

NOTICE

NOTICE is hereby given that the Twentieth **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** will be held on Wednesday, the 1st August, 2018 at 12.30 p.m. or soon after the conclusion of the Annual General Meeting of Simplex Realty Limited convened on the same day, whichever is later 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. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Shekhar R Singh (DIN 03357281), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. 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 Section 61 and all other applicable provisions, if any, 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 subject to such other approvals, permissions and sanctions, if any, consent of the Members of the Company be and is hereby accorded to increase in and re-classify the Authorised Share Capital of the Company from the existing ₹ 3,10,00,000/- (₹ Three Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹ 10/- each to ₹ 13,10,00,000 (₹Thirteen Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹10/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/- each and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following:

- V. "The Authorised Share Capital of the Company is ₹13,10,00,000/- (₹Thirteen Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹ 10/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares

of ₹ 10/- each with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being. The Company has power from time to time to increase or reduce its Capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s) or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this resolution) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to increase and re-classification in the Authorised Share Capital of the Company, and to take such actions or to give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such increase as it may in its discretion deem fit in the best interest of the Company."

4. 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and consequent

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upon increase in and re-classification the Authorised Share Capital, the exiting Article 4 of the Articles of Association of the Company be altered and substituted by the following:

Article - 4

“The Authorised Share Capital of the Company is ₹ 13,10,00,000 (₹ Thirteen Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹ 10/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/- each with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being. The Company has power from time to time to increase or reduce its Capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s) or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this resolution) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit, in the best interest of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and

Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, if any, and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s) or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, upto 1,00,00,000 Non-Convertible Redeemable Preference Shares (hereinafter referred to as “NCRPS”) of the face value of ₹10/-each, for cash at par or otherwise, aggregating upto a nominal value of ₹ 10,00,00,000/- (₹ Ten Crores only), in one or more tranche(s) on preferential basis, at its sole and absolute discretion, to be redeemed at par within a period not exceeding 20 (Twenty) years from the date of allotment of the said Preference Shares, to Simplex Realty Limited, the Promoter of the Company and in such proportion and on such terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT the said, NCRPS shall not be listed with any Stock Exchanges;

RESOLVED FURTHER THAT the said, NCRPS shall be non-participating, carry a preferential right, vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of winding up or repayment of capital;

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act, read with the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company's policy on Related Party Transactions and pursuant to the resolution passed by the Audit Committee, consent of the Members of the Company be and is hereby accorded for the proposed Material Related Party Transaction relating to issuance of the aforesaid NCRPS to Simplex Realty Limited, the Promoter of the

Company, aggregating upto a nominal value of ₹ 10,00,00,000/- (₹ Ten Crores only);

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorized, to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary and the Board in its absolute discretion without being required to seek any further consent or fresh approval of the Members of the Company and the decision of the Board shall be

final and conclusive and also to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.”

For and on behalf of the Board of Directors

Shekhar R Singh
Director

Mumbai, 14th May, 2018

CIN L65900MH1998PLC116585

Registered Office:

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

NOTES:

- 1. 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 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.
2. 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 14th May, 2018 is appended hereto. The requirement to place the matter relating to appointment of Auditors for annual ratification by Members at every Annual General Meeting is done away in the terms of the Companies Amendment Act, 2017 read with notification S.O. 1833 (E) dated 7th May, 2018. Accordingly, no resolution is proposed for the annual ratification of the appointment of the Auditors, who were appointed in the Nineteenth Annual General Meeting held on 8th August, 2017.
3. The details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (the Listing Regulations) in respect of the Directors seeking appointment/re-appointment at the Twentieth Annual General Meeting (AGM), forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

4. The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the meeting.
5. 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 AGM or any adjournment thereof.
6. 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 by the Members at the AGM of the Company.
7. The Members who hold shares in physical form are requested to notify any change in their address to the Company's Share Transfer Agent, Freedom Registry Limited, having its office at Plot No. 101/102, 19th Street, MIDC, Satpur, Nashik-422007. The Members who hold shares in dematerialized form are requested to notify any change in their address to their respective Depository Participants.

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8. 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.
9. 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.
10. 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 Share Transfer Agent. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
11. 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.
12. 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.
13. **Voting through Electronic means**
 - I In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies

(Management and Administration) Rules, 2014, as amended from time to time the Company is pleased to provide 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 Services (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:

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 members as well as physical members)</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	<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 of the Company please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction no. 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 & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Members and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on www.evotingindia.com and register themselves as Corporates.
 - They should submit 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.

