

NOTICE

NOTICE is hereby given that the Twenty-Second **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX PAPERS LIMITED** will be held on Tuesday, the 9th August, 2016 at 1.00 p.m. or soon after the conclusion of the Annual General Meeting of Simplex Mills Company 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 - 400001 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, 2016 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.
3. Ratification of appointment of Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of M/s. Vijay Rungta & Co, Chartered Accountants, Mumbai (ICAI Registration Number 111427W), as Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of Twenty - Third AGM of the Company, on a remuneration as may be fixed by the Board of Directors."

Special Business

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 the Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri K. C. Murarka (DIN 00157829), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st February, 2016 in terms of Section 161(1) of the Companies Act, 2013 read with the Article 182(a) of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st January, 2021, not be liable to retire by rotation."

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 Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made

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thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to give loans and/or to give guarantee and/or to invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of ₹ 3,00,00,000/- (₹ Three crore only), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively transactions) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise,

either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions.”

For and on behalf of the Board of Directors

Shekhar R Singh
Director

Mumbai, 6th May, 2016

CIN L21010MH1994PLC078137

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 **Item Nos. 4, 5 and 6** of the Notice dated 6th May, 2016 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 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 remain closed from Tuesday, the 2nd August, 2016 to Tuesday, the 9th August, 2016 (both days inclusive) for the purpose of the Twenty- Second 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-422 007. 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

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Authorized Representative carries a duly certified true copy of their Board Resolution.

9. The Draft Articles of Association of the Company will be open for inspection between 10.00 a.m. to 6.00 p.m. on all working days at the Registered Office of the Company upto the date of the AGM of the Company.

10. As a part of Green Initiative, allows Company to go for paperless compliances by sending Notice, Annual Report and other related documents by e-mail to the Member. Many of the Members have registered their e-mail address and we thank them for the same. Members, who have not registered their e-mail address so far, may, as a support to this initiative, register their e-mail address by sending an e-mail to 'support@freedomregistry.in' quoting their Name, Folio No. / DP ID / Client ID and e-mail address to be registered with us for enabling us to send documents in electronic form.

11. 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 Twenty-second 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 Thursday, the 4th August, 2016 (10.00 a.m.) and ends on

Monday, the 8th August, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or dematerialized form as on the cut - off date (record date) Monday, the 1st August, 2016 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 shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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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.

- (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 cast by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login 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, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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| 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 Monday, the 1st August, 2016. | | |
| 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, up to and including the date of the AGM of the Company. |

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013(the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Item Nos. 4, 5 and 6** of the accompanying Notice dated 6th May, 2016.

Item No. 4

The Board of Directors at its meeting held on 1st February, 2016, appointed Shri K. C. Murarka as an Additional Director under Section 161(1) of the Act read with Article 182(a) of the Articles of Association of the Company in the category of Independent Non-Executive Director of the Company for five consecutive years under Section 149 of the Act with effect from 1st February, 2016. His appointment is subject to the approval of the Shareholders.

In terms of the provisions of Section 161(1) of the Act, Shri K. C. Murarka holds office upto the date of this AGM.

The Company has received a notice from a Member proposing Shri K. C. Murarka as a candidate for the office of the Company. Copy of the draft letter for appointment of Shri K. C. Murarka as an Independent Director would be available for inspection without any fees by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Directors therefore consider that Shri K. C. Murarka has fulfilled the conditions specified in the Act and under Regulation 16(1)(b) of the SEBI Regulations for his appointment as an Independent Director of the Company and is Independent of the management and the requisite consent, pursuant to Section 152 of the Act has been filed by Shri K. C. Murarka.

Shri K. C. Murarka has more than 35 years of experience in the field of Chemical industry. Your Directors are of the view that the Company would benefit from his knowledge and experience. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Shri K. C. Murarka as an Independent Director.

Shri K. C. Murarka does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Shri K. C. Murarka, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Resolution at Item No. 4. of the Notice for your approval.

Item No. 5

The existing Articles of Association (AoA) of the Company is based on the provision of the Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 (New Act). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration/deletions. Given this position, it is considered expedient to wholly replace the existing AoA with a new AoA.

It is thus expedient to adopt a new AoA (primarily based on Table F as set out under the Companies Act, 2013), in place of existing AoA of the Company instead of amending the AoA by alteration/incorporation provisions of the Companies Act, 2013.

The copy of proposed new AoA of the Company is being uploaded on Company's website for perusal by the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is in any way, financial or otherwise, interested or concerned in this resolution.

The Board recommends the Resolution at Item No. 5 of the Notice for your approval.

Item No. 6

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Company can make loans, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees

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given and securities provided exceeds the aforesaid limits, prior approval of the Shareholders is required by way of a special resolution.

In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the Members to make loan/invest/provide guarantees/security, for an amount not exceeding ₹ 3,00,00,000/- (₹ Three crore only), under the aforesaid provisions of Section 186 of the Companies Act, 2013.

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 No. 2)

Smt. Sita Sunil joined the Board of the Company on 8th June 2009. She is also a Director on the Board of Simplex Mills Company Limited, Shrinathji Flour Mills Private Limited, Twenty first Century Management Services Limited and Twenty first Century Shares and Securities Limited.

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

Smt. Sita Sunil 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.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is in any way, financial or otherwise, interested or concerned in this resolution.

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

Except Smt. Sita Sunil, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

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

Appointment of other Director (Item No. 4)

For the details of Shri K. C. Murarka, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 4 of the Notice of the AGM pursuant to Section 102 of the Companies Act, 2013.

For and on behalf of the Board of Directors

Shekhar R Singh
Director

Mumbai, 6th May, 2016

CIN L21010MH1994PLC078137

Registered Office:

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