

NOTICE

NOTICE is hereby given that the **Twenty-Third ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** will be held on Tuesday, the 6th July, 2021 at 11.00 a.m. 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, 2021 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. Re-appointment of Shri Manish Harshey (DIN: 07733097) as an Independent Non-Executive Director of the Company for a second term of 5 years w.e.f 20th February, 2022

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Manish Harshey, whose first term as an Independent Non-Executive Director of the Company expires on 19th February 2022, and who is eligible to be reappointed as an Independent Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 20th February, 2022 upto 19th February, 2027;

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deed, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

4. **Reclassification of Promoters into Public Category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors and subject to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, and subject to the necessary approval from the Securities and Exchange Board of India (SEBI), BSE Limited and other appropriate Statutory authorities, as may be necessary, the consent of the Members be and is hereby accorded to re-classify the following persons (hereinafter individually and jointly referred to as the 'outgoing promoters') from the Promoter to Public Shareholding of the Company:

NAME OF OUTGOING PROMOTERS	NO. OF SHARES	%
Shashi A Patodia	4,765	0.16
Sandip Somany	2,302	0.08
Nalini Somany	311	0.01
Kamladevi Devratan Bagri	243	0.01
Sumita Somany	25	0.00

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) for reclassification for the aforesaid outgoing promoters, the Company shall effect such re-classification in the statement of shareholding pattern of the Company from the immediate succeeding quarter end under Regulation 31 of the Listing Regulations, under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force;

SIMPLEX MILLS COMPANY LIMITED

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to execute and submit the reclassification application to BSE Limited and thereby execute all documents, instruments, papers and writings to do all such acts, things and deeds on behalf of the Company, as may be required from time to time, to give effect to this resolution.”

5. Consolidation of face value of equity shares of the company from ₹10/- per share to ₹1000/- per share and Alteration of Memorandum of Association of the company

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

“**RESOLVED THAT** pursuant to Section 61(1)(b) and all other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) and any other statutory provisions and regulations, as may be applicable, and in accordance with the Articles of Association of the Company, and subject to such approvals, sanctions, consents and permissions, as may be necessary or required from any appropriate or statutory authorities including National Company Law Tribunal (NCLT) consent of the Members of the Company be and is hereby accorded to consolidate 100(One Hundred) Equity Shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each in the capital of the Company fully paid -up, into 1 (one) equity Share of face value of ₹ 1000/- (Rupees One Thousand Only) each fully paid-up;

RESOLVED FURTHER THAT pursuant to the Consolidation of the Equity Shares of the Company, the 100 (One Hundred) paid up Equity Shares of the Company of the face value of ₹ 10/- (Rupees Ten) each, as existing on the Record Date shall stand consolidated into 1(One) Equity Share of the face value of ₹ 1000/- (Rupees One Thousand) each fully paid-up, with effect from the Record Date to be fixed by the Board of Directors for this purpose;

RESOLVED FURTHER THAT no letter for consolidation of shares shall be issued but the share certificates for the consolidated new equity shares of ₹1000/- (Rupees One Thousand) each to be delivered to the shareholders who hold existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of ₹ 10/- each shall stand cancelled from the date of issue of new share certificate of ₹

1000/- each and the respective beneficiary accounts be credited with the consolidated new equity shares of face value of ₹ 1000/- each for such shareholders who hold the existing shares in dematerialised form;

RESOLVED FURTHER THAT the Company shall not issue fractional shares to those shareholder who become entitled to a fraction of an equity share pursuant to the consolidation. All fractional entitlements resulting from the consolidation shall be aggregated and round up the aggregate of such fractions to the next whole number (except fraction of shares which can not be rounded of to whole number shall stand cancelled and will be paid back by the trustee) and such number of shares so arising shall be held by trust/trustee appointed by the Board who shall dispose off the said shares in the market at the best available price or at such fair price arrived based on the generally accepted valuation method, in one or more lots and the decision of the Trust/Trustee in this regard shall be final and binding on all the concerned and the Trust/Trustee shall hold the net sale proceeds of all such shares after deducting therefrom all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements;

RESOLVED FURTHER THAT pursuant to Section 13, 61 and other applicable provisions, if any of the Companies Act, 2013 the existing clause V(a) of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V(a):

The Authorised Share Capital of the Company is ₹13,10,00,000/- (Thirteen Crores Ten Lakhs only) divided into 31,000 (Thirty-One thousand) Equity Shares of ₹1000/- 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 the Board be and is hereby authorised to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in order to give effect to the above resolution;

RESOLVED FURTHER THAT the Managing Director and/or Chief Financial Officer and / or Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of this resolution to various authorities.”

6. Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with all the applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘the Act’), the consent of the members of the Company be and is hereby accorded for the substitution of the existing Article 4 of the Articles of Association of the Company, with the following new Article 4:

“The Authorised Share Capital of the Company shall

be as per the Clause V (a) of the Memorandum of Association of the Company, 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 the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient to give effect to this Resolution and to take all such steps as may be required in this connection including filing the requisite forms or submission of documents with regulatory authorities and seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Harshika Kataria
Company Secretary

Mumbai, 27th May 2021

CIN L65900MH1998PLC116585

Registered Office:
Village Shivni,
Taluka and District,
Akola 444001

SIMPLEX MILLS COMPANY LIMITED

NOTES:

1. The details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standards in respect of the Directors seeking appointment/re-appointment at the Twenty Third Annual General Meeting (the AGM), forms integral part of the Notice. The Directors have furnished the requisite declarations for their 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, followed Circular No. 02/2021 dated January 13, 2021 (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 sending notice of the Annual General Meeting and other correspondences related thereto, through electronic mode and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations")– Covid-19 pandemic" and circular no. SEBI/ HO/ CFD / CMD2 / CIR / P / 2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI Listing Regulations, 2015 due to the COVID-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The corporate office of the Company shall be deemed to be the venue for the AGM.
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 and to vote through remote e-voting to the Scrutinizer by e-mail to pankaj.cs@hotmail.com with a copy marked to 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 Wednesday, the 30th June, 2021 to Tuesday, the 6th July, 2021 (both days inclusive) for the purpose of the Twenty Third 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. 6th July, 2021. Members seeking to inspect such documents can send an email to 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 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 and relogged transfers of securities. Further, SEBI vide its circular no. SEBI / HO / MIRSD / RTAMB / CIR / P / 2020 / 236 dated December 2, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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 Depositories 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, 3rd July, 2021 (09.00 A.M.) and ends on Monday, 5th July, 2021 (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 29th June, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Any person, holding shares in physical form and non-individual shareholders 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. 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. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode 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 i.e. 29th June, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

SIMPLEX MILLS COMPANY LIMITED

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in 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/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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*****.
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***

5. Password details for shareholders other than Individual shareholders 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) 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.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at 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/1800 1020 990 /1800 224 430

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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), self-attested scanned copies of PAN card and AADHAR card by email to support@freedomregistry.co.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.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, 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.
3. 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.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 from 1st July, 2021 (9:00 a.m. IST), to 3rd July, 2021 (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/ 1800 1020 990 /1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL, at evoting@nsdl.co.in

SIMPLEX MILLS COMPANY LIMITED

- 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, 29th June, 2021.
- III Shri Pankaj Khandelwal, Practicing 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 NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 Nos. 3 to 6** of the accompanying Notice dated 27th May, 2021.

Item No. 3

The Members of the Company at the 19th Annual General Meeting held on 8th August, 2017 approved the appointment of Shri Manish Harshey as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 20th February, 2017. Shri Manish Harshey will be completing his first term on 19th February, 2022.

The Board of Directors at the meeting held on 27th May, 2021, 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 Manish Harshey as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 20th February, 2022 upto 19th February, 2027, shall not be liable to retire by rotation.

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

Shri Manish Harshey, aged 45 years, is a professionally qualified surgeon, who is working as an Ophthalmologist. During the financial year under

review, he has attended all the four Meetings of the Board. Further, he is not related to any Director or Key Managerial Personnel of the Company.

Shri Manish Harshey is a Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company. He also serves as an Independent Director on the Board of Simplex Papers Limited and also a Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Simplex Papers Limited.

