

NOTICE

NOTICE is hereby given that the Twenty-First **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** will be held on Wednesday, the 7th August, 2019 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 Babubhai Chinai Committee Room, 2nd Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 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, 2019 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Sita Sunil (DIN 00041722), who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

3. 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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Shri Sabhapati G Shukla (DIN 02799713), was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 upto 31st March, 2024;

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

Manika Arora
Company Secretary

Mumbai, 8th May, 2019
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 provision of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business under **Item Number 3** of the Notice dated 8th May, 2019 is appended hereto.
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 Twenty-First Annual General Meeting (AGM), forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

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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 Friday, the 2nd August, 2019 to Wednesday, the 7th August, 2019 (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.
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 2018-19 is being sent to all Members whose email addresses are registered with the Company/Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode.
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, 4th August, 2019 (10.00 a.m.) and ends on Tuesday, 6th August, 2019 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Wednesday, the 31st July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (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	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.
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- (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.

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- (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 & 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.
 - 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 31st July, 2019.
- III Shri Pankaj Khandelwal, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated 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 (11.00 a.m. to 1.00 p.m.) on all working days, upto and including the date of the AGM of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

The following statement sets out material facts relating to Special Business as mentioned under Item Number 3 in the accompanying Notice dated 8th May, 2019.

Item Number 3

The Members of the Company at the 16th Annual General Meeting held on 6th August, 2014 approved the appointment of Shri Sabhapati G Shukla as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 1st April, 2014

upto 31st March, 2019, as the first term of a 5 (five) consecutive years.

The Board of Directors at the meeting held on 7th February, 2019 on the recommendation of the Nomination and Remuneration Committee and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, has recommended for approval of Members, the

re-appointment of Shri Sabhapati G Shukla as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 1st April, 2019 upto 31st March, 2024, shall not be liable to retire by rotation.

Shri Sabhapati G Shukla is a Science and Law graduate and also a post graduate diploma in Hospital & Health Care Management and having experience in the field of General Administration and Management. He currently serves as an Independent Director on the Board of Simplex Realty Limited and also member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Simplex Realty Limited.

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

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

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

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

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

A copy of the draft letter for re-appointment of Shri Sabhapati G Shukla setting out the terms and conditions of re-appointment is available for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 1.00 p.m.) on all working days, upto and including the date of the AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing special resolution as set out in this item of the Notice for re-appointment of Shri Sabhapati G Shukla as an Independent Director of the Company.

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

The Board recommends the Resolution at Item Number 3 of the Notice for your approval.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Re-appointment of Smt. Sita Sunil (Item Number 2)

Smt. Sita Sunil joined the Board of the Company on 8th June 2009. She is also a Director on the Board of Simplex Papers Limited.

Smt. Sita Sunil is a commerce graduate and having more than ten years of experience in the field of Marketing and 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. Sita Sunil as a Director.

Except Smt. Sita Sunil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Number 2 except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution at Item Number 2 of the Notice for your approval.

Re- Appointment of Shri Sabhapati G Shukla as an Independent Director (Item Number 3)

For the details of re- appointment of Shri Sabhapati G Shukla as an Independent Director of the Company, for the second term of 5 (five) consecutive years with effect from 1st April, 2019 upto 31st March, 2024, please refer to the above Explanatory Statement in respect to Special Business set out at Item Number 3 of the Notice of the AGM pursuant to the Companies Act, 2013.

By Order of the Board of Directors

Manika Arora
Company Secretary

Mumbai, 8th May, 2019

CIN L65900MH1998PLC116585

Registered Office:

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



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 21st Annual General Meeting held at Babubhai Chinai Committee Room, 2nd Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 on Wednesday, the 7th day of August, 2019 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 21st Annual General Meeting of the Company, to be held on Wednesday, the 7th day of August, 2019 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 Babubhai Chinai Committee Room, 2nd Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:



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

Resolutions	For	Against
Ordinary Business:		
1. Adoption of the Audited Financial Statements, the Reports of the Directors' and Auditors		
2. Re-appointment of Smt. Sita Sunil, as a Director, who retires by rotation		
Special Business:		
3. Re-appointment of Shri Sabhapati G Shukla as an Independent Director		

Signed this.....day of2019.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
stamp
(Signature)

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 so wishes.
4. In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

[illegible]

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