

Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

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NOTICE

NOTICE is hereby given that the One Hundred and Third Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Thursday, the 30th day of September, 2021 at 3.00 PM. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Rajiv Mundhra (DIN 00014237), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass 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 (the Act), 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 of Rs.4,00,000- (Rupees Four Lakhs only) plus out of pocket expenses and applicable taxes, payable to M/s. Mukesh Kumar & Associates, Cost Accountants (Firm Registration No.00140), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Pratap Kumar Chakravarty (DIN: 0009021538), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 13th February, 2021 in terms of section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 108th Annual General Meeting in 2026, whichever is earlier;

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."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Indira Biswas (DIN: 03401620), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 16th April, 2021 in terms of section 161(1) of the Act and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and is eligible for appointment 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 108th Annual General Meeting in 2026, whichever is earlier;

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;

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, Mr. Dipak Narayan Basu (DIN: 00981990), Whole-time Director of the Company, be and is hereby re-appointed as a Whole-time Director for a period of 1 (one) year effective from 21st November, 2021, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement pursuant to section 102 (1) of the Act annexed to the Notice convening this Meeting subject to the limits prescribed under section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board, on the basis of recommendation of Nomination and Remuneration Committee of Directors, be and is hereby authorized to revise, alter, amend, modify and vary the terms and

conditions of the said re-appointment from time to time in accordance with the statutory limits/ approvals as may be applicable for the time being in force to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Dipak Narayan Basu in such manner as may be agreed to between the Board and Mr. Dipak Narayan Basu and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sukumar Dutta (DIN: 00062827), Whole-time Director of the Company be and is hereby re-appointed as a Whole-time Director, for a period of 1 (one) year commencing from 1st September, 2021, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement pursuant to section 102 (1) of the Act annexed to the Notice convening this Meeting subject to the limits prescribed under section 197 and Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof for the time being in force, be and is hereby approved;

RESOLVED FURTHER THAT the Board, on the basis of recommendation of Nomination and Remuneration Committee of Directors, be and is hereby authorized to revise, alter, amend, modify and vary the terms and conditions of the said re-appointment from time to time in accordance with the statutory limits/ approvals as may be applicable for the time being in force to determine the amount of salary, allowances, incentives, variables, perquisites and other benefits payable to Mr. Sukumar Dutta in such manner as may be agreed to between the Board and Mr. Sukumar Dutta and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of the Board For **SIMPLEX INFRASTRUCTURES LIMITED B. L. BAJORIA** Sr. V.P. & COMPANY SECRETARY Membership No. : FCS 3020

Place: Kolkata Dated: 14th August, 2021

NOTES:

- 1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 103rd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial.legal@simplexinfra.com.
- 2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/ AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- 3. 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/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 EGM/AGM without restriction on account of first come first served basis.
- 5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. The register of Member and Transfer Books is the Company will remain closed from Friday 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
- 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM will be uploaded on the website of the Company. 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* and *www. nseindia.com* respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. *www.evoting.nsdl.com*.
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 EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 26th September, 2021, at 9:00 A.M. and ends on 29th 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. Thursday, 23rd 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 23rd 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <i>https://eservices.nsdl.com</i> either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at <i>https://eservices.nsdl. com</i> . Select "Register Online for IDeAS Portal" or click at <i>https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp</i>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <i>https://www.</i> <i>evoting.nsdl.com</i> 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 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.
	4. Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.

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

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with CDSL	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 <i>https://web.cdslindia.com/myeasi/home/login</i> or <i>www.cdslindia.</i> <i>com</i> and click on New System Myeasi.	
	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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.	
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia. com/myeasi/Registration/EasiRegistration	
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <i>www.cdslindia.com</i> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.	
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 Deposite Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to se-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site af successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voti service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vo 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 <i>evoting@nsdl.co.in</i> 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 <i>helpdesk.evoting@cdslindia.com</i> 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold 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 hold shares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary 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. 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*.
- b) **"Physical User Reset Password?"** (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 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*, *secretarial.legal@simplexinfra.com* with a copy marked to 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. 23rd September, 2021, may obtain the login ID and password by sending a request at 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* 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. 23rd 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* 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* or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at *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 *secretarial.legal@simplexinfra.com*.
- 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 *secretarial.legal@simplexinfra.com*. 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 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
- 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the EGM/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 during the meeting may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at *secretarial.legal@simplexinfra.com* latest by 5.00 p.m. (IST) on Saturday, 25th day of September, 2021.
- 6. Shareholders who have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at *secretarial.legal@simplexinfra.com* latest by 5.00 p.m. (IST) on Saturday, 25th 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* or call 1800 1020 990 / 1800 22 44 30.

