and Mr. Asutosh Sen, is required to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or date of the 101st Annual General Meeting in 2019, whichever is earlier. Notices as required under section 160 of the Companies Act, 2013 have been received from some Members proposing the candidature of the said Independent Directors of the Company.

The aforesaid incumbent have the desired qualifications and in depth experience in their respective field and have held



responsible positions in different renowned organisations. The particulars of the aforesaid Directors namely age, qualification, past experience and other details are given separately in the Annexure-A to this Notice.

In the opinion of the Board, each of Mr. N. N. Bhattacharyya, Mr. Bhaskar Sengupta, Dr. R. Natarajan, Mr. S.K. Damani and Mr. Asutosh Sen fulfils the conditions specified in the Act and meets the criteria of independence specified in Section 149 (6) of the Act and Rules made thereunder for appointment as an Independent Director. The Board considers that the continued association of the aforesaid persons would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions set out at item Nos. 6 to 10 of the accompanying notice for approval by the shareholders of the Company.

**Mr. N. N. Bhattacharyya, Mr. Bhaskar Sengupta, Dr. R. Natarajan, Mr. S. K. Damani and Mr. Asutosh Sen may be considered to be interested in the respective resolution in so far as they relate to them individually. No other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in respect of the said resolutions.**

#### ITEM NO. 11

The existing tenure of Mr. Sukumar Dutta, Whole-time Director is due to expire on 31st August, 2015. The Board feels that his continued association would be of immense benefit to the Company considering his rich experience and contribution to the Company. Therefore the Board of Directors at their meeting held on 30th May, 2014, re-appointed Mr. Sukumar Dutta as a Whole-time Director for a further period of three years commencing from 1st September 2015, subject to approval of Members and at a remuneration determined by Nomination and 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 75 years, M.Com., LL.B., F.C.A., is a finance professional with over five decades of experience in corporate finance and accounts, taxation, management consultancy, mergers and acquisitions, financial management and business administration of large corporates. He joined the Company in 2001 and has had a distinguished career with the Company. Mr. Dutta with his wealth of experience 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 2015.
- (ii) **Salary:**  
The salary, allowances and incentive etc will be determined by the Board of Directors from time to time within the range of ₹2,50,000/- to ₹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 ₹50,000/- to ₹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) **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. Dutta, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, 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.

Mr. Dutta has attained the age of seventy five years therefore his appointment is proposed to be made by a Special Resolution in compliance with Sec 196 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the special resolution set out at item no. 11 of the accompanying notice for approval of Members.

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 190 of the Companies Act, 2013.

**Except Mr. Sukumar Dutta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in respect of his appointment and remuneration payable to him.**

#### ITEM NO. 12

The Board of Directors at their meeting held on 30th May, 2013 appointed Mr. A.K.Chatterjee as a whole-time Director of the Company with effect from 30th May, 2013 for a period of 2 years which was subsequently approved by the shareholders at the Annual General Meeting held on 30th August 2013. His term of office is due to expire on 29th May, 2015.

Mr. Chatterjee, a graduate in civil engineering from Banaras Engineering College, BHU, he commenced his career with the Company as an engineer in 1963, then as a project-coordinating engineer at Delhi, followed by the responsibilities of setting up Mumbai branch of the Company in 1980. With his exceptional business acumen, he delivered results and developed people. In 2007, he was elevated to the position of Senior Technical Director of the Company.

Benefiting the Company by his capability and valuable experience in the field of execution of Civil Engineering works and a long association of over five decades with the Company, the Board of Directors recommends his re-appointment as a Whole-time Director of the Company for a further period of three years, with effect from 30th May, 2015 to enrich the Company with his immense knowledge and expertise in the entire gamut of construction related activities.

The Board of Directors at their meeting held on 30th May, 2014, considered that his continued association would be of immense benefit to the Company and is desirable to continue to avail services of Mr. A.K.Chatterjee as a Whole-time Director.

The approval of the Members is being sought to the terms and conditions for the appointment of Mr. Chatterjee as the Whole-time Director and the remuneration payable to him. The terms and conditions proposed by the Nomination & Remuneration Committee and approved by the Board of the Directors at their meeting held on 30th May 2014 are keeping in line with the remuneration package that is necessary to encourage good professionals with a sound career record to important position as that of the Whole-time Director.

The terms and conditions of the appointment including remuneration were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The material terms of appointment and remuneration as set out in the draft Agreement are given below:

- (i) **Tenure:** 3 (Three) years with effect from 30th May, 2015.
- (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 ₹2,50,000/- to ₹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 ₹50,000/- to ₹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, incentives and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, 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.

Mr. Chatterjee has attained the age of seventy three years therefore his appointment is proposed to be made by a Special Resolution in compliance with Sec 196 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the special resolution set out at item no. 12 of the accompanying notice for approval of Members.

