



SIMPLEX INFRASTRUCTURES LIMITED

CIN - L45209WB1924PLC004969

Regd. Office: "SIMPLEX HOUSE", 27, Shakespeare Sarani, Kolkata-700017 Tel:033-23011600, Fax: 033-22835964

e-mail: secretarial.legal@simplexinfra.com, website: www.simplexinfra.com

NOTICE

NOTICE is hereby given that the One Hundred and Seventh (107th) Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Thursday, 25th day of September, 2025 at 3.00 P.M. through Video Conferencing / Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Simplex House, 27, Shakespeare Sarani, Kolkata-700017.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including the audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shamik Dasgupta (DIN-01127296), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS:

3. Ratification of remuneration to Cost Auditors for financial year ending 31st March, 2026.

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 payable to M/s. Mukesh Kumar & Associates, Cost Accountants (Firm Registration No. 00140), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, 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. Appointment of M/s. Labh & Labh Associates, Company Secretaries (FRN: P2025WB105500) as Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Labh & Labh Associates, Company Secretaries (Firm Registration No: P2025WB105500), be and are hereby appointed as the Secretarial Auditor of the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. Appointment of Mr. Samiran Kumar Bhattacharyya (DIN: 00112844) as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Samiran Kumar Bhattacharyya (DIN: 00112844), who was appointed as an Additional Director by the Board of Directors of the Company with effect from August 13, 2025 and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

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) be and is hereby authorised on behalf of the Company to do all acts, deeds, matters and things, necessary and expedient to give effect to this resolution.”

6. Appointment of Mr. Samiran Kumar Bhattacharyya (DIN: 00112844) as a Whole-time Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT pursuant to 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) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), Mr. Samiran Kumar Bhattacharyya (DIN:00112844), be and is hereby appointed as a Whole-time Director of the Company for a term of three years, effective from August 13, 2025, liable to retire by rotation, at such 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 term of Mr. Samiran Kumar Bhattacharyya as Whole-time Director of the Company shall be on a continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.

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 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. Bhattacharyya in such manner as may be agreed to between the Board and him 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 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
Date: 13th August 2025
Registered Office:
Simplex House,
27, Shakespeare Sarani,
Kolkata-700017

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 107th 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. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 107th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of: (a) voting through remote e-voting; (b) participation in the AGM through VC/ OAVM facility; (c) e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the note no: 19 below.
3. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at secretarial.legal@simplexinfra.com and to evoting@nsdl.com.
5. In accordance with the circulars issued by MCA and SEBI, the Notice of the 107th AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
6. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA by email to mcssta2012@gmail.com or to the Company at secretarial.legal@simplexinfra.com
7. Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA to mcssta2012@gmail.com or to the Company at secretarial.legal@simplexinfra.com
8. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request that. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at secretarial.legal@simplexinfra.com, requesting for the same by providing their holding details.
9. The Notice of the 107th AGM along with Annual Report for the financial year 2024-25, is available on the website of the Company at www.simplexinfra.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
10. Documents referred to in the accompanying Notice of the 107th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) from Thursday, 18th September, 2025 to Thursday, 25th September, 2025.

11. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. The Register of Members and Transfer books of the Company will remain closed from 19th September, 2025 to 25th September, 2025 (both days inclusive)
14. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM are provided at Annexure-1 of this Notice of Annual General Meeting. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
15. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also 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 holdings to demat mode.
16. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority.
17. The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on 31st March, 2025 are available on the website of the Company at www.simplexinfra.com and on MCA's website.
18. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Investor Service Department of the Company / Company's RTA for encashing their unclaimed dividends, if any. Members whose dividends and/or shares are already transferred to the IEPF Authority can claim their dividends and/or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at <https://www.iepf.gov.in/IEPF/refund.html>.
19. The Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 ("Circular") has facilitated mechanism for a "Special Window for Re-lodgement of Transfer Requests of Physical Shares" and accordingly all physical share transfer deeds lodged for transfer with the Company or its Registrar and Transfer Agent (RTA) prior to discontinuation of physical mode of transfer, i.e., April 01, 2019 and rejected/returned by the Company/RTA due to deficiency in the documents and was required to be re-lodged with requisite documents on or before the cut-off date fixed for re-lodgement of such transfer deeds, i.e., March 31, 2021; have been provided with an opportunity to re-lodge the same with the Company/RTA during a special window period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. However, due process shall be followed for such transfer-cum-demat requests. For further details you may contact the Company Secretary of the Company or the Registrar and Transfer Agent of the Company. A copy of the Circular is also available on the website of the Company at www.simplexinfra.com.

20. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines. [Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]
21. The instructions for members for remote e-voting and joining general meeting are as under :-
The remote e-voting period begins on **Sunday, 21st September, 2025 at 09:00 A.M.** and ends on **Wednesday, 24th September, 2025 at 05:00 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, 18th September, 2025, 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 18th September, 2025.

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 9th December, 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method		
	<ol style="list-style-type: none"> 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. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on :</p> <div data-bbox="790 813 1185 1001"> <table> <tr> <td data-bbox="790 813 986 1001">  App Store  </td><td data-bbox="986 813 1185 1001">  Google Play  </td></tr> </table> </div>	 App Store 	 Google Play 
 App Store 	 Google Play 		
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 		
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>		

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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?

- 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.
- 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, 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.

- 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***** then your user ID is 12*****.
c) or 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.com 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 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

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 sent through e-mail and holding shares as of the cut-off date i.e. Thursday, 18th September 2025 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. Thursday, 18th September, 2025 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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.com 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 AGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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/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 05:00p.m. (IST) on Thursday, 18th September, 2025. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. 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.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000.

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 2025-2026. 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, 2014, 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 2025-26.

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 relatives are, in anyway, concerned or interested, financial or otherwise in the said resolution, set out at Item No. 3.

Item No:4

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors: (a) is required to be approved by the Shareholders of the Company at the Annual General Meeting; (b) In case of a Secretarial Audit Firm – cannot be for more than two consecutive terms of 5 (five) years each. Accordingly, in terms of provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board, at its meeting held on 13th August 2025 had appointed M/s. Labh & Labh Associates, Company Secretaries (FRN: P2025WB105500) as Secretarial Auditors of the Company to conduct the secretarial audit of the Company.

All the partners of the firm are Peer Reviewed by the Institute of Company Secretaries of India. The Board at its meeting held on 13th August 2025, based on the recommendation of the Audit Committee, has considered, approved and recommended to the Members of the Company, the appointment of M/s. Labh & Labh Associates, Company Secretaries as Secretarial Auditors of the Company. The proposed appointment is for a term of 5 (five) consecutive years from financial year 2025-26 to financial year 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

The firm has consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditors of the Company and has not incurred any of the disqualifications as specified vide the said SEBI Circular. Brief profile of M/s. Labh & Labh Associates, along with other particulars as required pursuant to the Listing Regulations, is provided below.

Brief Profile	<p>M/s. Labh & Labh Associates is a firm of Practicing Company Secretaries which provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits.</p> <p>The firm is led by CS Atul Kumar Labh, Practicing Company Secretary and a Senior Partner of the firm. Mr. Labh is a member of the Institute of Company Secretaries of India since 1996 and is having more than 29 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.</p>
Basis of recommendation by the Board	<p>M/s. Labh & Labh Associates is considered as expert in corporate and securities law advisory and handles regular and complex advisory assignments on corporate and securities law.</p> <p>The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India.</p>
Brief Terms of Appointment	<p>The Appointment is proposed for consecutive term of 5 (five) years, i.e. for the financial years 2025-2026 to 2029-2030 to carry out the Secretarial Audit of the Company in terms of the provisions of the Companies Act, 2013 read with rules and regulations of SEBI as applicable in this regard.</p>
Proposed Fees	<p>The proposed fee for FY 2025-26 is ₹2,00,000/- per annum (Previous year: ₹1,50,000/- per annum) plus reimbursement of out-of-pocket expenses and applicable taxes. This fee is commensurate with the industry in which the Company operates, its size and volume of operations. The Board of Directors shall be authorised to fix its annual fee.</p> <p>There is no significant material change in the proposed audit fee in comparison to the same as was paid to the earlier Secretarial Auditor</p>

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members

Item No. 5 and 6

The Board of Directors of the Company at its meeting held on 13th August 2025 inducted Mr. Samiran Kumar Bhattacharyya as an Additional director subject to the approvals of the Members in the ensuing Annual General Meeting.