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

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mukesh Kumar & Associates, Cost Accountants (Firm Registration No: 00140) as Cost Auditors to conduct the audit of records of Cost Audit for the financial year 2021-2022. In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2013, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22.

The Board therefore, recommends the Resolution set out in Item No. 3 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relative are, in anyway, concerned or interested, financial or otherwise in the said resolution, set out at Item No. 3

Item No.4

The Board of Directors at its meeting held on 13th February, 2021 appointed Mr. Pratap Kumar Chakravarty (DIN 0009021538) as an Additional Director of the Company with effect from 13th February, 2021. He holds office upto the date of the forthcoming Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member of the Company expressing his intention to propose the candidature of Mr. Chakravarty as an Independent Director of the company. Mr. Chakravarty has given his consent to act as an Independent Director if so appointed at the ensuing Annual General Meeting.

Mr. Pratap Kumar Chakravarty (DIN 0009021538), is a commerce graduate with honours from St. Xaviers College, Kolkata and is a qualified Company Secretary and Cost Accountant and Associate Member of International Institute of Management Science(IIMS). He worked in a few reputed Companies as a CFO and a Company Secretary. He has a vast Knowledge in Finance, Accounts, Costing, Audit, Banking, Taxation, Internal Audit and Company Secretarial, Corporate administration and legal functions. Presently he is a Practicing Company Secretary, Corporate Counsel & Management Consultant based at Kolkata. He is a member of Taxation Committee of the Bengal Chamber of Commerce and Industry, Kolkata.

The Company has received declarations from Mr. Chakravarty that he meets the criteria of Independence prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Mr. Chakravarty has confirmed that he has registered himself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Chakravarty fulfills the conditions specified in the Companies Act and Rules thereof. The Proposed director Mr. Chakravarty is independent of the Management.

The additional details of Mr. Chakravarty as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice. He does not hold any shares in the Company. The letter of appointment of Mr. Chakravarty containing terms of his appointment, is available for inspection by Members on the website of the Company at *www.simplexinfra.com*.

The Board therefore, recommends the Resolution set out in Item No. 4 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives other than Mr. Chakravarty are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4

Item No. 5

The Board of Directors at its meeting held on 16th April, 2021 appointed Mrs. Indira Biswas (DIN:03401620) as an Additional Director of the Company with effect from 16th April, 2021. She holds office upto the date of the forthcoming Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a member of the Company expressing her intention to propose the candidature of Mrs. Indira Biswas as an Independent Director of the company. Mrs. Indira Biswas has given her consent to act as an Independent Director if so appointed at the ensuing Annual General Meeting.

Mrs. Indira Biswas (DIN:03401620) Bachelor of Science (Honours) from Presidency College, Kolkata is a qualified Company Secretary with over 28 years post qualification experience in corporate, secretarial and legal functions and provide consulting services.

The Company has received declarations from Mrs. Biswas that she meets the criteria of Independence prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Mrs. Biswas has confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mrs. Biswas fulfills the conditions specified in the Companies Act and Rules thereof. The proposed director Mrs. Indira Biswas is independent of the Management.

The additional details of Mrs. Biswas as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice. He does not hold any shares in the Company. The letter of appointment of Mrs. Indira Biswas containing terms of his appointment, is available for inspection by Members on the website of the Company at *www.simplexinfra.com*.

The Board therefore, recommends the Resolution set out in Item No. 5 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives other than Mrs. Biswas are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5.

Item No.6

The tenure of Mr. Dipak Narayan Basu, Whole-time Director is due to expire on 20th November, 2021. The Board, based on the recommendation of the Nomination and Remuneration Committee of the Company, feels that his continued association would be of immense benefit to the Company considering his rich experience, expertise and contribution to the Company. Mr. Dipak Narayan Basu has given his consent to continue to act as the director of the Company, pursuant to Section 152 of the Act.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company accorded their approval for re-appointment of Mr. Dipak Narayan Basu as a Whole-time Director for a further period of one year commencing from 21st November, 2021, subject to approval of the Members.

The Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member of the Company expressing its intention to propose the candidature of Mr. Basu as a Director of the Company.

Mr. Basu, Whole-time Director, 78 years, Bachelor in Civil Engineering, is an experienced technocrat working with over five decades of engineering experience in handling wide spectrum of infrastructure and industrial projects – civil, structural, architectural construction and EPC with design. He is actively involved in the overall management of procuring processes, business development, cost control, administration of large industrial projects of the Company. He started his career with the Company in the year 1965 and has held various positions of responsibility. Thereafter, he was elevated to the position of Senior Technical Director of the Company in 2011. In the year 2016, he was appointed as a Whole-Time Director in the Company, to enrich the Board with his immense knowledge and expertise in the entire gamut of construction related activities. He is also a Fellow Life Member of the Institute of Engineers and Institute of Geotechnical Society in India.

