



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE' 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2289-1468
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com
CIN No. L45209 WB 1924 PLC 004969

01/CS/NSE/001/94829

January 06, 2023

The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
(Bandra East), Mumbai – 400 051
Scrip code – SIMPLEXINF

The Secretary
BSE Limited
Phiroze Jeejeephoy Towers
Dalal Street, Mumbai-400001
Scrip code – 523838

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001
Scrip code - 29053

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations")- submission of Postal Ballot Notice

Dear Sir,

This is further to the intimation dated December 31, 2022, made by the Company, regarding obtaining approval by the Shareholders of the Company by way of Postal Ballot for the following matters:

1. Appointment of Dr. Dinabandhu Mukhopadhyay (DIN-09778769) as Director of the Company
2. Approval of requests received from Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra, persons belonging to Promoters/ Promoter Group for re-classification from "Promoters / Promoter Group" category to "Public" category.

Pursuant to Regulation 30 of Listing Regulations, we enclose a copy of the Postal Ballot (Notice) which has been sent to the Shareholders of the Company on January 6, 2023, by e-mail whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. 30th December, 2022

This is for your information and records.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


B.L. BAJORIA
SR. VICE PRESIDENT & COMPANY SECRETARY

Encl: a/a

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
BRANCHES : TRADE WORLD, "C" WING, C.S. NO. 448, 3RD FLOOR, LOWER PAREL DIVISION, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI-400 013
☎ : (022) 4348-1900 • "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : (011) 4944-4200, FAX : (011) 2646-5869
• HEAVITREE COMPLEX, 1ST FLOOR, UNIT-C, NEW DOOR NO. 47, SPURTANK ROAD, CHETPET, CHENNAI-600 031 ☎ : (044) 4287-6129



SIMPLEX INFRASTRUCTURES LIMITED

CIN-L45209WB1924PLC004969

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

Ph: +91 33 2301-1600 Fax:+91 33 2283-5964

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules,2014]

**To,
The Members,
Simplex Infrastructures Limited**

Notice of Postal Ballot ("Notice") is hereby given to the Members of Simplex Infrastructures Limited ("the Company/ Simplex") pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 , 3/2022 dated May 5, 2022, 10/2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company to transact the Special Business as set out in this Postal Ballot Notice through voting by electronic means ("remote e-voting") only. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Notice.

In accordance with the requirements specified in the said MCA Circulars, this Postal Ballot Notice is being sent in electronic form only, to all its Members who have registered their e-mail addresses with the Company/Registrars and Share Transfer Agent/Depository/Depository Participants and the communication of assent/dissent of the Members will only be taken through the remote e-voting system and whose names appearing in the register of members / list of beneficial owners of the Company provided by the Depositories as on Friday, December 30, 2022 (i.e., the "**Cut-off Date**"). If your e-mail address is not registered with the Company/Depositories, please register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

Further, as per the MCA Circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. The Board of Directors in their

meeting held on December 31,2022 has appointed M/s. A. K. Labh & Co., Company Secretaries (Membership No FCS 4848 and Certificate of Practice No 3238) as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically. The Notice is also available on the website of the Company i.e. www.simplexinfra.com. Members are requested to carefully read the instructions mentioned under the head ‘Information and Instructions for e-voting’ in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5.00 p.m (IST) on Wednesday, February 08, 2023 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of the scrutiny, to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the results of remote e-voting will be announced not later than 48 hours from the conclusion of the e-voting. The results together with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company at Simplex House, 27, Shakespeare Sarani, Kolkata- 700017. The result shall also be communicated to BSE Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed at the website of the Company i.e. www.simplexinfra.com. The last date of e-voting, i.e. February 08, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The instructions for remote e-voting are appended to this Notice.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility only, provided by the Company, not later than 5:00 PM (IST) on Wednesday, February 08, 2023. The assent or dissent received after such date and time shall be treated as if a reply from the Member has not been received.

SPECIAL BUSINESS

1. Appointment of Dr. Dinabandhu Mukhopadhyay (DIN-09778769) as Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special 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), Dr. Dinabandhu Mukhopadhyay (DIN: 09778769), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2022 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, and based on the recommendations of the Nomination and Remuneration Committee be and is hereby appointed as an Independent Non-Executive

Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, commencing from 14th November, 2022 and upto 13th November, 2027 ”

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

2. **To approve requests received from Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra, persons belonging to Promoters/ Promoter Group for re-classification from “Promoters / Promoter Group” category to “Public” category.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited, National Stock Exchange of India Limited and CSE Limited (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from “Promoters / Promoter Group” category to “Public” category.

