



## 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 30th Annual General Meeting of Members of the Company will be held on Saturday, 18th September, 2021 at 2 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, 2020 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, 2021 to September 30, 2022 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 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, 2021, be and is hereby ratified."

Place: Kolkata  
Date: 12.08.2021

**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 Covid-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, and January 13, 2021 respectively (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") 2015 issued by the Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM') through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 30th AGM of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue.
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 Annual General Meeting ("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 September, 2021 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 Circulars, Notice of the AGM along with the Annual Report 2020 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 2020 will also be available on the Company's Website [www.simplexprojects.com](http://www.simplexprojects.com), websites of the Stock Exchanges i.e. The National Stock Exchange

of India Limited at [www.nseindia.com](http://www.nseindia.com) and and Bombay Stock Exchange Limited at [www.bseindia.com](http://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 12th September, 2021 to 18th September, 2021 (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 September, 2021. /Members seeking to inspect such documents can send email to [info@simplexprojects.com](mailto: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](mailto:secretarial@simplexprojects.com) from 15th September, 2021 (9:00 a.m. IST) to 17th September, 2021 (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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 [agm@cameoindia.com](mailto:agm@cameoindia.com) and [secretarial@simplexprojects.com](mailto: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 30th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website [www.simplexprojects.com](http://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](mailto: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 30th 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. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.simplexprojects.com](http://www.simplexprojects.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- V. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 15th September, 2021 at 9:00 A.M. and ends on 17th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 11th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11th September, 2021.**

### **How do I vote electronically using NSDL e-Voting system?**


*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders   | Login Method   |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>  | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>  |

|  |   |
|--|---|
|  | <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login Type   | Helpdesk Details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*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.*

4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who holds shares in demat account with NSDL.           | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 11th September, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. 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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 11th September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 (Company email id).
2. 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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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 EGM/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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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](mailto:secretarial@simplexprojects.com) latest by 2 p.m. (IST) on Friday, 17th day of September, 2021.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at at (company email id) latest by 2 p.m. (IST) on Friday, 17th day of September, 2021. 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 Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

## **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 August 12, 2021 subject to the approval of members, re-appointed Mr. Sudarshan Das Mundhra as Managing Director of the Company from October 1, 2021 to September 30, 2022 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, 2021 to September 30, 2022.

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, 2020:

| <b>Particulars</b>  | <b>(Rs. in Lakhs)</b> |
|---|-----------------------|
| Sales & Other Income  | Rs. 17913.52          |
| Profit after Tax as per the Statement of Profit & Loss as computed under Section 197 of the Companies Act, 2013 | Rs. 88.42             |
| Net Worth   | Rs. 13617.67          |

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, 2020**

During the financial year ended 31st March, 2020, 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".

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Sudarshan Das Mundhra with his relatives is 6.06%

Except Mr. Sudarshan Das Mundhra and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution as set out at Item No. 3 except to the extent of their shareholding.

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

**Item No. 4:**

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, 2021 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 as Ordinary Resolution.

**Details of the Directors seeking Appointment/Re-appointment at the 30th Annual General Meeting (In Pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Clause 1.2.5 of Secretarial Standards-2 on General Meetings:**

1.

|   |   |
|---|---|
| Name of Director  | Mr. Balkrishan Das Mundhra  |
| DIN   | 00013125  |
| 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. |
| Terms and conditions of appointment or re-appointment/Job Profile | NA  |
| Details of remuneration sought to be paid                         | NA  |
| Last Remuneration Drawn   | NA  |
| Directorship held in other listed Companies                       | None  |
| Name of other Companies in which Directorship is held             | 1. Raseshwar Engineers & Consultants Pvt Ltd<br>2. Simplex Concrete Piles (Southern India) Pvt Ltd                      |
| Relationship with other Directors and Key Managerial Personnel    | Mr. Balkrishandas Mundhra, Chairman & No-Executive Director of the Company is father of Mr. Sudarshan Das Mundhra.      |
| Shareholding in the Company                                       | 425473 nos. of Equity Shares  |
| Number of Board meetings Attended during the year                 | 19  |

**Membership/Chairmanship of Committees of other Indian public Companies:**

| <b>Committees</b>                    | <b>Membership</b> | <b>Chairmanship</b> |
|--------------------------------------|-------------------|---------------------|
| Audit Committee                      | <b>None</b>       | <b>None</b>         |
| Stakeholders' Relationship Committee | <b>None</b>       | <b>None</b>         |

**2.**

|   |  |
|---|--|
| Name of Director  | Mr. Sudarshan Das Mundhra  |
| DIN   | 00013158   |
| 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   |
| Terms and conditions of appointment or re-appointment/Job Profile | As provided in explanatory statement   |
| Details of remuneration sought to be paid                         | NA   |
| Last Remuneration Drawn   | NA   |
| 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  |
| Number of Board meetings Attended during the year                 | 19   |

**Membership/Chairmanship of Committees of other Indian public Companies:**

| <b>Committees</b>                    | <b>Membership</b> | <b>Chairmanship</b> |
|--------------------------------------|-------------------|---------------------|
| Audit Committee                      | <b>None</b>       | <b>None</b>         |
| Stakeholders' Relationship Committee | <b>None</b>       | <b>None</b>         |