

NOTICE

NOTICE is hereby given that the Hundred and Fifth **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** will be held on Wednesday, the 1st August, 2018 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai-400 001 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 31st March, 2018 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 Shri Tharavanat C SuseelKumar (DIN 06453310), who retires by rotation and being eligible, offers himself for re-appointment.

3. **Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, Khandelwal and Mehta LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Firm No. W100084) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. Dayal and Lohia, Chartered Accountants, Mumbai (ICAI Firm Registration Number 102200W, the retiring Auditors) for a term of five years commencing from the Company's financial year 2018-2019 to hold office from the conclusion of the Hundred and Fifth Annual General Meeting of the Company till the conclusion of the Hundred and Tenth Annual General Meeting to be held in 2022-2023, on a remuneration as may be fixed by the Board of Directors;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Board of Directors of the Company (including its Committee (s) thereof) 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.”

SPECIAL BUSINESS:

4. **Re-appointment of Shri Sanjay N Damani as an Executive Director**

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

“RESOLVED THAT pursuant to the provisions of 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 Article 189 of the Articles of Association of the Company and pursuant to the resolution passed by the Nomination and Remuneration Committee 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 to the re-appointment of Shri Sanjay N Damani (DIN 03078104) as an Executive Director of the Company for a period of five years with effect from 1st June, 2018, liable to retire by rotation, upon the terms and conditions, as set out in the draft Agreement (the Agreement) to be executed between the Company and Shri Sanjay N Damani, as placed before this meeting and duly initialed by the Company Secretary for the purpose of identification;

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

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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 in case the Company, during the currency of tenure of Shri Sanjay N Damani as referred above, has no profits or its profits are inadequate, Shri Sanjay N Damani, Executive Director be paid the remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

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.”

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 pursuant to the provisions of 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 pursuant to the resolution passed by the Nomination and Remuneration Committee 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 to the revision in the terms of remuneration of Smt. Sandhya R Kini (DIN 03346789), Whole-time Director designated as an Executive Director of the Company to take effect from 1st April, 2018, for the unexpired period of her term, upon the terms and conditions, as set out in

the draft Agreement (the Agreement) to be executed between the Company and Smt. Sandhya R Kini, as placed before this meeting and duly initialed by the Company Secretary for the purpose of identification;

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 in case the Company, during the currency of tenure of Smt. Sandhya R Kini as referred above, has no profits or its profits are inadequate, Smt. Sandhya R Kini, as an Executive Director of the Company be paid the remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

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.”

6. **Approval for the Material Related Party Transaction(s)**

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and all applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party Transactions and pursuant to the resolution passed by the Audit Committee and subject to all other sanctions, approvals and

permissions as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall deemed to include any committee(s) and/or any of the Directors/Person(s) authorized by Board of Directors of the Company to exercise the powers conferred by this resolution to the extent permitted by law) to enter into material contracts/arrangements/ transactions/ commitments/investments, in the ordinary course of business and at arm's length basis with Simplex Mills Company Limited and Simplex Papers Limited, which may be construed as a "Related Party" in terms of Regulation 2(1)(zb) of the Listing Regulations and Section 2(76) of the Act, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as may be mutually agreed upon between the Company and Simplex Mills Company Limited and Simplex Papers Limited ;

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, 14th May, 2018

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, 5 and 6** of the Notice dated 14th May, 2018 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 Thursday, the 26th July, 2018 to Wednesday, the 1st August, 2018 (both days inclusive) for the purpose of the Hundred and Fifth 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 & Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting ₹ 5,20,125/- pertaining to the financial year 2009-10 has been transferred to IEPF on 17th October, 2017.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/

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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 31st March, 2011 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 17th September, 2018.

(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 31st March, 2011 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" section on the website of the Company, – www.simplexgroup.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.

9. Electronic copy of the Annual Report for 2017-18 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 2017-18 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, 29th July, 2018 (10.00 a.m.) and ends on Tuesday, 31st July, 2018 (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 25th July, 2018, 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.
- (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 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"> • 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. • 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.
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.

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- (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 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.
 - 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 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 under help section or write an email to 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 25th July, 2018.
- III Shri Manish L. Ghia of M/s. Manish Ghia & Associates, Practising Company Secretary, Mumbai 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 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 the 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 (10.00 A.M. to 6.00 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, 5 and 6** of the accompanying Notice dated 14th May, 2018.

Item No. 3

Though not statutorily required, the following is being provided as an additional information to the Members.

