

## NOTICE

NOTICE is hereby given that the Hundred and Sixth **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** will be held on Wednesday, the 7<sup>th</sup> August, 2019 at 11.30 A.M. at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 to transact the following businesses:-

### ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements and Reports thereon**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors' and Auditors' thereon.

2. **Appointment of Director in place of those retiring by rotation**

To appoint a Director in place of Smt. Sandhya R Kini (DIN 03346789), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Smt. Renu Jain, a nominee of LIC as Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for, the time being in force), Smt. Renu Jain (DIN 08403333), who was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> May, 2019, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, being eligible and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member proposing her candidature for the office of Director, be and is

hereby appointed as a Director of the Company, liable to retire by rotation.”

4. **Re-appointment of Shri Vijay S Jindal as an Independent 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, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Shri Vijay S Jindal (DIN 00300141), was appointed as an Independent Director and who holds office of Independent Director upto 11<sup>th</sup> November, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 12<sup>th</sup> November, 2019 upto 11<sup>th</sup> November, 2024.”

5. **Revision in terms of remuneration of Smt. Sandhya R Kini, Whole-time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in partial modification of the resolutions passed by the Members at the Annual General Meetings of the Company held on 8<sup>th</sup> August, 2017 and 1<sup>st</sup> August, 2018 for the appointment and revision in terms of remuneration of Smt. Sandhya R Kini (DIN 03346789), Whole-time Director designated as an Executive Director of the Company and pursuant to the provisions of

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Sections 196, 197 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 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modification(s) as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the Members of the Company be and is hereby accorded for the revision in the terms of remuneration payable to Smt. Sandhya R Kini, Whole-time Director designated as an Executive Director of the Company, by way of increase in the maximum amount of salary to ₹ 48,000/- per month (₹ Forty Eight Thousand only) with proportionate increase in the benefits related to basic salary and perquisites, if any (including the remuneration to be paid in the event of no profits or its profits are inadequate in any financial year during the tenure of her appointment), effective from 1<sup>st</sup> April, 2019, for the unexpired period of her term, as set out in the Explanatory Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER THAT** all other terms and conditions of appointment, as approved earlier by the Members in the Annual General Meetings of the Company held on 8<sup>th</sup> August, 2017 and 1<sup>st</sup> August, 2018 and which are not dealt with in this resolution, shall remain unaltered;

**RESOLVED FURTHER THAT** the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable

and to settle any questions, difficulties and/or doubts that may arise in this regard.”

By Order of the Board of Directors

**Shekhar R Singh**  
Company Secretary

Mumbai, 8<sup>th</sup> May, 2019

CIN: L17110MH1912PLC000351

**Registered Office:**

30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai-400 011

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business under **Item numbers 3, 4 and 5** of the Notice dated 8<sup>th</sup> May, 2019 is appended hereto. The relevant details of Directors seeking appointment/re-appointment pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is given in Annexure to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies, in order to be valid, should be duly completed, stamped and signed and must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the meeting.
4. **Book Closure:**

**The Register of Members and Transfer Books of the Company will be closed from Friday, the 2<sup>nd</sup> August, 2019 to Wednesday, the 7<sup>th</sup> August, 2019 (both days inclusive)** for the purpose of the Hundred and Sixth Annual General Meeting (AGM) or any adjournment thereof.

5. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM.

**6. Unclaimed Dividends:**

**(a) Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date on which dividend has become due for payment to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting ₹ 2,23,090/- pertaining to the financial year 2010-11 has been transferred to IEPF on 5<sup>th</sup> October, 2018.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year ended 31<sup>st</sup> March, 2012 and onwards is requested to approach the Company/the Share Transfer Agent (STA) of the Company for claiming the same as early as possible but not later than 18<sup>th</sup> September, 2019.

**(b) Details of Unclaimed Dividends on Website:**

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31<sup>st</sup> March, 2012 and subsequent years on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company - [www.simplex-group.com](http://www.simplex-group.com).

**(c) Transfer of "Underlying Share" into IEPF:**

In terms of Section 125(6) of the Act read with

IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules.

The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under "Investor Relations" section on the website of the Company.

**7. Nomination Facility:**

As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's STA. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**8. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/STA to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its STA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

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9. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode.

10. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company's STA /their Depository Participants, in respect of shares held in physical/electronic mode respectively.

11. Corporate Members intending to send their Authorized Representatives to attend and vote at the Meeting are requested to ensure that the Authorized Representative carries a duly certified true copy of their Board Resolution.

