



Simplex Projects Limited

CIN: L45201WB1990PLC050101

Registered Office: 12/1, Nellie Sengupta Sarani, Kolkata 700 087

Phone No. 033-2252-7231/7232 & 2285-4125, Fax: 033-2252-8013

Email- investors@simplexprojects.com, website: www.simplexprojects.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of Members of the Company will be held on Friday, 18th December, 2020 at 3.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Balkrishan Das Mundhra (DIN: 00013125) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following resolution as Special Resolution:
"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sudarshan Das Mundhra (DIN:00013158) as Managing Director for a period of 1 year from October 1, 2020 to September 30, 2021 on the terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sudarshan Das Mundhra;
"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT Mrs. Sagrika Ghosh Chakraborty (DIN: 08719309), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th March, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her

candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, **Mrs.Sagarika Ghosh Chakraborty** (DIN: 08719309), who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 12th March, 2020 to 11th March, 2025.”

5. To consider and if thought it, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors, M/s. S. Chhaparia & Associates, appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

Place: Kolkata

Date: 19.08.2020

Registered Office:

12/1, Nellie Sengupta Sarani,
Kolkata-700087

By Order Of the Board

For Simplex Projects Limited

Sohini Shukla

Company Secretary

Memb. No. A48409

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circulars dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 29th AGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting (“AGM”). However, the Body Corporates are entitled to appoint authorised representatives to attend the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and participate thereat and cast their votes through e-voting Accordingly, the facility for appointment of proxy for this Annual General Meeting (“AGM”) has not been provided to the members and the proxy form is not annexed to this notice.
3. Members attending the Annual General Meeting (“AGM”) through VC/OVAM shall only be counted for the purpose of quorum under Section 103 of the Act and the attendance of the members shall be reckoned accordingly. No separate attendance form is being enclosed with the notice.

4. The place of the AGM for the statutory purposes shall be the registered office of the Company.
5. The Members can join the Annual General Meeting ("AGM") in the VC/OAVM mode 15 minutes before and after the scheduled time on 18th December, 2020 of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting ("AGM") through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting ("AGM") without restriction on account of first come first served basis.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019 will also be available on the Company's Website www.simplexprojects.com, websites of the Stock Exchanges i.e. The National Stock Exchange of India Limited at www.nseindia.com and and Bombay Stock Exchange Limited at www.bseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the certificate from the Auditors under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by members during the Annual General Meeting ("AGM").
10. Relevant details of Directors retiring by rotation and seeking appointment / re-appointment at the Annual General Meeting are annexed hereto, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
11. The Ministry of Corporate Affairs has notified certain amendments to the Companies Act, 2013 on May 7, 2018 whereby inter alia, first proviso to Section 139 seeking ratification of the Member at every Annual General Meeting for the appointment of Auditor has been omitted.
12. The Register of Members and Share Transfer Register of the Company will remain closed from 11th December, 2020 to 18th December, 2020 (both days inclusive) in connection with ensuing Annual General Meeting.
13. Members, who have not so far encashed their Dividend warrants for the financial year ended 31st March, 2011 are requested to seek issue of duplicate warrants by writing to the Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Ltd. Members may note that pursuant to the provisions of Section 124 of the Companies Act, 2013, any money which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, should be transferred to the Investor Education and Protection Fund (IEPF).
14. All documents referred to in this notice and explanatory statements will also be available for inspection in electronic form without any fee by the members from date of circulation of this notice upto the date of AGM i.e 18th December, 2020. Members seeking to inspect such documents can send email to info@simplexprojects.com.

15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@simplexprojects.com from 15th December, 2020 (9:00 a.m. IST) to 17th December, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2-3 minutes.
16. Corporate members intending to send their authorized representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
17. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to RTA at cameosys@cameoindia.com and secretarial@simplexprojects.com for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
18. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.simplexprojects.com.
19. There will be one vote for every Client ID No./Registered Folio No. irrespective of the number of joint holders. In case of joint holders attending the meeting, only such joint holder whose name appears first as per Register of Members would be entitled to vote.
20. All the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email at secretarial@simplexprojects.com up to the date of AGM.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
22. Members holding shares in electronic mode are requested to intimate immediately any change in their address, email-id, and bank particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Registrars and Share Transfer Agents, M/s.Cameo Corporate Services Ltd. Subramanian Building ,1 Club house road,Chennai-600002.
23. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s.Cameo Corporate Services Ltd. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN details to Registrars and Share Transfer Agents, M/s.Cameo Corporate Services Ltd.

25. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the business set out in the Notice of this meeting, may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM
- III. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
- IV. The remote e-voting period commences on 15th December, 2020 (09:00 am) and ends on 17th December, 2020 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th December, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?	
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>

4.	Your User ID details are given below :	
	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
	a) For Members who holds shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
	b) For Members who holds shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.
5.	Your password details are given below:	
	a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
	b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.	
	c) How to retrieve your 'initial password'?	
	(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.	
	(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.	
6.	If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:	
	a) Click on “ <i>Forgot User Details/Password?</i> ”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .	
	b) “ <i>Physical User Reset Password?</i> ”(If you are holding shares in physical mode) option available on www.evoting.nsdl.com .	
	c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.	

7.	After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8.	Now, you will have to click on “Login” button.
9.	After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?	
1.	After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2.	After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3.	Select “EVEN” of company for which you wish to cast your vote.
4.	Now you are ready for e-Voting as the Voting page opens.
5.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6.	Upon confirmation, the message “Vote cast successfully” will be displayed.
7.	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8.	Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders	
1.	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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
2.	It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3.	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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10th December, 2020.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10th December, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@simplexprojects.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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 only shall be entitled to avail the facility of remote e-voting as well as venue e-voting at the AGM
- XII. Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS 4848) and Proprietor of M/s. A. K. Labh & Co., Company Secretaries, has been appointed by the Board of Directors of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, 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 Venue e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the 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 AGM, 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.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.simplexprojects.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 BSE Limited and National Stock Exchange of India Limited.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Secretarial@simplexprojects.com.
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Secretarial@simplexprojects.com.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at Secretarial@simplexprojects.com from 15th December 2020 at 9.00 A.M to 17th December 2020 at 5 P.M.
6. Shareholders who would like to express their views/have questions may send their questions in 7 days in advance to the date of AGM mentioning their name demat account number/folio number, email id, mobile number at Secretarial@simplexprojects.com .The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

Explanatory Statement

(Pursuant to section 102 of Companies Act, 2013)

Item No. 3 :

The Board of Directors of the Company, at its meeting held on September 8, 2020 subject to the approval of members, re-appointed Mr. Sudarshan Das Mundhra as Managing Director of the Company from October 1, 2020 to September 30, 2021 as per the terms and conditions recommended by the Nomination and Remuneration Committee and approved by the Board.

Particulars of the terms of appointment and remuneration payable to Mr. Sudarshan Das Mundhra are as under:

A) REMUNERATION

NIL

B) TERM

As Managing Director from October 1, 2020 to September 30, 2021.

The Managing Director shall have the right to manage the day to day business and affairs of the Company subject to superintendence, guidance, control and direction of the Board of Directors of the Company. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 the rules made there under including Schedule-V of the Companies Act, 2013, the item relating to the appointment and terms and conditions thereof including the remuneration payable to Mr. Sudarshan Das Mundhra subject to requisite approvals, is now being placed before the members in this Annual General Meeting for their approval way of Special Resolution.

The following additional information as required under Schedule-V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION :

1. Nature of Industry: The Company is engaged in the Infrastructure, Construction & Engineering business.
2. Date or expected date of commencement of commercial production: 6th December, 1990.
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not applicable.
4. Financial Performance based on given indicators as per audited financial results for the year ended 31st March, 2019:

Particulars	(Rs. in Lakhs)
Sales & Other Income	Rs.25137.30
Profit after Tax as per the Statement of Profit & Loss as computed under Section 197 of the Companies Act, 2013	Rs. 197.40
Net Worth	Rs.12582.72

5. Export Performance and Net Foreign Exchange Collaborations:
Not Applicable .The Company does not have any collaboration that has resulted in any earnings or outgo of foreign exchange.

II. Information about the appointee:

Mr. Sudarshan Das Mundhra

1. Background details -

Mr. Sudarshan Das Mundhra aged 43 years, holds degree of B.Sc. Economics. He joined the Board in the year 2005 as Whole Time Director of the company. He is having an experience of more than 16 years in project procurement and monitoring in construction industry.

2. **Past remuneration during the financial year ended 31st March, 2019**

During the financial year ended 31st March, 2019, a sum of Rs. 19.37 Lacs was paid to Mr. Sudarshan Das Mundhra as a Whole Time Director.

3. **Recognition or awards - NA**

4. **Job Profile and suitability -**

Mr. Sudarshan Das Mundhra has rich and vast experience in the field of project procurement and monitoring. He was appointed as Whole Time Director in the year of 2005. As Whole Time Director Mr. Sudarshan Das Mundhra is managing day to day affairs of the Company under the control and supervision of the Board. He was involved in strategic initiatives and business development process of the Company.

5. **Remuneration proposed -**

NIL, as fully set out in item No. 3 of this notice.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) -**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sudarshan Das Mundhra, the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar level counterparts in other companies.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any -**

Besides the remuneration proposed to be paid to Mr. Sudarshan Das Mundhra, he does not have any other pecuniary relationship with the Company or relationship with any other managerial personnel and Directors.