Pursuant to the provisions of Section 139 of the Act read with applicable Rules made thereunder, an Audit firm can act as Auditors for a maximum tenure of two terms of five consecutive years. For the purpose of reckoning this limit, existing tenure of the Auditors needs to be counted. Accordingly, the tenure of office of M/s. Dayal Lohia & Co., Chartered Accountants, as the Statutory Auditors will be expired with the conclusion of the Hundred and Fifth AGM. M/s. Dayal Lohia & Co., Chartered Accountants, have been the Statutory Auditors of the Company since the financial year 2008-09.

Khandelwal and Mehta LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Firm No. W100084), have been appointed as the Statutory Auditors of the Company for a term of five years commencing from the Company's financial year 2018-19 to hold office from the conclusion of the Hundred and Fifth AGM till the conclusion of Hundred Tenth AGM on a remuneration as may be fixed by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the Resolution at item No. 3 of the Notice.

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

Item No. 4

Shri Sanjay N Damani was appointed as an Executive Director of the Company for a period of three years with effect from 1st June, 2015. The term of his office expires

on 31st May, 2018. The Board of Directors at its meeting held on 14th May, 2018 on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Shri Sanjay N Damani as an Executive Director of the Company for a period of five years with effect from 1st June, 2018, upon the terms and conditions, including remuneration as set out in the Agreement, subject to the necessary approvals.

Shri Sanjay N Damani has been associated with the Company since 2012 and holds 61,553 equity shares in the Company. He has also been appointed as a member of Corporate Social Responsibility Committee of the Company. Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

Shri Sanjay N Damani is an MBA from Bryant University, Rhode Island, USA having experience in the area of Marketing, Finance and General Management.

He currently serves as a Director on the Boards of The Nav Bharat Refrigeration And Industries Limited, Shreelekha Global Finance Limited, Simplex Renewable Resources Private Limited, Lucky Vyapaar and Holdings Private Limited and Enas Foundation.

The Board considers that the re-appointment of Shri Sanjay N Damani as the Executive Director of the Company would be of immense benefit to the Company. The Agreement to be executed between the Company and Shri Sanjay N Damani contains, *inter-alia*, the following terms and conditions:

I Remuneration:

i Salary:

The proposed remuneration is ₹ 80,000/- per month, payable as under:

- a Basic Salary: ₹ 40,000/- per month
- b House Rent Allowance: ₹ 20,000/- per month.
- c Perquisite as shown below upto ₹ 20,000/- per month.

ii Perquisites:

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

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- A In addition to salary, Shri Sanjay N Damani will be entitled to perquisites and allowances like reimbursement of expenses in respect of gas, electricity and water, furnishing and repairs, medical reimbursement and leave travel concession for self and his family, club fees, personal accident insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time.
- B Shri Sanjay N Damani shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
- a gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service. The leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.
- C The Company shall provide a car for use on Company's business and telephone at the residence of Shri Sanjay N Damani. Shri Sanjay N Damani will be billed by the Company for personal long distance calls on telephone and use of car for personal purposes.
- D The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- iii Commission:
- Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.
- II Minimum Remuneration:
- Where in respect of any financial year, during the tenure of Shri Sanjay N Damani as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Shri Sanjay N Damani as the Executive Director of the Company shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.
- III Other Terms and Conditions:
- a The tenure of the Executive Director shall be for a period of five years commencing from 1st June, 2018.
 - b The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company.
 - c The Executive Director shall not exceed the powers so delegated by the Board of Directors, pursuant to clause(III)(b) above.
 - d The Executive Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.
 - e The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
 - f The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deem fit, irrespective of the limits stipulated under

Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board of Directors and the Executive Director, subject to such approvals as may be required.

- g The said draft Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and Executive Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Executive Director reflecting the terms.

The re-appointment of Shri Sanjay N Damani as the Executive Director and remuneration payable to him are in line with provisions, Schedule V to the Act 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 period of office of Shri Sanjay N Damani shall be liable to determination by retirement of directors by rotation. If Shri Sanjay N Damani is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of as an Executive Director of the Company and such re-appointment as director shall not be deemed to constitute break in his appointment as the Executive Director of the Company.

A copy of the Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the AGM.

Except Shri Nandan Damani and Shri Sanjay N Damani, none of the Director is interested in the said re-appointment and remuneration payable to Shri Sanjay N Damani as the Executive Director of the Company.

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. 4 of the Notice for your approval.