Shri Manish Harshey does not hold by himself or of any other person on a beneficial basis, any Shares in the Company.

Shri Manish Harshey is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director and a declaration to 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.

The Company has received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Shri Manish Harshey for the office of Independent Director of the Company.

In the opinion of the Board, Shri Manish Harshey 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 Manish Harshey is independent of the management.

A copy of the draft letter for re-appointment of Shri Manish Harshey setting out the terms and conditions of re-appointment is available for inspection at the

Corporate Office of the Company during normal business hours (11.00 A.M. to 1.00 P.M.) on all working days, upto and including the date of the AGM.

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

Except Shri Manish Harshey, 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 no. 3 except to the extent of their shareholding, if any, in the Company.

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

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

Item no. 4

The Company had received an application from the following outgoing promoters for re-classification of their shareholding from Promoter Category to Public Category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) on 1st April 2021. The current shareholding of the outgoing promoters is as under and they do not hold more than 10% of the total voting rights in the Company:

Name of Outgoing Promoters	No. of shares	%
Shashi A Patodia	4,765	0.16
Sandip Somany	2,302	0.08
Nalini Somany	311	0.01
Kamladevi Devratan Bagri	243	0.01
Sumita Somany	25	0.00

It may be noted that the outgoing promoters seeking re-classification and persons related to the promoters seeking re-classification do not:

1. exercise control over the affairs of the listed entity directly or indirectly;

2. have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
3. be represented on the board of directors (including not having a nominee director) of the listed entity;
4. act as a key managerial person in the listed entity;
5. be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
6. be a fugitive economic offender.

The outgoing promoters have also confirmed in their application that they shall continue to comply with the requirements of Regulation 31A (4) of the Listing Regulations, subsequent to re-classification as public.

The Outgoing Promoters have informed that the rationale for such re-classification is that they are not engaged in the management or day to day affairs of the Company and also do not have ability to control the management or decision making process of the Company in any manner whatsoever including by virtue of their shareholding and that none of their act would influence the decision taken by the Company.

Accordingly on the basis of the rationale and the confirmation provided by them in accordance with provisions of Regulation 31A of the Listing Regulations, the Board in their meeting held on 7th April 2021, approved the said reclassification application. The members are requested to note that the Company, post reclassification will continue to be compliant with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations.

In accordance with Regulation 31A of the Listing Regulations, the Company is required to obtain approval of members by way of Ordinary resolution for reclassification of promoters to Public Category and thereafter obtain approval of the Stock Exchange. Accordingly, the Board recommends the Resolution at Item no. 4 to the members for their approval as an Ordinary Resolution.

The Promoter and Promoter Group shareholding in the Company would be 71.82% after the above reclassification.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the said resolution.

Item no.5 & 6

Considering the mutual benefits of Consolidation to the Shareholders and the Company, the Management of the Company proposed to consolidate the share capital by increasing its face value from ₹ 10/- to ₹ 1000/-.

SIMPLEX MILLS COMPANY LIMITED

The proposed Consolidation will result in increase in trading price of each share which will attract the attention of the institutional investors and fund managers. The increased price per share will also generate interests among investors. These factors may encourage trading in shares of the Company which are currently very infrequently traded.

As per the data available with the Company certain shareholder are holding shares in the Company from more than a decade are untraceable and the notices sent to them are returned undelivered to the Company. Many Shareholders wish to sell their shares. But since the shares of the Company are very infrequently traded,

the shareholders have no exit route. They are unable to sell their shares even if they may not be interested in the Company.

However, if the shares are consolidated by increasing their face value from ₹ 10/- to ₹ 1000/- it would provide an exit route to the fragmented minority shareholders. They will receive fair price for their shares which presently they are unable to sell.

It further believes that the overhead costs incurred on servicing the fragmented minority shareholding who are holding vary minimal shares will be reduced significantly post consolidation and will get an exit opportunity.