Keeping in view that Mr. Basu has rich and varied experience in the industry and his involvement in the operations of the Company, his re-appointment as a Whole-time Director of the Company will enrich the Board and would be in the best interest of the Company. The Board is of the opinion that considering the long association and experience of Mr. Dipak Narayan Basu, may be re-appointed as a Whole-time Director of the Company.

The broad particulars of the terms and conditions and remuneration payable to Mr. Dipak Narayan Basu as Whole-time Director of the Company are given hereunder:

(i) Tenure:

1 (One) year with effect from 21st November, 2021.

(ii) Salary:

The salary, allowances and incentive and other variables etc will be determined by the Board of Directors, on recommendation of the Nomination and Remuneration Committee from time to time, within the range of Rs. 1,00,000- to Rs.10,00,000/- per month.

(iii) Perquisites & Allowances:

1. Fully furnished residential accommodation. In case free furnished housing accommodation is not

provided by the Company, the Board of Directors are authorized to grant a house rent allowance

within the range of Rs. 35,000/- to Rs. 2,00,000/- per month.

2. Reimbursement of medical / hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the rules of the Company and or medical insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.

3. Leave travel concession as per rules of the Company.

4. Club fees subject to a maximum of two clubs (admission and life membership fee will not be

paid by the Company).

5. Premium for Personal accident Insurance policy.

6. The Company's contribution to Provident Fund as per the rules of Company applicable to Senior Executives.

7. Gratuity payable will not exceed half a month's salary for each completed year of service, subject to the provisions of The Payment of Gratuity Act, 1972.

8. Leave and encashment of leave as per rules of the Company.

9. Use of telephone(s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.

10. Use of a motor car with driver for official purpose.

11. Membership of Group Term Assurance Benefit as per rules of the Company.

12. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

(iv) Minimum remuneration: Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. D.N. Basu, as a Whole-time Director of the Company, the remuneration payable to him by way of salary, allowances, incentives and perquisites shall not exceed the limits prescribed

under Schedule V and other applicable provisions of the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof.

- (v) The appointment may be terminated by three months notice from either side.
- (vi) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

Schedule V PART II Section II provides for remuneration payable by companies having no profit or inadequate profit, where it states that the Company may pay the minimum remuneration based on the effective capital of the Company. Further, Sec 197 of the Companies Act, 2013 and Schedule V provides for overall maximum managerial remuneration in case of absence or inadequacy of profit. One of the terms and conditions, inter alia, as provided in Section II at Part II of Schedule V for payment of managerial remuneration by a Company having no profit or inadequate profit in any financial year during the currency of tenure of a managerial person is that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval in the general meeting. The application for the same has been made to the Lead Banker. Till the approval is not received from Banks/ Financial Institutions, Debenture holders etc. the remuneration received by the above Whole-Time Director will be held in Trust.

Mr. Basu has attained the age of seventy years; therefore, his appointment is proposed to be made by a Special Resolution in terms of the provisions of Section 196 of the Companies Act, 2013

In view of the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 6 of the accompanying notice for approval of Members.

The above may be treated as an abstract of the terms of re-appointment of Mr. Dipak Narayan Basu and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Dipak Narayan Basu, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, in the resolution in respect of his appointment and remuneration payable to him as set out at Item No. 6.

Item No. 7

The tenure of Mr. Sukumar Dutta, Whole-time Director is due to expire on 31st August, 2021. The Board feels that his continued association would be of immense benefit to the Company considering his rich experience and contribution to the Company. Mr. Sukumar Dutta has given his consent to continue to act as the director of the Company, pursuant to Section 152 of the Act. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company accorded their approval for re-appointment of Mr. Dutta as a Whole-time Director for a further period of one year commencing from 1st September, 2021, subject to approval of the Members.

Mr. Dutta, Whole-time Director, aged 82 years, M.Com., L.L.B., F.C.A. is finance professional with over five decades of experience in corporate finance and accounts, taxation, management consultancy, mergers & acquisitions, financial management and business administration of large corporates. He joined the Company in the year 2001 and has a distinguished career with the Company. Mr. Dutta with his wealth of experience is actively involved in the overall corporate accounts, administration, auditing and finance of the Company. The Board is of the opinion that considering the long association and experience of Mr. Dutta, he may be re-appointed as a Whole-time Director of the Company.

