

## NOTICE

### NOTICE

NOTICE is hereby given that the Twenty-Second **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** will be held on Tuesday, the 18th August, 2020 at 12:00 noon or soon after the conclusion of the Annual General Meeting of Simplex Realty Limited convened on the same day, whichever is later through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Fatima Fernandes (DIN 00506058), who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **To shift the registered office of the Company outside the local limits of the existing city, but within the same state and the same ROC jurisdiction.**

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

**"RESOLVED THAT** pursuant to provisions of Section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof, for the

time being in force), and any other applicable provisions if any, and such other consents, permissions and approvals as may be required, consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai – 400011 to Village Shivni, Taluka and District, Akola - 444104 within the same jurisdiction of the Registrar of the Companies i.e. Mumbai, Maharashtra, with effect from 18th August, 2020;

**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the Registered Office of the Company and 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 in order to implement and give effect to the foregoing resolution."

For and on behalf of the Board of Directors

**Shekhar R Singh**  
Director

Mumbai, 19th June, 2020

CIN L65900MH1998PLC116585

### Registered Office:

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

### NOTES:

1. The details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the Director seeking appointment/re-appointment at the Twenty Second- Annual General Meeting (the AGM), forms integral part of the Notice. The Director has furnished the requisite declarations for her re-appointment.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("the MCA") vide its Circular number 20/2020 dated May 05, 2020 read with

Circulars number 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively (collectively referred to as 'the MCA Circulars'), has introduced certain measures enabling companies to convene their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue and also send notice of the Annual General Meeting and other correspondences related thereto, through electronic mode. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015 ("SEBI Listing Regulations") and the MCA Circulars, the 22nd Annual General Meeting of the Company (AGM) is being held through VC / OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 14) and available at the Company's website [www.simplex-group.com](http://www.simplex-group.com)

3. In view of the MCA Circulars, no proxy shall be appointed by the Members and accordingly the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members (other than Individuals, HUF, NRI etc.) intending to authorize their representatives are requested to send duly certified copy of the Board Resolution alongwith attested specimen signature of the duly authorized signatory (ies) who are authorized to participate in the AGM through VC / OAVM and to vote through remote e-voting to the Scrutinizer by e-mail to [pankaj.cs@hotmail.com](mailto:pankaj.cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

## 6. Book Closure:

The Register of Members and Transfer Books of the Company will be closed from Thursday, the 13th August, 2020 to Tuesday, the 18th August 2020 (both days inclusive) for the purpose of the Twenty-Second Annual General Meeting (the AGM) or any adjournment thereof.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 18th August, 2020. Members seeking to inspect such documents can send an email to [mills@simplex-group.com](mailto:mills@simplex-group.com)

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form or to Company's STA in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [http://www.simplex-group.com/upload\\_pdf/4944Nomination%20Form.pdf](http://www.simplex-group.com/upload_pdf/4944Nomination%20Form.pdf) Members are requested to submit the said details to their DP in case the shares are held by them in electronic form or to STA in case the shares are held in physical form.
10. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Share Transfer Agent 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 Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
11. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Company or Company's Registrars and Transfer Agents, Freedom Registry Limited for assistance in this regard.

### 13. 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 National Securities Depository Limited (NSDL).

The facility for voting, through electronic voting system shall also be made available during the AGM. The Members attending the meeting, through VC/OVAM facility and who have not already cast their vote through remote e-voting shall be eligible to vote through e-voting system in the AGM. 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 Saturday, 15th August, 2020 (10:00 A.M.) and ends on Monday, 17th August, 2020 (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) i.e. Tuesday, the 11th August, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: The Members should log on to the NSDL e-voting website <http://www.evoting.nsdl.com>.

Step 2: Click on icon "Login" available under the Shareholders section.

Details on Step 1 are as mentioned below:

How to login to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) In case, if your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company which is 113130.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pankaj.cs@hotmail.com](mailto:pankaj.cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of any grievances connected with facility for e-voting, please contact Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in), Tel: 91 22 2499 4890/ 1800-222-990

#### **The instructions for Members for e-voting on the day of the AGM are as under:**

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) Details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, are, Ms. Sarita Mote, Assistant Manager, NSDL, at [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) / 022-24994890 or Ms. Megha Malviya, Assistant Manager, NSDL, at [megham@nsdl.co.in](mailto:megham@nsdl.co.in) / [meghamnsdl@gmail.com](mailto:meghamnsdl@gmail.com) / 022-49142500 / 7987207516.

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of Email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [support@freedomregistry.in](mailto:support@freedomregistry.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [support@freedomregistry.in](mailto:support@freedomregistry.in)



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## 14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
  3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [mills@simplex-group.com](mailto:mills@simplex-group.com) from 12th August, 2020 (9:00 a.m. IST), to 14th August, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Ms. Sarita Mote, Assistant Manager, NSDL, at [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in)/022-24994890 or Ms. Megha Malviya, Assistant Manager, NSDL, at [megham@nsdl.co.in](mailto:megham@nsdl.co.in)/[meghamnsdl@gmail.com](mailto:meghamnsdl@gmail.com)/022-49142500/7987207516.
- 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) i.e. Tuesday, 11th August, 2020.
  - 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 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.simplex-group.com](http://www.simplex-group.com) and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)****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** of the accompanying Notice dated 19th June, 2020.

**Item No. 3**

With view to administrative and operational convenience purpose and it will be convenient to find other key resources at economic cost, it is proposed to shift the Registered Office of the Company to Village Shivni, Taluka and District, Akola - 444104 from 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai – 400011 under the same jurisdiction of the Registrar of the Companies i.e. Mumbai, Maharashtra . Accordingly, the Board of Directors of the Company at its meeting held on 19th June, 2020 approved the aforesaid proposal.

Further as per provision of Section 12 of the Companies Act, 2013 read with Rule 27 of Chapter II the Companies (Incorporation) Rules, 2014, a special resolution is required to be passed, if the Registered Office of the Company is shifted outside the local limits of the existing place or any city or town but in the same State under the jurisdiction of the same Registrar of Companies.

As required under the provisions of the Act, approval of the Members is sought for shifting the Registered Office of the Company from 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai – 400011.

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.3.

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

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**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:****Re-appointment of Smt. Fatima Fernandes (Item Number 2)**

Smt. Fatima Fernandes, aged 58 years, joined the Board of the Company on 12th February, 2015. She is also a Director on the Board of Simplex Papers Limited and a member of the Stakeholder Relationship Committee.

Smt. Fatima Fernandes is a Bachelor of science and has experience in marketing. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Fatima Fernandes as a Director.

Except Smt. Fatima Fernandes, being an appointee, 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.

The Board recommends the Resolution at item No. 2 of the Notice for your approval.

For and on behalf of the Board of Directors

**Shekhar R Singh**  
Director

Mumbai, 19th June, 2020

CIN L65900MH1998PLC116585

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