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- 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 regarding e-voting, you may refer the Frequently Asked Questions at www.evotingindia.com under help section.
- II The voting rights of shareholders 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, 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 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.
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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 (the Act)

The following statement sets out material facts relating to Special Business as mentioned under item numbers 3, 4 and 5 in the accompanying Notice dated 14th May, 2018.

The Company's Fund requirements:

The Board of Directors has taken a decision to raise the funds, to meet the Company's business expenditure and repayment of borrowings / loans by way to create / offer and issue of 1,00,00,000 Non-Convertible Redeemable Preferential Shares (NCRPS) of the face value of ₹10/- each at par for cash in one or more tranche(s), as the case may be, on preferential basis to Simplex Realty Limited, the Promoter of the Company.

Therefore, in order to facilitate the issuance of the said Preference Shares, the existing Authorised Share Capital is required to be increased and re-classified with approval of the Members for allotment of NCRPS on preferential basis to Simplex Realty Limited, the Promoter of the Company, in one more tranche(s) within the limits as set out in the Resolution.

Item Nos. 3 and 4

In light of the above, it is proposed to increase the Authorised Share Capital of the Company from the

existing ₹ 3,10,00,000/- (₹ Three Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹ 10/- each to ₹ 13,10,00,000 (₹ Thirteen Crores Ten Lakhs only) divided into 31,00,000 (Thirty One Lakhs) Equity Shares of ₹ 10/- each and 1,00,00,000 Non-Convertible Redeemable Preference Shares (NCRPS) of the face value of ₹ 10/- each as indicated in the Resolution at Item No. 3 of the Notice.

Consequently, it is also proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect such changes in the Authorised Share Capital of the Company.

The Resolution set out at Item No. 4 is relating to issue of NCRPS on the preferential basis, therefore, it is necessary to amend the capital clause of the Memorandum and Articles of Association of the Company.

The proposed increase in and re-classification of the Authorised Share Capital and consequent alterations in the Memorandum and Articles of Association of the Company, requires approval of the Members by passing of Ordinary Resolution.

A modified copy of Memorandum and Articles of Association of the Company is available for inspection without any fee by the Members at the registered office of the Company during the normal business hours on all

working days, upto and including the date of Twentieth Annual General Meeting (AGM).

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, except to the extent of their shareholding, if any, in the Company.

The Board accordingly, recommends the Ordinary Resolution as mentioned at Item Nos. 3 and 4 of the Notice for your approval.

Item No. 5

In furtherance of the explanation given above, the Company proposes to create, issue, offer and allot upto 1,00,00,000 Non-Convertible Redeemable Preference Shares (NCRPS) of the face value of ₹10/- each aggregating upto ₹10,00,00,000/- (₹ Ten Crores only) on preferential basis for cash, at par or otherwise to Simplex Realty Limited, the Promoter of the Company in one or more tranche(s), as the case may be.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended and the terms of the issue of the NCRPS, as under:

The size of the issue and number of preference shares to be issued and nominal value of each share	1,00,00,000 Non-Convertible Redeemable Preference Shares(NCRPS) of ₹ 10/- each aggregating upto ₹ 10,00,00,000/ only, in one or more tranche(s)
The nature of such shares i.e. cumulative or non – cumulative, participating or non – participating , convertible or non – convertible	Non-Convertible Redeemable Preference Shares
The objectives of the issue	To meet the Company's business expenditure and repayment of borrowings/loans and General Corporate purposes.
The manner of issue of shares	Preferential issue and allotment
The price at which such shares are proposed to be issued	The NCRPS will be issued at Par i.e. ₹ 10/- per share
The basis on which the price has been arrived at	To be issued at Par
The terms of issue, including terms and rate of dividend on each share, etc.	To be issued and offered on preferential basis, in one or more tranche(s) to Simplex Realty Limited, Promoter of the Company. The Preference Shares shall not carry any dividend on the Capital over the tenure of the Preference Shares
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The proposed Preference Shares shall be redeemed at par, within a period not exceeding 20 years from the date of allotment, in accordance with provision of Section 55 of the Act. The Preference Shares are not convertible into Equity Shares of the Company
The manner and modes of redemption	The proposed Preference Shares shall be redeemed in accordance with the provision of the Act or any such other applicable law, rules and regulations as may be applicable
The expected dilution in equity share capital upon conversion of preference shares	Not applicable. Since, the proposed Preference Shares are Non-Convertible in nature

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The Equity shareholding pattern of the Company as on 31st March, 2018 is as under:

Sr. No.	Category	Number of Shares	% to Share Capital
1	Promoter and Promoter Group	21,61,702	72.05
2	Public	8,38,773	27.95
Total		30,00,475	100

Please visit the Company's website, www.simplex-group.com and the Exchange (BSE Limited) website i.e. www.bseindia.com for detailed shareholding pattern.