## 12. Voting through Electronic means

I In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, as amended from time to time the Company is pleased to provide the Members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting Services provided by Central Depository Service (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

### The instructions for Members voting electronically are as under:

(i) The voting period begins on Sunday, 4<sup>th</sup> August, 2019 (10.00 A.M.) and ends on Tuesday, 6<sup>th</sup> August, 2019 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Wednesday, the

31<sup>st</sup> July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 Digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Non-Individual Members and Custodians
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of the Wednesday, the 31<sup>st</sup> July, 2019.
- III Shri Pankaj Khandelwal, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated

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Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website - www.simplexgroup.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- VI All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 A.M. to 1.00 P.M.) on all working days, upto and including the date of the AGM of the Company.

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Item numbers 3, 4 and 5** of the accompanying Notice dated 8<sup>th</sup> May, 2019.

### Item No. 3

Life Insurance Corporation of India's (LIC) vide its letter number IMA/ND Cell/ JF dated 5<sup>th</sup> December, 2012 nominated Shri T C Suseelkumar, Executive Director (M-B&AC) of LIC as its representative on the Board of the Company in place of Smt. Gopa Ray who ceased to be director with effect from 30<sup>th</sup> November, 2012. Accordingly, Shri T C Suseelkumar was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> November, 2012. The Members of the Company at the Hundredth Annual General Meeting approved his appointment as a Nominee Director of LIC.

Further, LIC vide its letter number IMA/ND Cell/ NHM/ dated 13<sup>th</sup> March, 2019 has withdrawn his nomination with effect from the resignation of Shri T C Suseelkumar i.e. 28<sup>th</sup> December, 2018 and nominated Smt. Renu Jain, Director (ZTC- Gurugram) as its representative on the Board of the Company in place of Shri T C Suseelkumar. Accordingly, Smt. Renu Jain was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> May, 2019.

In terms of Section 161(1) of the Act, Smt. Renu Jain holds office only upto the date of the forthcoming AGM of

the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation.

Smt. Renu Jain, aged 58 years, is a Master in commerce with specialization in Marketing, University of Delhi and she is a Licentiate of the Insurance Institute of India. She joined LIC as a Direct Recruit Officer of 13<sup>th</sup> - A batch in 1984.

Smt. Renu Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Smt. Renu Jain for the office of a Director of the Company.

The Board is of the view that the appointment of Smt. Renu Jain on the Company's Board as Director is desirable and would be beneficial to the Company. Accordingly, consent of the Members is sought for passing resolution as set out in this Item of the Notice for appointment of Smt. Renu Jain as a Director of the Company.

Except Smt. Renu Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item number 3 except to the extent of their shareholding, if any, in the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution at Item No. 3 of the Notice for your approval.

### Item No. 4

The Members of the Company at the 102<sup>nd</sup> Annual General Meeting held on 5<sup>th</sup> August, 2015 approved the appointment of Shri Vijay S Jindal as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 12<sup>th</sup> November, 2014. Shri Vijay S Jindal will be completing his first term on 11<sup>th</sup> November, 2019.

The Board of Directors at the meeting held on 8<sup>th</sup> May, 2019, on the recommendation of the Nomination and

Remuneration Committee and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, has recommended for approval of Members, the re-appointment of Shri Vijay S Jindal as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 12<sup>th</sup> November, 2019 upto 11<sup>th</sup> November, 2024, shall not be liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for another term of upto 5 (five) consecutive years on the board of a company.

Shri Vijay S Jindal, aged 57 years, is graduate commerce, University of Mumbai and post graduate in Business Management, University of Massachusetts, USA. He has vast experience in production, business and administration. He serves as a Director on the Board of several companies.

Shri Vijay S Jindal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Shri Vijay S Jindal for the office of Independent Director of the Company.

The Company has also received declarations from Shri Vijay S Jindal that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Vijay S Jindal fulfill the conditions for re-appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Vijay S Jindal is independent of the management.

A copy of the draft letter for re-appointment of Shri Vijay S Jindal setting out the terms and conditions of re-appointment is available for inspection at the Registered Office of the Company during normal business hours (11.00 A.M. to 1.00 P.M.) on all working days, upto and including the date of the AGM.

The Board considers that his continued association

would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing special resolution as set out in this Item of the Notice for re-appointment of Shri Vijay S Jindal as an Independent Director of the Company.

Except Shri Vijay S Jindal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item number 4 except to the extent of their shareholding, if any, in the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution at item No. 4 of the Notice for your approval.

#### **Item Nos. 2 and 5**

The Members at the Annual General Meeting of the Company held on 8<sup>th</sup> August, 2017, approved the appointment of Smt. Sandhya R Kini as a Whole-time Director designated as an Executive Director for a period of five years with effect from 21<sup>st</sup> October, 2016 to 20<sup>th</sup> October, 2021 on a remuneration consisting of ₹42,000/- per month subject to annual revision, if any.

Further, the Members at the Annual General Meeting of the Company held on 1<sup>st</sup> August, 2018, also approved the revision in salary of Smt. Sandhya R Kini from ₹42,000/- per month to ₹45,000/- per month.