The broad particulars of the terms of re-appointment and remuneration payable to Mr. Dutta as under -

(i) Tenure:

1 (one year) with effect from 1st September, 2021

(ii) Salary:

The salary, allowances and incentives, variables and other benefits etc will be determined by the Board of Directors on recommendation of the Nomination and Remuneration Committee from time to time within the range of Rs.2,50,000/- to Rs. 15,00,000/- per month.

- (iii) Perquisites & Allowances:
- 1. Fully furnished residential accommodation. In case free furnished housing accommodation is not provided by the Company, the Board of Directors are authorised to grant a house rent allowance within the range of Rs. 50,000/- to Rs. 2,50,000/- per month
- 2. Reimbursement of medical/hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the Rules of the Company and/or medical Insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
- 3. Leave travel concession as per Rules of the Company.
- 4. Club fees subject to a maximum of two clubs (admission and life membership fee will not be paid by the Company).
- 5. Premium for Personal Accident Insurance policy
- 6 The Company's contribution to Provident Fund as per the Rules of Company applicable to Senior Executives
- 7. Gratuity payable will not exceed half a month's salary for each completed year of service.
- 8. Leave and encashment of leave as per Rules of the Company.
- 9. Use of telephone (s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.
- 10. Use of a motor car with driver.
- 11. Membership of Group Term Assurance Benefit as per Rules of the Company.
- 12. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.
- (iv) Minimum remuneration:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Dutta, as Whole-time Director of the Company the remuneration payable to him by way of salary, allowances, incentives, variable and other benefits and perquisites shall not, without the approval of Central Government exceed the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, or any amendment, modification variation or re-enactment thereof.

- (v) The appointment may be terminated by three months notice from either side.
- (vi) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.

Schedule V PART II Section II provides for remuneration payable by companies having no profit or inadequate profit, where it states that the Company may pay the minimum remuneration based on the effective capital of the Company. Further, Sec 197 of the Companies Act, 2013 and Schedule V provides for overall maximum managerial remuneration in case of absence or inadequacy of profit. One of the terms and conditions, inter alia, as provided in Section II at Part II of Schedule V for payment of managerial remuneration by a Company having no profit or inadequate profit in any financial year during the currency of tenure of a managerial person is that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company before obtaining the approval in the general meeting. The application for the same has been made to the Lead Banker. Till the approval is not received from Banks/ Financial Institutions, Debenture holders etc. the remuneration received by the above Whole-Time Director will be held in Trust.

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

In view of the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 7 of the accompanying notice for approval of Members.

The above may be treated as an abstract of the terms of re-appointment of Mr. Sukumar Dutta and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Sukumar Dutta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested, in the resolution in respect of his appointment and remuneration payable to him as set out at Item No. 7.

By Order of the Board For **SIMPLEX INFRASTRUCTURES LIMITED B. L. BAJORIA** Sr. V.P. & COMPANY SECRETARY Membership No. : FCS 3020

Place: Kolkata Dated: 14th August, 2021

Annexure-A

Details of Directors seeking re-appointment at the One Hundred and Third 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. Rajiv Mundhra	Mr. Pratap Kumar Chakravarty	Mrs. Indira Biswas	Mr. Dipak Narayan Basu	Mr. Sukumar Dutta
Age (In years)	45	67	57	78	82
Date of	28.07.2003	13.02.2021	16.04.2021	20.09.2016	21.06.2001
Appointment					
Qualifications	B.Com (Hons.)	B.Com (Hons),	B.SC. (Honours),	Bachelor in Civil Engineering	M. Com, LLB,
		ACS, ACMA,	ACS	from Jadavpur University	FCA
		AIIMS		and Fellow Life Member of	
				the Institute of Engineers	
				and Institute of Geotechnical	
				Society in India	
Number of	1868790	NIL	NIL	NIL	500
Shares held in					
the Company					
Expertise	Several years of	Several years	Over 28 years	Over 50 years of technical	More than
in specific	experience in	of experience	of experience	experience in handling Power	50 years of
functional	finance, project	in the field	in corporate,	Projects, EPC and Civil &	experience
area	planning,	of Accounts,	secretarial and	Engineering Projects	in the field
	monitoring and	Finance, Costing,	legal functions		of Accounts,
	control, business	Audit, Banking,	and providing		Finance, Taxation
	administration	Taxation,	consulting		and Audit
	and	Corporate	services		
	management in India and	Administration,			
		legal			
Relationship	overseas NIL	NIL	NIL	NIL	NIL
with other		INIL			
Directors,					
Managers					
& Key					
Managerial					
Personnel					
Directorship	NIL	NIL	NIL	NIL	NIL
and					
Membership					
of					
Committees					
of other listed					
entities					

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Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

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