Item No. 5

The Members of the Company at the Hundred and Fourth Annual General Meeting of the Company held on 8th 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 21st October, 2016 to 20th October, 2021 on a remuneration consisting of ₹ 42,000/- per month.

The Board of Directors at its meeting held on 14th May, 2018, on the recommendation of the Nomination and Remuneration Committee and taking into consideration of her efforts given to and involvement in the Company's project and the various initiatives etc. and her present salary and future revisions, if any, has approved to the revision in the salary from the existing ₹ 42,000/- to ₹ 45,000/- per month with effect from 1st April, 2018. All other terms and condition in relation to her appointment and remuneration as approved by the Members remain unchanged.

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.

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

The supplementary Agreement to be executed between the Company and Smt. Sandhya R Kini contains, *inter-alia*, the following terms and conditions:

I Remuneration:

i Salary:

The proposed remuneration is ₹ 45,000/- per month, payable as under:

- a Basic Salary: ₹ 16,800/- per month
- b House Rent Allowance: ₹ 8,400/- per month.
- c Perquisite as shown below upto ₹ 19,800/- per month.

ii Perquisites:

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and

SIMPLEX REALTY LIMITED

as may be determined by the Board of Directors.

A In addition to salary, Smt. Sandhya R Kini will be entitled to perquisites and allowances like personal medical insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, to discharge her duty as the Executive Director.

B Smt. Sandhya R Kini shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

a gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service.

C The Company shall provide a car for use on Company's business purposes.

D The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

iii Commission:

Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.

II Minimum Remuneration:

Where in respect of any financial year, during the tenure of Smt. Sandhya R Kini as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Smt. Sandhya

R Kini shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.

III Other Terms and Conditions:

a The Executive Director shall devote her whole time and attention to the business of the Company and carry out such duties, as may be entrusted to her by the Board of Directors from time to time and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company.

b The Executive Director shall not exceed the powers so delegated by the Board of Directors, pursuant to clause (III)(a) above.

c The Executive Director undertakes to employ the best of the skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board of Directors.

d The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.

e The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board of Directors and the Executive Director, subject to such approvals as may be required.

f The said draft Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

- g The aggregate of the remuneration as aforesaid shall be within the permissible limits laid down under Section 197, Schedule V and all other applicable provisions of the Act. All other terms and conditions of her appointment and remuneration of Smt. Sandhya R Kini as a Whole-time Director of the Company, as approved by the Members at the Hundred and Fourth Annual General Meeting held on 8th August, 2017, remain unchanged.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and an Executive Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Executive Director reflecting the terms.

The remuneration payable to Smt. Sandhya R Kini, Executive Director is in line with provisions, Schedule V to the Act 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 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.

A copy of the Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the AGM.

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.

Item No. 6

The Board of Directors at its meeting held on 14th May, 2018, on an approval of the Audit Committee, approved the investment upto ₹ 10,00,00,000/- (₹ Ten Cores only) each in one or more tranches in the Associate companies viz. Simplex Mills Company Limited (SMCL) and Simplex Papers Limited (SPL) respectively, by way of subscribing to Non-convertible Redeemable Preference Shares (NCRPS) of the face value of ₹ 10/- each.

The proposed investment in the SMCL and SPL may be construed as a "Related Party" within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Section 2(76) of the Companies Act, 2013 (the Act).

According to Regulation 23 of the Listing Regulations, a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, will exceed 10 (Ten) percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

The proposed investment, if made, by the Company in the Associate companies upto ₹ 10,00,00,000/- (₹ Ten Cores only) each in one or more tranches, will exceed 10 (Ten) percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for the year 2017-18. Thus, in terms of Regulation 23(4) of the Listing Regulations and Company's 'Policy on Materiality of and dealing with Related Party Transactions' and pursuant to applicable provisions of the Act and the Rules made thereunder, the proposed investment would require the approval of Members by way of an Ordinary Resolution.

