

## NOTICE

NOTICE is hereby given that the Hundred and Eight **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** will be held on Wednesday, the 4<sup>th</sup> day of August, 2021 at 11.30 a.m. through Video Conferencing (“VC”)/ Other Audio Video Means (“OAVM”) to transact the following businesses: -

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Directors’ and Auditors’ thereon.

#### 2. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Shri Sanjay N Damani (DIN 03078104), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Re-appointment of Shri Sabhapati G. Shukla (DIN: 02799713) as an Independent Director of the Company

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

“**RESOLVD THAT** pursuant to the provisions of Section 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, was appointed as an Independent Director on 21<sup>st</sup> October 2016 who holds office of Independent Director upto 20<sup>th</sup> October, 2021, 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 five(5) consecutive years with effect from 21<sup>st</sup> October, 2021 upto 20<sup>th</sup> October, 2026;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Shri Sabhapati G. Shukla after he attains the age of 75 years, as an Independent Director of the Company;

**RESOLVED FURTHER THAT** the Board or Company Secretary of the Company, be and is 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. Re-appointment of Smt. Sandhya R Kini (DIN: 03346789) as a Whole Time Director for a period of three years w.e.f. 21<sup>st</sup> October, 2021

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 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment including remuneration of Smt Sandhya R Kini as a Whole Time Director of the Company, for a period of three years with effect from 21<sup>st</sup> October, 2021 to 20<sup>th</sup> October, 2024, liable to retire by rotation and as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors in its meeting held on 31<sup>st</sup> May, 2021, upon the terms and conditions including remuneration as set out in the draft agreement (the Agreement) to be entered into between the Company and Smt. Sandhya R Kini, as set out in the explanatory statement annexed to the notice convening this meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“the Board”, which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby

# SIMPLEX REALTY LIMITED

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authorized to revise, amend, alter and/or vary the terms and conditions of re-appointment including remuneration in such a manner as may be permitted in accordance with the provisions of the Section 197, Schedule V and any amendment thereto or re-enactment thereof;

**RESOLVED FURTHER THAT** in case the Company, during the currency of tenure of Smt. Sandhya R Kini, as referred above, has no profits or its profits are inadequate, Smt. Sandhya R Kini, an Executive Director of the Company be paid the aforementioned remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V of the Act;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Company Secretary of the Company 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 in order to implement and give effect to the foregoing resolution."

**5. Revision in terms of remuneration of Shri. Sanjay N Damani (DIN: 03078104), Executive Director of the Company**

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

**"RESOLVED THAT** in partial modification of the resolution passed by the Members at the 105<sup>th</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2018 for the re-appointment of Shri Sanjay N Damani, Whole time Director designated as an Executive Director of the Company and pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (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 and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modification(s) as may be imposed or prescribed by any of the authorities while granting such sanctions,

approvals and permissions, consent of the Members of the Company be and is hereby accorded for the revision in the terms of remuneration payable to Shri Sanjay N Damani, Whole-time Director designated as an Executive Director of the Company, by way of increase in the maximum amount of salary to ₹ 90,000/- per month (₹ Ninety Thousand only) with proportionate to increase in the benefits related to basic salary and perquisites, if any (including the remuneration to be paid in the event of no profits or its profits are inadequate in any financial year during the tenure of his re-appointment), effective from 1<sup>st</sup> April, 2021, for the unexpired period of his term, as set out in the Explanatory Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER THAT** all other terms and conditions of his re-appointment, as approved earlier by the Members in the 105<sup>th</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2018 and which are not dealt with in this resolution, shall remain unaltered;

**RESOLVED FURTHER THAT** the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Section 197, Schedule V and any amendment thereto or re-enactment thereof;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Company Secretary 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