Names of the Outgoing Promoters	No: of Equity shares held as on date	Percentage of Shareholding (%)
Mr. Bithal Das Mundhra	NIL	NIL
Mrs. Yamuna Mundhra	NIL	NIL
Mrs. Savita Bagri	NIL	NIL
Mr. Amitabh Das Mundhra	NIL	NIL
Mrs. Savita Devi Mundhra	NIL	NIL
Mrs. Anuja Mundhra	NIL	NIL

RESOLVED FURTHER THAT in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company, in the capacity of its promoters, through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above Outgoing Promoters confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from “Promoters / Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the above Outgoing Promoters, the Company shall effect such reclassification on all the documents wherever needed including the Shareholding pattern as would be filed with the stock exchanges from immediate succeeding quarter under Regulation 31 of the Listing Regulations, Securities

and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and under all other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof or the officers authorized by the Board in this regard) be and is hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

Date: 31st December 2022
Place: Kolkata

By order of the Board
For Simplex Infrastructures Limited

Registered Office:
Simplex House
27, Shakespeare Sarani
Kolkata-700017

B.L.Bajoria
Sr. VP & Company Secretary
Membership No.F3020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts in respect of the resolution to be passed through Postal Ballot by remote e-voting is annexed hereto and forms part of this Postal Ballot Notice.
2. Relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the Members electronically, till Wednesday, February 8, 2023. Members seeking inspection may send an e-mail to secretarial.legal@simplexinfra.com stating their name and Folio no./DP ID-Client ID/ beneficiary ID. The same shall be replied suitably.
3. This Postal Ballot Notice is being sent only through electronic mode to those shareholders of the Company, whose name appear in the Register of Members / List of Beneficial Owners as on Friday, 30th December 2022 (“Cut-off Date”). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
4. The Board of Directors of the Company has appointed M/s. A. K. Labh & Co., Company Secretaries, (Membership No FCS 4848 and Certificate of Practice No 3238), Kolkata, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, not later than 48 hours from the conclusion of remote e-voting. The result declared along with Scrutinizer’s Report shall be displayed on the Company’s website www.simplexinfra.com and on the website of NSDL <https://www.nsdl.co.in>, and simultaneously communicated to the stock exchanges and RTA .
5. The resolutions, if assented by the requisite majority, would be taken as passed on the last date specified for remote e-voting, **i.e. February 08, 2023**. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Company.

6. The remote e-voting period commences on Tuesday, January 10, 2023 (9.00 a.m. IST) up to Wednesday, February 8, 2023 (5.00 p.m. IST). During this period, the shareholders of the Company holding equity shares of the Company either in physical form or in demat form, as on the Cut-off Date, i.e. Friday, 30th December, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

7. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper and one Bengali daily newspaper circulating in West Bengal.

8. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions is available on the Company's website www.simplexinfra.com and also at NSDL's website <https://www.nsdl.co.in>.

9. Members who have still not registered their email IDs are requested to do so at the earliest as under:

(i) Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their demat accounts.

(ii) Members holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with RTA of the Company or the Secretarial Department of the Company. Requests can be sent by email to secretarial.legal@simplexinfra.com.

10. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. In case they are already registered with NSDL for remote e-voting, they can use their existing User ID and password for e-voting

11. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. NSDL thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.

12. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="639 595 1453 1055">1. 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. <li data-bbox="639 1088 1453 1234">2. 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 <li data-bbox="639 1267 1453 1760">3. 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. <li data-bbox="639 1794 1453 1917">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method 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***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 with a copy marked to evoting@nsdl.co.in. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL 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 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,

Item No: 1

Dr. Dinabandhu Mukhopadhyay (DIN: 09778769) has been appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from November 14, 2022. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting (AGM) to be held in 2023. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Since it would be necessary to obtain approval of the shareholders on or before 13th February 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company have recommended appointment of Dr. Dinabandhu Mukhopadhyay (DIN: 09778769) as the Director in the capacity of a Non-Executive Independent Director of the Company.

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 Dr. Dinabandhu Mukhopadhyay as an Independent Director of the Company.

The Company has received declarations from Dr. Dinabandhu Mukhopadhyay that he meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Listing Regulations, as amended. He has confirmed that he has registered himself in the database for Independent Directors and has given his consent to act as an Independent Director of the Company. In the opinion of the Nomination and Remuneration Committee and the Board, Dr. Dinabandhu Mukhopadhyay fulfills the conditions specified in the Companies Act and Rules thereof. The proposed director, Dr. Dinabandhu Mukhopadhyay is independent of the Management. The letter of appointment of Dr. Dinabandhu Mukhopadhyay containing terms of his appointment, is available for inspection by Members on the website of the Company at www.simplexinfra.com.

DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS, AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:

Particulars of Dr. Dinabandhu Mukhopadhyay	
Date of first appointment on the Board	14-11-2022
Age	61 years
Last gross remuneration	No remuneration except for sitting fees
Qualifications & expertise in specific functional area including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	B.Com , LLB , Fellow Member of Institute of Cost and Management Accountants of India and also Institute of Company Secretaries of India Expertise in management Accountancy, Corporate Finance & Accounting, Audit & Assurance, Taxation which will enrich the Board with his appointment
Experience	Nearly 40 years
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the financial year 2022-2023	Dr. Dinabandhu Mukhopadhyay has attended one board meeting held on 14-11-2022 till the date of this Postal ballot Notice
Directorships held in other Public Limited Companies in India	NIL
Resignation from the directorship of the listed companies in the past three years	NIL
Chairmanships / Membership of Committees in other public limited companies in India*	NIL
Shareholding in the Company (No. of shares)	NIL
Shareholding in the Company as a beneficial owner	NIL

The Board therefore recommends the Resolution set out in Item No. 1 of the accompanying Postal Ballot Notice for adoption as a Special Resolution by the Members.

Except for Dr. Dinabandhu Mukhopadhyay, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 2

The Provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as ‘Listing Regulations, 2015’), effective from December 2015 as amended by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 w.e.f. 16th November, 2018, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein. The Members are hereby informed that some of the Promoters of the Company who are included in the existing list of Promoters of the Company have expressed their desire that they should be re-classified from Promoter category to Public category. They have submitted the requisite application seeking reclassification pursuant to the Regulation 31A (2) and (3) of the Listing Regulations to the Company.

The brief detail of Promoters seeking re-classification and their shareholding is enumerated herein below:

Names of the Promoters seeking re-classification	No: of Equity shares held as on date	Percentage of Shareholding (%)
Mr. Bithal Das Mundhra	NIL	NIL
Mrs. Yamuna Mundhra	NIL	NIL
Mrs. Savita Bagri	NIL	NIL
Mr. Amitabh Das Mundhra	NIL	NIL
Mrs. Savita Devi Mundhra	NIL	NIL
Mrs. Anuja Mundhra	NIL	NIL

Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra vide their respective letters dated 28th December, 2022 and Mrs. Anuja Mundhra vide her letter dated 31st December, 2022, have sought for re-classification from “Promoter Category” to “Public Category” pursuant to Regulation 31A of the Listing Regulations as none of them hold any shares in the Company nor holds the position of the Key Managerial Personnel/ Director in the Company or have any influence directly or indirectly on the business of the Company. They are not directly or indirectly involved in the management and day-to-day affairs of the Company, nor having any control on the business activities of the Company.

However, Mr. Rajiv Mundhra, immediate relative of the Outgoing Promoters is the Executive Chairman of the Company.

The Outgoing Promoters do not have any special rights through any formal or informal arrangements with the Company including through any shareholder agreements None of the above Outgoing Promoters seeking re-classification are ‘wilful defaulter’ as per RBI Guidelines None of the above Outgoing Promoters seeking re-classification are fugitive economic offender. Further, subsequent to re-classification as “Public”, they have affirmed that they will comply with the provisions as stipulated in Regulation 31A(4) of the Listing Regulations. The members are further informed that the Company is also in compliance with the Provisions of Regulation 31A(3)(c) of the Listing Regulations.

Further as per Rule 19A of the Securities Contract (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

In view of the explanations given by the Outgoing Promoters as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 31st December, 2022 have considered and approved all the applications for reclassification as received by the Company as above from Promoter category to Public category subject to approval by the members and relevant Regulatory Authorities.

In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, requires that the Company obtain the consent of the Shareholders of the Company, for the said reclassification by way of passing an Ordinary Resolution. In view of the stated requirement of the Stock Exchanges, the Board recommends the resolution as set out at Item No.2 for the approval of the Members of the Company

Accordingly, the Board recommends the resolution proposed in Item No.2 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges for their approval.

None of the Directors or Key Managerial Personnel of the Company except Mr. Rajiv Mundhra and his relatives, is in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice and therefore they along with the Promoters seeking reclassification as above shall abstain themselves from voting on the proposed Resolution.

Date: 31st December 2022
Place: Kolkata

By order of the Board
For Simplex Infrastructures Limited

Registered Office:
Simplex House
27, Shakespeare Sarani
Kolkata-700017

B.L.Bajoria
Sr. VP & Company Secretary
Membership No.F3020