Mr. Samiran Kumar Bhattacharyya is a seasoned Chartered Accountant with nearing four decades of rich experience in Construction Industry. He is an accomplished financial leader who joined the organization in 1987 as a Junior Officer and served the Company in diversified roles entrusted with him throughout his illustrious career. Currently, Mr. Bhattacharyya is an Executive Director (ED) with proven track record in corporate accounts, financial planning, strategic decision-making, project monitoring, various audits and risk management during his distinguished career spanning almost four decades. His exceptional leadership, precious contributions and expertise make him an invaluable asset to the organization

The Board had received the recommendation from the Nomination and Remuneration Committee the candidature of Mr. Samiran Kumar Bhattacharyya as a Director (DIN:00112844) of the Company, liable to retire by rotation. The Board of Directors hereby recommend to the Members of the Company, to appoint Mr. Bhattacharya as a Director of the Company, liable to retire by rotation with effect from 13th August, 2025, an Ordinary Resolution to this effect is mentioned at Item no. 5 of this Notice, for approval.

The Board of Directors appointed and designated Mr. Samiran Kumar Bhattacharyya as a Whole-time Director of the Company with effect from the 13th August 2025, subject to the approvals of the Members in the ensuing Annual General Meeting of the Company as set out at Item No. 6 of this Notice.

The Nomination and Remuneration Committee ("NRC") has approved Mr. Bhattacharyya appointment and remuneration as the Whole-time Director of the Company for a period of three years commencing from 13th August, 2025, subject to the approval of the shareholders.

Mr. Samiran Kumar Bhattacharyya fulfils all the conditions given under Section 196 and Schedule V of the Act to be eligible for his appointment. He is neither disqualified under Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

The broad particulars of the terms of appointment and remuneration payable to Mr. Samiran Kumar Bhattacharyya as under –

(i) Tenure:

Three years with effect from 13th August, 2025

(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 ₹3,50,000/- to ₹10,00,000/- per month.

(iii) Perquisites & Allowances:

1. Reimbursement of medical/hospitalization expenses to the whole-time Directors and dependent members of his family in accordance with the Rules of the Company and/or medical Insurance under Section 80D of the Income Tax Act, 1961 as amended from time to time.
2. Gratuity payable will not exceed half a month's salary for each completed year of service.
3. Use of telephone (s) at his residence, the rent, call charges and other outgoings including mobile phone thereof to be paid by the Company.
4. Use of a motor car with driver.
5. Any other perquisites as may be allowed to Senior Executives of the Company from time to time.

- (iv) The appointment may be terminated by three months' notice from either side.
- (v) The Whole-time Director shall exercise such powers and perform such duties as he may be entrusted with from time to time, by the Board of Directors.
- (vi) Mr. Samiran Kumar Bhattacharyya would be liable to retire by rotation.

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 Director is bound to refund the remuneration if the application is not approved by the lenders.

In terms of Section 161(1) of the Act, Mr. Samiran Kumar Bhattacharyya has been appointed as an Additional Director, holding office up to the Annual General Meeting ("AGM"). Also, appointment of a director is required to be approved by the shareholders within a time period of three months from the appointment or at the next general meeting, whichever is earlier, pursuant to Regulation 17(1C) of Listing Regulations.

The resolution at item no. 6 of this notice is proposed as Special Resolution, since the remuneration as approved by the Board, within the maximum limit as approved by the shareholders, shall be paid as minimum remuneration, in the event of the inadequacy of profits during the term of his appointment, which may exceed the amount calculated under Schedule V of the Act.