Pre and Post Share Capital

	Pre - Consolidation	Post - Consolidation
Authorized Share Capital	₹ 13,10,00,000/- (Rupees 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.	₹ 13,10,00,000/- (Rupees Thirteen Crores Ten Lakhs only) divided into 31,000 (Thirty One Thousand) Equity Shares of ₹ 1,000/- each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 10/- each.
Issued and Subscribed Share Capital	₹ 3,00,04,750 (Rupees Three Crores Four Thousand Seven Hundred Fifty Only) divided into 30,00,475 (Thirty Lakhs Four Hundred Seventy Five only) Equity Shares of ₹ 10/- each.	*₹ 3,00,04,000 (Rupees Three Crore Four Thousand Only) divided into 30,004 (Thirty Thousand Four only) Equity Shares of ₹ 1,000/- each.
*Note	In order to eliminate the fractional share capital, 75 Equity Shares of face value of ₹ 10/- each shall stand cancelled, and pursuant to provision of Section 61(1)(b), such cancellation shall not be deemed to be a reduction of share capital.	

All the fractional entitlement shall be paid as per the best available price or at such fair price arrived at based on the generally accepted valuation method. The Company shall appoint such Registered valuer or any other valuer, wherever required to arrive at the fair price of the Company.

The power to consolidate the shares is required to be exercised by the Company in a General Meeting. The Memorandum of Association (MOA) and Articles of Association (AOA) of the Company will also require alteration so as to reflect the consolidated share capital. Accordingly, the resolution at Item No. 5 and 6 of the notice seeks approval of the members for consolidating the share capital of the Company and consequent amendments to its MOA and AOA by way of Special Resolution.

After obtaining members' and other necessary approvals, the Board shall fix the record date for ascertaining the list of shareholders for the purpose of consolidation of shares. All fractional entitlements will be consolidated into whole shares (rounded off to the

nearest complete Share) and sold off in the market through a Trust/Trustee created/appointed for this purpose. The Sale proceeds of the same will be distributed to the members in the ratio of their fractional entitlements after deducting the expenses incurred in this regard, if any.

The approval of members as mentioned herein above shall be subject to the approval of the National Company Law Tribunal, stock exchange and such statutory or appropriate authority if any, required pursuant to the proviso to Section 61 (1) (b) of the Companies Act, 2013.

The Board of Directors hereby recommends the resolutions at Item No. 5 and 6 for approval of members to be passed as a Special Resolutions and the same shall be subject to the necessary approvals as mentioned herein above.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding, if any, in the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS- 2:**Re-appointment of Shri Shekhar R Singh (DIN 03357281) (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, Nomination and Remuneration Committee and Stakeholder Relationship 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 aged 36 years, 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.

Shri Shekhar R Singh has attended all the four Board Meetings held during the year. Further, he is not related to any Director or Key Managerial Personnel of the Company.

Except Shri Shekhar R Singh, being an appointee, none of the Directors or Key Managerial Personnel 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.

Re-appointment of Shri Manish Harshey as an Independent Director (Item No.3)

For the details of Shri Manish Harshey as an Independent Director of the Company, for the second term of five (5) consecutive years with effect from 20th February, 2022 upto 19th February, 2027, please refer to the above explanatory statement in respect to Special Business set out at Item No. 3 of the Notice of the AGM pursuant to the Companies Act, 2013.

By Order of the Board of Directors

Harshika Kataria
Company Secretary

Mumbai, 27th May 2021

CIN L65900MH1998PLC116585

Registered Office:
Village Shivni, Taluka and District,
Akola 444001

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
Corporate Office:
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 –

- Name:
- Date of Birth:
- Father's / Mother's / Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail Id. & Telephone No.:
- Relationship with the security holder(s):

3. IN CASE NOMINEE IS A MINOR –

- Date of birth:
- Date of attaining majority:
- Name of guardian:
- Address of guardian:

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

- Name:
- Date of Birth:
- Father's / Mother's / Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail Id. & Telephone No.:
- Relationship with the security holder(s)
- 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
Corporate Office:
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400 011

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

Or

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

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

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

2. (a) PARTICULARS OF NOMINEE/S –

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

(b) IN CASE NOMINEE IS A MINOR –

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

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

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

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

Signature(s)

Name(s) and Address of Witness

Signature

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