The particulars of the contracts / arrangements / transactions with respect to aforesaid proposal of investment, as envisaged under clause 3 of the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, are given as under:

SIMPLEX REALTY LIMITED

Particular	Details - 1	Details -2
Name of the Related Party	SMCL	SPL
Name of the Directors or KMP who are related	Shri Sabhapati G Shukla Shri Shekhar R Singh	Shri Shekhar R Singh
Nature of Relationship	SRL holds 48.99 % equity shares in the Paid up capital of SMCL	SRL holds 49.01% equity shares in the Paid up capital of SPL
Nature, material terms, monetary value and particulars of the contract or arrangement	It is proposed to subscribe upto One Crore, NCRPS of ₹ 10/- each	It is proposed to subscribe upto One Crore, NCRPS of ₹ 10/- each
Any other information relevant or important for the members to take decision on the resolution	SMCL is not in a position to raise /obtain funds from any external sources, to the extent possible, towards the implementation of business strategies, has requested to provide necessary funds	SPL is not in a position to raise /obtain funds from any external sources, to the extent possible, towards the implementation of business strategies, has requested to provide necessary funds

As per Regulation 23(4) of the Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, wherein approval of Material Related Party transactions is sought from Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise in the Resolution at Item No. 6 of the Notice except to the extent of their shareholding held in the Company.

The Board recommends the Resolution at Item No. 6 of the Notice for your approval.

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING RE-APPOINTMENT AT THE MEETING

Re-appointment of Shri Tharavanat C SuseelKumar (Item No. 2)

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Rules made thereunder and Articles of Association of the Company and for determining the Director liable to retire by rotation Shri Tharavanat C. SuseelKumar, Director of the Company, shall be Director to retire by rotation and being eligible has offered himself for re-appointment.

Shri Tharavanat C. SuseelKumar has been associated with the Company since 2012. He is a post graduate and represent Life Insurance Corporation of India (LIC). He currently serves as a Zonal Manager of South Central Zone of LIC.

Shri Tharavanat C. SuseelKumar is not a Director on the Board of any other company and nor holds by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Tharavanat C. SuseelKumar.

Except Shri Tharavanat C. SuseelKumar, being an appointee of LIC, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 2 to the extent of their shareholding held in the Company.

Re-appointment of Shri Sanjay N Damani as an Executive Director (Item No. 4)

For the details of re- appointment of Shri Sanjay N Damani as an Executive 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.

By Order of the Board of Directors

Shekhar R Singh
Company Secretary

Mumbai, 14th May, 2018

CIN: L17110MH1912PLC000351

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

**Form No. SH-13
Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400 011

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's / Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail Id. & Telephone No.:
- h. Relationship with the security holder(s):

3. IN CASE NOMINEE IS A MINOR –

- a. Date of birth:
- b. Date of attaining majority:
- c. Name of guardian:
- d. Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's / Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail Id. & Telephone No.:
- h. Relationship with the security holder(s)
- i. Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name(s) and Address of Witness

Signature

SIMPLEX REALTY LIMITED

Form No. SH-14 Cancellation or Variation of Nomination Form

[Pursuant to sub- section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400 011

I/We hereby cancel the nomination(s) made by me/us in favour of _____ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. (a) PARTICULARS OF NOMINEE/S –

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No.:
- viii. Relationship with the security holder(s):

(b) IN CASE NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority:
- iii. Name of guardian:
- iv. Address of guardian:

3. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No.:
- viii. Relationship with the security holder(s)
- ix. Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name(s) and Address of Witness

Signature



CIN: L17110MH1912PLC000351

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

ATTENDANCE SLIP

I hereby record my presence at the 105th ANNUAL GENERAL MEETING held at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001 at 11.30. A.M. on Wednesday, the 1st day of August, 2018.

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) holdingshares 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 105th Annual General Meeting of the Company, to be held on Wednesday, the 1st August, 2018 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001 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:

Resolutions	For	Against
Ordinary Business:		
1. Adoption of the Audited Financial Statements (including the Consolidated Financial Statements), the Reports of the Directors' and Auditors.		
2. Re-appointment of Shri Tharavanat C SuseelKumar as a Director, who retires by rotation		
3. Appointment of Khandelwal and Mehta LLP, as Statutory Auditors.		
Special Business:		
4. Re- appointment of Shri Sanjay N Damani as an Executive Director.		
5. Revision in the terms of remuneration of Smt. Sandhya R Kini, Whole-time Director.		
6. Approval for the Material Related Party Transaction(s).		

Signed this.....day of2018.

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.

To
Freedom Registry Limited
Unit: Simplex Realty Limited
Plot No. 101/102, 19th Street,
MIDC, Satpur,
Nashik- 422 007

Update of Shareholder Information

I/ We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/ Registration No.:* (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No:	
Email Id:	

**Self-attested copy of the document(s) enclosed*

Bank Details

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.:*
Name of the Bank:	
Bank Branch Address:	

** A blank cancelled cheque is enclosed to enable verification of bank details.*

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ STA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder

Route map of venue of the AGM Hall