Brief profile of Mr. Samiran Kumar Bhattacharyya and other particulars, as required pursuant to Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided under the Annexure-I forming part of this Notice. Statement pursuant to Section II of Part II of the provisions of Schedule V of the Companies Act, 2013 is furnished under Annexure - II

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 appointment of Mr. Samiran Kumar Bhattacharyya and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

Except Mr. Samiran Kumar Bhattacharyya, 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. 5 and 6 of this Notice.

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. BAJORIA
SR. V.P. & COMPANY SECRETARY
Membership No. : FCS 3020

Place: Kolkata
Date: 13th August, 2025
Registered Office:
Simplex House,
27, Shakespeare Sarani,
Kolkata-700017

Annexure-I

Details of Directors seeking appointment at the One Hundred and Seventh 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. Shamik Dasgupta	Mr. Samiran Kumar Bhattacharyya
DIN	01127296	00112844
Age (In years)	60 (DOB : 7 th August, 1965)	68 (DOB : 1 st November, 1957)
Brief Resume	Mr. Shamik Dasgupta has around three decades of experience in corporate governance, compliance management, financial management and consultancy.	Mr. Samiran Kumar Bhattacharyya is a seasoned Chartered Accountant with nearing four decades of rich experience in Construction Industry. He is an accomplished financial leader who joined the organization in 1987 as a Junior Officer and served the Company in diversified roles entrusted with him throughout his illustrious career. Currently, Mr. Bhattacharyya is an Executive Director (ED) with proven track record in corporate accounts, financial planning, strategic decision-making, project monitoring, various audits and risk management during his distinguished career spanning almost four decades.
Date of first appointment on the Board	25 th April, 2023	13 th August, 2025
Qualifications	M.Com, Company Secretary	B.Com, Chartered Accountant
Number of Shares held in the Company as self and beneficial Owner	Nil	Nil
Number of meetings of the Board attended during the financial year 2024-2025	5	NA
Nature of expertise in specific functional area	Around three decades of experience in corporate governance, compliance management, financial management and consultancy.	Nearing four decades of experience in the field of Accounts, Finance, Taxation and Audit.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in corporate governance, compliance management, financial management	Strategic Thinking, Planning, Problem Solving, Decision Making, People and Leadership skills.
Directorship and Membership of Committees of other listed entities	NIL	NIL
Directorship held in other listed companies (excluding foreign companies and section 8 companies)	NIL	NIL

Name of Director	Mr. Shamik Dasgupta	Mr. Samiran Kumar Bhattacharyya
Memberships/ Chairmanships of Committees of other Public Companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	TIL Limited w.e.f 24 th January, 2024	NIL
Relationship with other Directors, Managers & Key Managerial Personnel	NIL	NIL
Terms and Conditions of Appointment along with details of proposed remuneration	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shamik Dasgupta, who retires by rotation, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation. Remuneration is proposed to be paid by way of sitting fees	As mentioned in the Resolution and Explanatory Statement (Item No:5 and 6)
Remuneration last drawn for the FY 2024-25	₹1,00,000/- by way of Sitting Fees	Not Applicable

Annexure-II

Statement pursuant to Section II of Part II of the provisions of Schedule V of the Companies Act, 2013

I. General Information:

- (1) **Nature of Industry:** The Company is primarily engaged in EPC business.
- (2) **Date or expected date of commencement of commercial production:** The Company is existing since 1924.
- (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 mentioned in the Director's Report.
- (5) **Foreign Investments or Collaborations, if any** - Nil

II. Information about the appointee: Mr. Samiran Kumar Bhattacharyya is the appointee

- (1) **Background details:** As mentioned in Annexure-I
- (2) **Past Remuneration:** Nil (appointed as Director w.e.f 13th August 2025)
- (3) **Recognition or awards:** Nil
- (4) **Job profile and his suitability:** As mentioned in Annexure-I
- (5) **Remuneration proposed:** As mentioned in the Resolution and Explanatory Statement (Item No:5 & 6)
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration as proposed is as per industry standards.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Nil

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. BAJORIA
SR. V.P. & COMPANY SECRETARY
Membership No. : FCS 3020

Place: Kolkata
Date: 13th August, 2025
Registered Office:
Simplex House,
27, Shakespeare Sarani,
Kolkata-700017