The above may be treated as an abstract of the terms of reappointment of Mr. Chatterjee and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

**Except Mr. A.K.Chatterjee, being an appointee, none of the Directors and Key Managerial Personnel of the**

**Company and their relatives are, in any way, concerned or interested, in respect of his appointment and remuneration payable to him.**

#### **ITEM NO. 13**

The Members of the Company at their 95th Annual General meeting held on 30th August, 2013 approved by way of an ordinary resolution under section 293(1)(d) of the erstwhile Companies Act, 1956, borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹5000 crores (Rupees Five Thousand Crores).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is therefore, necessary for the Members to pass a special resolution under section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.13 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company.

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 and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item no.13**

#### **ITEM NO. 14**

The members of the Company at their 95th Annual General meeting held on 30th August, 2013 approved by way of an ordinary resolution under section 293(1)(a) of the erstwhile Companies Act, 1956, 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 ₹5000 crores.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not create 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 exceeding ₹5000 Crores, except with the consent of the Company accorded by way of a special resolution.

It is therefore, necessary for the Members to pass a special resolution under section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.14 of the Notice, to enable to the Board of Directors for creation of charge, Mortgage, hypothecation on all or any of the movable or immovable properties of the Company in favour of lender (S) including Banks, Financial Institutions and other lending Agencies, Agent (S) /Trustee (S) upto a sum of ₹5000 crores.

The Board, therefore, recommends the resolution set out in item no.14 of the accompanying Notice for the approval of the Members.

**None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item no. 14**

#### **ITEM NO. 15**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter-alia under section 42 of the Companies Act, 2013 deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to raise funds for the normal business purposes/ activities including augmenting of long term resources for the requirement of working capital and regular capital expenditure, the Company may offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 15 of the Notice. This resolution enables the Board of Directors of the Company to

offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

**None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 15**

#### **ITEM NO. 16**

The Companies Act, 2013 ('the Act') provides that Companies may charge fees from members, beneficial owners, debenture-holders, other security-holders or other persons seeking copies of documents / registers / records kept or maintained by the company as prescribed under the Act or the Rules thereunder, provided charging of such fees is specified in the Articles of Association of the Company.

In the context of the above, the Board of Directors of the Company ('the Board') at its meeting held on 30th May,2014, recommended that the existing Article 179 be substituted by the new Article 179 which provides for charging of such fees as set out in the Special Resolution. Consent of the Members by way of Special Resolution is required to such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

The Board recommends the Special Resolution set out at Item No. 16 of the Notice for approval by the shareholders.

**None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item no. 16**

By Order of the Board  
For **Simplex Infrastructures Limited**

B.L. BAJORIA  
Company Secretary

Kolkata

Dated: 30th May, 2014

## Annexure 'A'

Details of Directors seeking appointment/re-appointment at the Ninety Sixth Annual General Meeting of the Company

Name of Director	Mr.A.D.Mundhra	Mr.N.N.Bhattacharyya	Mr. Bhaskar Sengupta
Age (In years)	46	75	78
Date of Appointment	14.08.1995	28.02.2005	13.03.2001
Qualifications	B.Sc	M.Com, F.C.A	B.E, C.E
Number of Shares held in the Company	2011570*	NIL	NIL
Expertise in specific functional area	Expertise in project planning, monitoring and implementation, business development both domestic and overseas and commercial and administrative matters.	Vast knowledge and experience in corporate restructuring, finance, accounts and auditing	Expertise and varied experience in the construction industry in the field of design, tendering, procurement of contracts, human resource management and development.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Tips Industries Limited Everest Industries Ltd. Kalindi Agro Biotech Ltd. Simplex Mining Ltd. Simplex Concrete Piles (India) Ltd.	NIL	NIL
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Stakeholders Relationship committees)	Chairman - Audit Committee of Tips Industries Limited	NIL	NIL

\* Includes 50,000 shares on behalf of his minor son

## Annexure 'A' (contd..)

Details of Directors seeking appointment/re-appointment at the Ninety Sixth Annual General Meeting of the Company (contd..)

Name of Director	Dr. R. Natarajan	Mr. S.K.Damani	Mr. Asutosh Sen
Age (In years)	83	73	72
Date of Appointment	13.03.2001	06.10.2005	30.05.2013
Qualifications	M.Sc, Ph.D.C.Chem FR.S.C.	B.Com	F.C.A.
Number of Shares held in the Company	NIL	NIL	NIL
Expertise in specific functional area	Vast experience in the field of emergency road and airfield development, corrosion, water treatment, desalinization, drugs and pharmaceuticals.	An eminent business personality having vast experience, profound knowledge and business acumen. He was the past President of the Indian Plastic Federation.	Wide and rich experience in the field of Accounts, Finance and Internal Audit.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	NIL	NIL	NIL
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Stakeholders Relationship committees)	NIL	NIL	NIL

Name of Director	Mr. Sukumar Dutta	Mr. A.K. Chatterjee
Age (In years)	75	73
Date of Appointment	21.06.2001	30.05.2013
Qualifications	M.Com, LLB, F.C.A	B.E. Civil
Number of Shares held in the Company	500	750
Expertise in specific functional area	More than 50 years of experience in the field of Accounts, Finance, Taxation, Business Administration and Management.	Rich and wide experience in various fields of civil engineering covering all gamut of the construction business
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Simplex Oil Exploration Limited Simplex Shelters Limited	Raichur Sholapur Transmission Company Limited
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Stakeholders Relationship committees)	NIL	NIL



## Simplex Infrastructures Limited

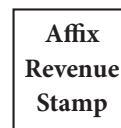
Regd Office: "SIMPLEX HOUSE", 27 Shakespeare Sarani, Kolkata - 700 017

D.P.ID	
Client ID	

Folio No.	
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 (on a poll) for me/us on  
 my/our behalf at the Ninety Sixth Annual General Meeting of the Company to be held at Gyan Manch, 11, Pretoria  
 Street, Kolkata - 700 071 on Thursday, 4th September, 2014 at 10.30 a.m. and at any adjournment/s thereof.