Section 62(1) (c) of the Act, *inter-alia*, provides that where it is proposed to increase the subscribed capital of the company by the issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company, by way of preferential offer, if authorised by way of a Special Resolution.

Further, as per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a preferential basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each of the offers and invitations.

In view of the above, the proposed offer, issue and allot upto 1,00,00,000 NCRPS in the manner provided herein as per the Resolution set out at Item No. 5 of the Notice, requires approval of the Members by passing of Special Resolution.

As per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require approval of the Members of the Company.

The aforesaid Regulation provides that a transaction with a Related Party shall be considered as Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The above proposed transaction, being a transaction between the Company and the Promoter Company, exceeding 10 percent of the Company's turnover for the last financial year, is Material Related Party Transaction and therefore, the Company is also required to approval of Members. The prior approval of the Audit Committee has been received for the same.

All the related parties viz., all entities falling under definition of related parties as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall abstain from voting on the Resolution set out at Item No. 5 of the Notice, irrespective of whether the entity is a party to the particular transaction or not.

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, except to the extent of their shareholding, if any, in the Company.

The Board accordingly, recommends the Special Resolution as mentioned at Item No. 5 of the Notice for your approval.

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

Re-appointment of Shri Shekhar R Singh (Item No.2)

Shri Shekhar R Singh joined the Board of the Company on 19th January, 2013. He is a member of the Audit Committee and Nomination and Remuneration Committee of the Company. He is also a Director on the Board of Simplex Papers Limited and the member of the Audit Committee and Nomination and Remuneration Committee of the Simplex Papers Limited. Shri Shekhar R Singh is a commerce graduate, law graduate, post graduate diploma in Securities Law and an Associate Member of the Institute of Company Secretaries and having more than twelve years of experience in the field of Corporate Laws and SEBI matters.

Shri Shekhar R Singh does not hold by himself or for 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 Shekhar R Singh as a Director.

Except Shri Shekhar R Singh, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the Company.

The Board accordingly, recommends the Resolution as mentioned at Item No. 2 of the Notice for your approval.

For and on behalf of the Board of Directors

Shekhar R Singh
Director

Mumbai, 14th May, 2018

CIN L65900MH1998PLC116585

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 Mills Company 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 MILLS COMPANY 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 Mills Company 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:
- 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

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

Updation 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



Corporate Identification Number (CIN) - L65900MH1998PLC116585

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

ATTENDANCE SLIP

I hereby record my presence at the 20th Annual General Meeting held at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai-400001 on Wednesday, the 1st day of August, 2018 at 12.30 P.M. or soon after the conclusion of the Annual General Meeting of Simplex Realty Limited convened on the same day, whichever is later .

DP. ID. No. _____

Client I.D. No. _____

Folio No. _____

Full Name of the Member

Signature

Full Name of Proxy (in Block Capitals)

Signature

- 1) 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.
- 2) Members / Proxy holders should bring their copy of the Annual Report for reference at the Meeting.



Corporate Identification Number (CIN) - L65900MH1998PLC116585

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 Simplex Mills Company Limited, hereby appoint:

- 1. Name :..... Address:.....
E.mail ID:..... Signature:..... or failing him
- 2. Name :..... Address:.....
E.mail ID:..... Signature:..... or failing him
- 3. 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 20th Annual General Meeting of the Company, to be held on Wednesday, the 1st day of August, 2018 at 12.30 P.M. or soon after the conclusion of the Annual General Meeting of Simplex Realty Limited convened on the same day, whichever is later 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, the Reports of the Directors' and Auditors.		
2. Re-appointment of Shri Shekhar R Singh, as a Director, who retires by rotation.		
Special Business:		
3. To increase and re-classify the Authorised Share Capital.		
4. Approval for consequential amendment in the Articles of Association.		
5. To issue an offer and allot, upto 1, 00,00,000, Non-Convertible Redeemable Preference Shares of ₹10/- each on a preferential basis to Simplex Realty Limited, the Promoter of the Company.		

Signed this.....day of2018.

Affix
Revenue
stamp
(Signature)

Signature of Member

Signature of Proxy holder(s)

Notes:

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 along with 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 Joint holders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

Route map of venue of the AGM Hall