Taking into consideration of her efforts given to and involvement in the Company and her present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 8<sup>th</sup> May, 2019, has approved the revision in the salary from existing ₹45,000/- per month to ₹48,000/ per month with effect from 1<sup>st</sup> April, 2019.

Smt. Sandhya R Kini has been associated with the Company since 2011 and holds 100 equity shares in the Company. She is also a Director on the Board of Lucky Vyapaar and Holdings Private Limited and Simplex Renewable Resources Private Limited.

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Smt. Sandhya R Kini is commerce graduate and having experience in the field of general administration and governance.

The aforesaid remuneration payable to Smt. Sandhya R Kini as the Executive Director is within the maximum limits as laid down under Section 197 and all other applicable provisions, if any of the Act, in line with provisions, Schedule V to the Act as amended and subject to the approval of the Members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

The Board consider that the aforesaid remuneration payable to Smt. Sandhya R Kini as the Executive Director is commensurate with her abilities and experience.

The period of office of Smt. Sandhya R Kini shall be liable to determination by retirement of directors by

rotation. If Smt. Sandhya R Kini is re-appointed as a director, immediately on retirement by rotation, she shall continue to hold office of as the Executive Director of the Company and such re-appointment as director shall not be deemed to constitute break in her appointment as the Executive Director of the Company.

Except Smt. Sandhya R Kini, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

The Board recommends the Resolution at Item No. 5 of the Notice for your approval.

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## **DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN TERMS OF THE REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Re- Appointment of Smt. Sandhya R Kini (Item Nos. 2 and 5)**

For the details of the re -appointment of Smt. Sandhya R Kini as a Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 5 of the Notice of the AGM pursuant to the Companies Act, 2013.

### **Appointment of Smt. Renu Jain a nominee of LIC as Director (Item No. 3)**

For the details of appointment of Smt. Renu Jain as a Nominee Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 3 of the Notice of the AGM pursuant to the Companies Act, 2013

### **Re- Appointment of Shri Vjiay S Jindal as an Independent Director (Item No 4)**

For the details of re- appointment of Shri Vijay S Jindal

as an Independent Director of the Company, for the second term of 5 (five) consecutive years with effect from 12<sup>th</sup> November, 2019 upto 11<sup>th</sup> November, 2024, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 4 of the Notice of the AGM pursuant to the Companies Act, 2013.

By Order of the Board of Directors

Mumbai, 8<sup>th</sup> May, 2019

**Shekhar R Singh**  
Company Secretary

CIN: L17110MH1912PLC000351

#### **Registered Office:**

30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai-400 011





CIN: L17110MH1912PLC000351

Registered Office: 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400 011

### ATTENDANCE SLIP

I hereby record my presence at the 106<sup>th</sup> ANNUAL GENERAL MEETING held at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 at 11.30.A.M. on Wednesday, the 7<sup>th</sup> day of August, 2019.

DP.ID.No. \_\_\_\_\_

Client I.D.No. \_\_\_\_\_

Folio No. \_\_\_\_\_

Full Name of Member \_\_\_\_\_

Signature \_\_\_\_\_

Full Name of Proxy (in Block Letters) \_\_\_\_\_

Signature \_\_\_\_\_

- Members/Proxy holders are requested to bring the attendance slip duly completed when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.
- Members/Proxy holders should bring their copy of the Annual Report for reference at the Meeting.



CIN: L17110MH1912PLC000351

Registered Office: 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400 011

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		e-mail Id:	
Registered address:		Folio No/ *Client Id: *DP ID	

I/We, being the member(s) holding .....shares of the Simplex Realty Limited, hereby appoint:

- Name :.....Address:.....  
E.mail ID:.....Signature:..... or failing him
- Name :.....Address:.....  
E.mail ID:.....Signature:..... or failing him
- Name :.....Address:.....  
E.mail ID:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 106<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 7<sup>th</sup> August, 2019 at 11.30 A.M. at at Babubhai Chinai Committee Room, 2<sup>nd</sup> Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:



I/ We wish my above proxy(ies) to vote in the manner as indicated in the box below:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business:</b>		
1. Adoption of the Audited Financial Statements (including the Consolidated Financial Statements), the Reports of the Directors' and Auditors		
2. Re-appointment of Smt. Sandhya R Kini as a Director, who retires by rotation		
<b>Special Business:</b>		
3. Appointment of Smt. Renu Jain, nominee of LIC as a Director		
4. Re-appointment of Shri Vijay S Jindal as an Independent Director		
5. Revision in the terms of remuneration of Smt. Sandhya R Kini, Whole-time Director		

Signed this.....day of .....2019.

Signature of Member

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp  
(Signature)

**Note:**

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company alongwith the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting. A Proxy need not be a member of the Company.
2. \*\*This is only optional. Please put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the " For" or "Against" column blank against any or all the resolutions , your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

## Route map of venue of the 106<sup>th</sup> AGM Hall