**Paras Shah**  
Company Secretary

Mumbai, 30th June, 2021  
CIN: L17110MH1912PLC000351

**Registered Office:**  
30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai-400011

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business under **Item number 3, 4 and 5** of the Notice dated 30<sup>th</sup> June, 2021 is appended hereto. The relevant details of Directors seeking appointment/re-appointment pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is given in Annexure to this Notice.
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 the AGM through VC/OAVM and to vote through remote e-voting to the Scrutinizer by e-mail to [pankaj.cs@hotmail.com](mailto:pankaj.cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3,4 and 5 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos.3,4 and 5 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. **Book Closure:**

The Register of Members and Transfer Books of the Company will be closed from Thursday, the 29<sup>th</sup> day of July, 2021 to Wednesday, the 4<sup>th</sup> day of August, 2021 (both days inclusive) for the purpose of the Hundred and Eight Annual General Meeting (the AGM) or any adjournment thereof.
8. 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.4<sup>th</sup> August, 2021. Members seeking to inspect such documents can send an email to [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com)
9. **Unclaimed Dividends:**
  - (a) **Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date on which dividend has become due for payment to the

Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting ₹ 1,64,714/- pertaining to the financial year 2012-2013 has been transferred to IEPF on 29<sup>th</sup> September, 2020.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year ended 31<sup>st</sup> March, 2014 and onwards is requested to approach the Company/Share Transfer Agent (STA) of the Company for claiming the same as early as possible but not later than 11<sup>th</sup> September, 2021.

**(b) Details of Unclaimed Dividends on Website:**

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31<sup>st</sup> March, 2014 and subsequent years on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company, [www.simplex-group.com](http://www.simplex-group.com).

**(c) Transfer of "Underlying Share" into IEPF:**

In terms of Section 125(6) of the Act read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules.

The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under "Investor Relations" section on the website of the Company.

**10. Nomination Facility:**

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 / 2050 Nomination%20Form.pdf](http://www.simplex-group.com/upload_pdf/2050Nomination%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.

**11. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Share Transfer Agent (STA) 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 STA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

**12.** To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's STA /their Depository Participants, in respect of shares held in physical/electronic mode respectively.

**13.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed 31<sup>st</sup> March, 2021 as the cut-off date for relodgement of transfer deeds and the shares which 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 Registrar and Share Transfer Agent, Freedom Registry Limited for assistance in this regard.

14. 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.

#### 15. Voting through Electronic means

I In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, as amended from time to time the Company is pleased to provide the Members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The facility for voting, through electronic voting system shall also be made available during the AGM. The Members attending the meeting, through VC/OAVM 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 Sunday, 1<sup>st</sup> August, 2021 (9.00 A.M.) and ends on Tuesday, 3<sup>rd</sup> August, 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. Wednesday, the 28th July, 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](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. 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](http://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. 28<sup>th</sup> July, 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:

#### 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 9<sup>th</sup> December, 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:

# SIMPLEX REALTY LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="392 245 1285 543">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> <li data-bbox="392 548 1285 631">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="392 636 1285 931">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="392 950 1285 1077">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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="392 1083 1285 1166">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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li data-bbox="392 1171 1285 1231">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="392 1236 1285 1382">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p data-bbox="392 1400 1285 1612">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 <b>e-Voting service provider-NSDL</b> 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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method 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'.

# SIMPLEX REALTY LIMITED

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- (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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address 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.

## **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](mailto:pankaj.cs@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of any grievances connected with facility for e-voting, please contact Ms. Sarita Mote, Assistant Manager, Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in), or call on 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), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [support@freedomregistry.co.in](mailto: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](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**16 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.

**17. 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 [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) from 28<sup>th</sup> July, 2021 (9:00 a.m. IST), to 30<sup>th</sup> 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](mailto:evoting@nsdl.co.in)/ 1800 1020 990 /1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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. Wednesday, 28<sup>th</sup> July, 2021.
  - III Shri Pankaj Khandelwal, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.simplex-group.com](http://www.simplex-group.com) and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

# SIMPLEX REALTY LIMITED

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## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under **Item numbers 3, 4 and 5** of the accompanying Notice dated 30th June, 2021.

