



Simplex Infrastructures Limited

CIN-L45209WB1924PLC004969

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

Tel: 033 23011600, Fax: 033 22835964

email: secretarial.legal@simplexinfra.com, website: www.simplexinfra.com

NOTICE

NOTICE is hereby given that the Ninety-Eighth Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Tuesday, the 20th day of September, 2016 at 11.00 am at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statement of the Company for the Financial year ended on 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon and;
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended on 31st March, 2016 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company;
3. To appoint a Director in place of Mr. S. Dutta (DIN 00062827), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of 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 appointment of Price Waterhouse, Chartered Accountants, (Firm Registration No: 301112E)

as Auditors of the Company pursuant to 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) from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration and also payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them during the course of Audit of the Accounts of the Company for the financial year 2016-17, on the basis of recommendation of Audit Committee."

5. To ratify the appointment of 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 appointment of M/s. H. S. Bhattacharjee & Co., Chartered Accountants (Firm Registration No. 322303E) as Auditors of the Company pursuant to 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) from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration and also payment of service tax as applicable and reimbursement of out of pocket expenses incurred by

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them during the course of Audit of the Accounts of the Company for the financial year 2016-17, on the basis of recommendation of Audit Committee.”

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Bandyopadhyay Bhaumik & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to ₹ 5,00,000/- (Rupees Five Lakhs only) and also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit as approved by the Board of Directors be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. 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 “Act”), the Foreign Exchange Management Act, 1999 as amended and modified from time to time and such other statutes, 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 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 Secured/Unsecured 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 ₹ 200 crores (Rupees Two Hundred 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”);

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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 off 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."

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

Kolkata
Dated: 30th May, 2016

B. L. BAJORIA
Sr. Vice President &
Company Secretary

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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 Wednesday, 14th September, 2016 to Tuesday, 20th September, 2016 (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 Tuesday, 13th September, 2016. 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 Tuesday, 13th September, 2016, 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, Sundays, National Holidays and from the date hereof 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.

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9. In accordance with the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividend for the financial year ended 31st March 2008 to the Investor Education and Protection Fund. The unclaimed dividend for the year ended 31st March 2009 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, 2009 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 companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2015 (date of last Annual General Meeting) on the website of the Company (www.simplexinfrastructures.com), as also on the Ministry of Corporate Affairs website (www.mca.gov.in)
10. Members holding shares in single name and physical form are advised to make Nomination in respect of their shareholdings in the Company in the prescribed Form or 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 for prompt reply to their queries and for redressal of any complaint.
14. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2016 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
17. **Voting by means of Ballot:**
 - (i) The facility for voting through ballot shall be made available at the meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting.
 - (ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors for conducting the audit of records of Cost Audit for the financial year 2015-16. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board therefore, recommends the Resolution set out in Item No. 6 of the accompanying Notice for adoption as a Ordinary Resolution by the Members.

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. 6.

ITEM NO. 7

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 resolutions only once in a year for all the offers or invitation for such debentures during the year.

In order to augment medium to long term resources and for financing the Company's present and future business activities, the Company may offer or invite subscription for secured/unsecured redeemable non-convertible debentures in one or more series/tranches on private placement basis during the year.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for secured/unsecured 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 therefore, recommends the Resolution set out in Item No. 7 of the accompanying Notice for adoption as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company & their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 7.

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

Kolkata
Dated: 30th May, 2016

B. L. BAJORIA
Sr. Vice President &
Company Secretary

Annexure 'A'

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

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. S. Dutta
Age (In years)	77
Date of Appointment	21/06/2001
Qualifications	M. Com, LLB, FCA
Number of Shares held in the Company	500
Expertise in specific functional area	More than 50 years of experience in the field of Accounts, Finance, Taxation, Audit
Relationship with other Directors, Managers & Key Managerial Personnel	Nil
Directorship held in other Company	Simplex Oil Exploration Limited Simplex Shelters Limited
Membership/Chairmanship of committees of other Companies	Nil

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Information and other instructions relating to remote e-voting are as under:

- (i) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facility.
- (ii) The Board of Directors of the Company has appointed Mr. Deepak Kumar Khaitan and/or Ms. Siddhi Dhandharia, Practicing Company Secretaries as Scrutinizer to scrutinize the entire remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- (iii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 13th September, 2016.
- (iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 13th September, 2016 only shall be entitled to avail the facility of remote e-voting. Those who become members of the Company after despatch of the AGM Notice but on or before 13th September, 2016 may write to NSDL at evoting@nsdl.co.in requesting for User ID and Password. On receipt of the User ID and Password the Members may follow the instructions for remote e-voting as provided with this notice.
- (v) Commencement of remote e-voting : From 9.00 a.m. (IST) on 15th September, 2016
End of remote e-voting: Up to 5.00 p.m. (IST) on 19th September, 2016
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- (vi) The Scrutinizer, after scrutinizing the votes cast at the Meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.simplexinfra.com and on the website of NSDL i.e. www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20th September, 2016.
- (viii) The process and manner for 'remote e-voting' are as under:
 - A. In case of members receiving e-mail: In case Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
 - a. 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.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder - Login.
 - d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - e. 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.
 - f. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - g. Select "EVEN" of Simplex Infrastructures Limited.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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

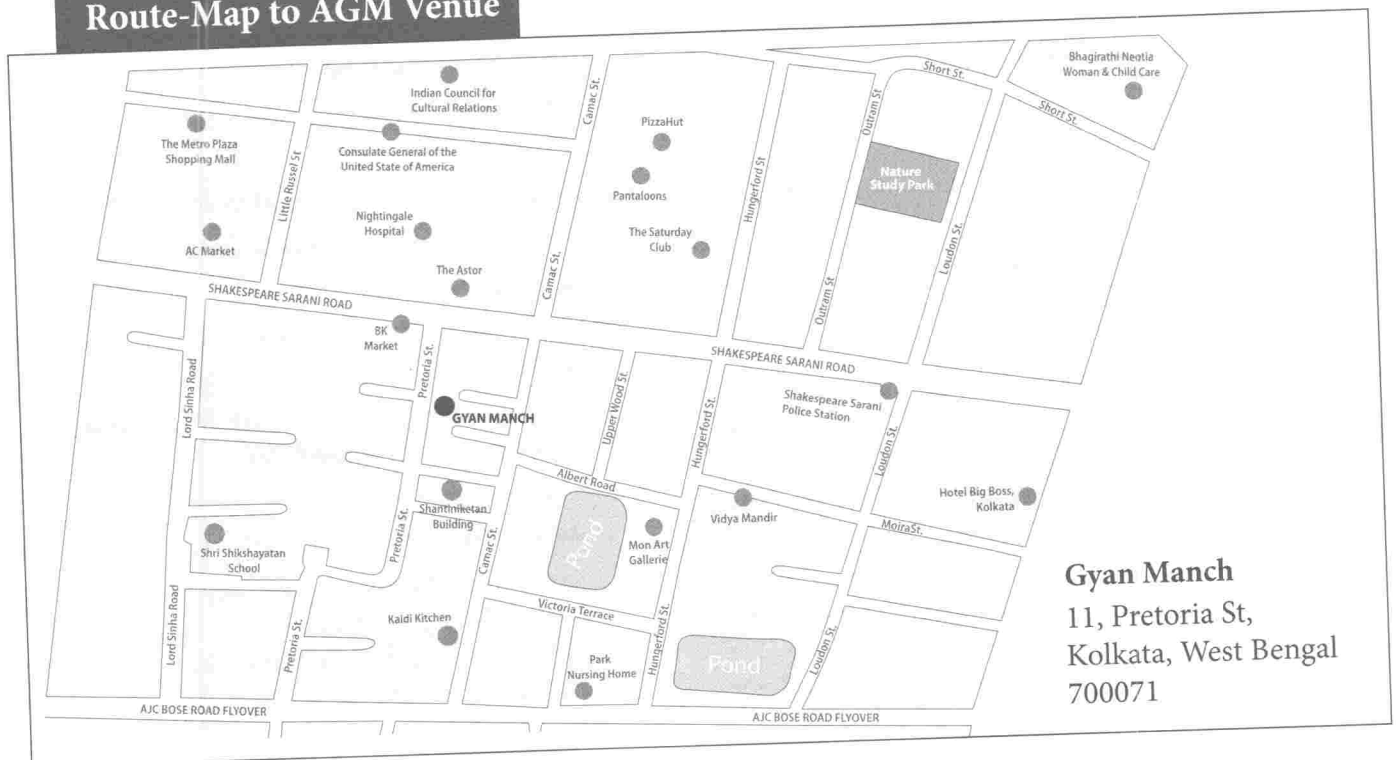
Notice (Contd..)

authorized to vote, to the Scrutinizer through e-mail to secretarial.legal@simplexinfra.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- a. Initial password is provided at the bottom of the Attendance Slip.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- (ix) 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 or call on toll free number 1800-222-990.
- (x) 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.
- (xi) 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).
- (xii) The Chairman shall at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- (xiii) The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xiv) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.simplexinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Route-Map to AGM Venue



Gyan Manch
11, Pretoria St,
Kolkata, West Bengal
700071