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

(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	
Client ID	

Folio No.	
No. of Shares Held	

### ATTENDANCE SLIP

Ninety Sixth Annual General Meeting - 4th September, 2014

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Ninety Sixth ANNUAL GENERAL MEETING of the Company at Gyan Manch, 11, Pretoria Street, Kolkata - 700071 on Thursday, 4th September, 2014 at 10.30 a.m.

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.



# SIMPLEX INFRASTRUCTURES LIMITED

CIN-L45209WB1924PLC004969

Regd. Office : "SIMPLEX HOUSE", 27, Shakespeare Sarani, Kolkata-700017

Ph : +91 33 2301-1600, Fax : +91 33 2283-5964

e-mail : secretarial.legal@simplexinfra.net, Website : www.simplexinfrastructures.com

## BALLOT FORM

Ballot No.:

Env No.:

1. Name and registered Address of the sole/first Named Members (IN BLOCK LETTERS)

2. Name of the Joint holders If any (IN BLOCK LETTERS)

3. Registered Folio No./ DP ID No. & Client ID No.

4. No. of shares held

I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice of Simplex Infrastructures Limited dated May 30, 2014 to be passed through Ballot / Poll for the businesses stated in the said Notice by conveying my / our assent or dissent to the said Resolution in the relevant box below:

Resolution No.	Resolution Proposed	Type of Resolution (Ordinary/Special)	For	Against
<b>Ordinary Business</b>				
1	Adoption of Audited Accounts for the financial year ended 31st March, 2014, the balance sheet as at that date and the Reports of the Directors and Auditors thereon.	Ordinary		
2	Declaration of dividend for the financial year ended 31st March, 2014.	Ordinary		
3	Appointment of Mr. Amitabh Das Mundhra, Director who retires by rotation and offers himself for re-appointment.	Ordinary		
4	Re-appointment of M/s. Price Waterhouse, Chartered Accountants, as Auditors, for a period of three years from the conclusion of this AGM till the conclusion of the 99th AGM and their remuneration for the financial year 2014-15.	Ordinary		
5	Re-appointment of M/s. H.S. Bhattacharjee & Co., Chartered Accountants, as Auditors, for a period of five years from the conclusion of this AGM till the conclusion of the 101st AGM and their remuneration for the financial year 2014-15.	Ordinary		
<b>Special Business</b>				
6	Appointment of Mr. Nripendra Nath Bhattacharyya as Independent Director for a period of five years with effect from the date of this AGM.	Ordinary		
7	Appointment of Mr. Bhaskar Sengupta as Independent Director for a period of five years with effect from the date of this AGM.	Ordinary		
8	Appointment of Dr. Rajagopalan Natarajan as Independent Director for a period of five years with effect from the date of this AGM.	Ordinary		
9	Appointment of Mr. Sheo Kishan Damani as Independent Director for a period of five years with effect from the date of this AGM.	Ordinary		
10	Appointment of Mr. Asutosh Sen as Independent Director for a period of five years with effect from the date of this AGM.	Ordinary		
11	Re-appointment of Mr. Sukumar Dutta as a Whole-time Director for a period of three years with effect from September 1, 2015.	Special		
12	Re-appointment of Mr. Amiyo Kumar Chatterjee as a Whole-time Director for a period of three years with effect from May 30, 2015.	Special		
13	Approval u/s180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.5000 crores.	Special		
14	Approval u/s180(1)(a) of the Companies Act, 2013 for creating charge/ mortgage on properties of the Company.	Special		
15	Approval to issue non-convertible debentures for an amount not exceeding Rs.350 crores.	Special		
16	Approval to amendment to the Articles of Association for substitution of Article 179 with respect to charging of fees from Members.	Special		

Place :

Date :

Signature of Member/ Beneficial Owner

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 10.00 a.m. (IST) on 29th August, 2014	Up to 6.00 p.m. (IST) on 31st August, 2014

The cut-off date for the purpose of e-voting & Ballot Form-25th July, 2014

NOTES : Please read the instructions overleaf before exercising your vote through Ballot Form.



## The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "Simplex Infrastructures e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Simplex Infrastructures Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [secretarial.legal@simplexinfra.net](mailto:secretarial.legal@simplexinfra.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
  - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The e-voting period commences on 29 th August, 2014 (10:00 am) and ends on 31st August, (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25th July, 2014.
  - VII. Mr. Deepak Kumar Khaitan (Membership No. FCS 5615) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.simplexinfrastructures.com](http://www.simplexinfrastructures.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