III. OTHER INFORMATION:

1. **Reason of loss or inadequate profits -**

The financial year under review witnessed increase in cost of materials, resulting in escalation in total cost. Moreover, due to competitive pressure Infrastructure development in India has been going through a very difficult phase over the last few years, affecting the overall performance. Consequently players in the construction space, especially those in business of building large infrastructure for the state and central governments, have had to face severe financial, operational and regulatory challenges, such as very tight liquidity conditions, serious stress on cash flows, as well as sundry issues brought up in the ambit of environment and social displacement.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms -**

The Company has taken steps and initiatives for improving its profits. The Company is focusing on its areas of core competence and improves its operations in terms of faster project execution and lower costs.

IV. DISCLOSURES:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors"

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Sudarshan Das Mundhra, holding 85857 (0.68 %) equity shares of the Company is interested in the resolution.

The Board recommends the Resolution at item No. 3 for approval by the Members.

Item No. 4:

The Board of Directors of the Company ('the Board') at its meeting held on March 12, 2020, on the recommendation of the Nomination & Remuneration Committee, have appointed Mrs. Sagarika Ghosh

Chakraborty, as an Additional Independent Director, who shall hold the office up to the date of the ensuing Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, as amended from time to time and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Sagarika Ghosh Chakraborty, aged 45 years, is a graduate in Arts From Calcutta University. She hold sangeet vishard diploma from Akhil Bhartiya Gandharva Mahavidyalaya Mandal and has a good experience in administration and managerial skills as required in the field of infrastructure sector., Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that she be appointed as an Independent Woman Director of the Company.

Mrs. Sagarika Ghosh Chakraborty shall not be liable to retire by rotation and shall hold office for a term of five years with effect from March 12,2020. Details in respect of Mrs. Sagarika Ghosh Chakraborty is furnished in the Annexure of this Notice.

Mrs. Sagarika Ghosh Chakraborty is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director

Save and except Mrs. Sagarika Ghosh Chakraborty, none of the Directors / Key Managerial Personnel of the Company / their relatives is interested in the above Resolution.

The Board recommends the above Resolution for your approval.

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors of the Company M/s. S. Chhaparia & Associates, Cost Accountants, to conduct audit of cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs. 40,000/-(Rupees Forty Thousand only) plus applicable taxes, which is subject to ratification by the Shareholders of the Company.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in the above Resolution.

The Board recommends the above Resolution for your approval.

Details of the Directors seeking Appointment/Re-appointment at the 29th Annual General Meeting (In Pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

1.

Name of Director	Mr. Balkrishan Das Mundhra
Date of Birth	17/06/1948
Nationality	Indian
Date of Appointment	15/03/2006
Qualification	B.Sc.
Expertise in specific functional area	Founding Promoters of the Company and has over four decades of experience in the infrastructure/ construction industry.
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	1. Raseshwar Engineers & Consultants Pvt Ltd 2. Simplex Concrete Piles (Southern India) Pvt Ltd
Relationship with other Directors and Key Managerial Personnel	Mr. Balkrishandas Mundhra, Chairman & Non-Executive Director of the Company is father of Mr. Sudarshan Das Mundhra.
Shareholding in the Company	425473 nos. of Equity Shares

Membership/Chairmanship of Committees of other Indian public Companies:

Committees	Membership	Chairmanship
Audit Committee	None	None
Stakeholders' Relationship Committee	None	None

2.

Name of Director	Mr. Sudarshan Das Mundhra
Date of Birth	14/12/1976
Nationality	Indian
Date of Appointment	30/09/2005
Qualification	B.Sc. Economics
Expertise in specific functional area	Project Procurement and Monitoring
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	None
Relationship with other Directors and Key Managerial Personnel	Mr. Sudarshan Das Mundhra, is son of Chairman & Non Executive Director Mr. Balkrishan Das Mundhra.
Shareholding in the Company	85857 nos. of Equity Shares

Membership/Chairmanship of Committees of other Indian public Companies:

Committees	Membership	Chairmanship
Audit Committee	None	None
Stakeholders' Relationship Committee	None	None

3.

Name of Director	Mrs. Sagarika Ghosh Chakraborty
Date of Birth	04/10/1975
Nationality	Indian
Date of Appointment	12/03/2020
Qualification	B.A
Expertise in specific functional area	Expertise in Administration and Managerial Skills
Directorship held in other listed Companies	None
Name of other Companies in which Directorship is held	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Shareholding in the Company	Nil

Membership/Chairmanship of Committees of other Indian public Companies:

Committees	Membership	Chairmanship
Audit Committee	None	None
Stakeholders' Relationship Committee	None	None