### Item No.3

The Members of the Company at the 104<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> August, 2017 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 21<sup>st</sup> October, 2016. Shri Sabhapati G. Shukla will be completing his first term on 20<sup>th</sup> October, 2021.

The Board of Directors at the meeting held on 31<sup>st</sup> May, 2021, and pursuant to 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 21<sup>st</sup> October, 2021 upto 20<sup>th</sup> October, 2026, 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 Sabhapati G. Shukla, aged 70 years, is a science and a law graduate, and also a post graduate diploma in Hospital and Health Care Management.

He has vast experience in the field of General Administration and Management. He currently serves as an Independent Director on the Board of Simplex Mills Company Limited. He is also a Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Simplex Mills Company Limited.

Shri Sabhapati G. Shukla holds 135 Equity Shares in the Company. During the year under review, he has attended all four meetings of the Board. Further, he is not related to any Directors or Key Managerial Personnel of the Company.

Shri Sabhapati G. Shukla 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 Sabhapati G. Shukla for the office of Independent Director of the Company.

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.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Shri Sabhapati G. Shukla as an Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

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 without any fee by the members by sending a request through email at [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) during 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 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 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**

Smt. Sandhya R Kini was appointed Whole-time Director of the Company for a period of five years with effect from 21<sup>st</sup> October, 2016. The term of her office expires on 20<sup>th</sup> October, 2021. The Board of Directors at its meeting held on 31st May, 2021 and pursuant to the recommendation of Nomination and Remuneration Committee approved the re-appointment of Smt Sandhya R Kini as Whole-time Director designated as the Executive Director of the Company for a further period of three years with effect from 21<sup>st</sup> October, 2021, upon the terms and conditions, including as to remuneration as set out in the Agreement, subject to the necessary approvals.

Smt. Sandhya R Kini, aged 52 years has been associated with the Company since 2011 and holds 100 equity shares in the Company. She is a commerce graduate from University of Mumbai and has experience in the field of general administration.

She has attended all four Meetings of the Board during the year under review. She currently serves as a Director on the Boards of Lucky Vyapaar and Holdings Private Limited and Simplex Renewable Resources Private Limited. Further, she is not related to any of the Directors or Key Managerial Personnel of the Company.

The Agreement to be executed between the Company and Smt. Sandhya R Kini contains, inter-alia, the following terms and conditions:

#### **I Remuneration:**

##### **I Salary:**

The proposed remuneration is ₹ 51,000/- per month, payable as under:

- a Basic Salary: ₹ 20,400/- per month
- b House Rent Allowance: ₹10,200/- per month.
- c Perquisite as shown below upto ₹20,400/- per month.

#### **ii Perquisites:**

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

A In addition to salary, Smt. Sandhya R Kini will be entitled to perquisites and allowances like personal medical insurance and such other payments in nature of perquisites and allowances as may be decided by the Board from time to time on the recommendation of the Nomination and Remuneration Committee, to discharge her duty as the Executive Director.

B Smt. Sandhya R Kini shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service.

C The Executive Director shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

#### **II Minimum Remuneration:**

Where in respect of any financial year, during the tenure of Smt. Sandhya R Kini, an Executive Director of the Company, the Company has no profits or its profits are inadequate, Smt. Sandhya R Kini shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V of the Act.

#### **III Other Terms and Conditions:**

A The tenure of the Executive Director shall be for a period of three years commencing from 21<sup>st</sup> October, 2021.

B The Executive Director will devote her whole

# SIMPLEX REALTY LIMITED

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time and attention to the business of the Company and carry out such duties, as may be entrusted to her by the Board from time to time and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.

- C The Executive Director shall not exceed the powers so delegated by the Board pursuant to clause (III)(B) above.
- D The Executive Director undertakes to employ the best of the skill and ability to make the utmost endeavors to promote the interest and welfare of the Company and to conform and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.
- E The personnel policies of the Company and the related rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
- F The terms and conditions of the appointment including the remuneration of the Executive Director may be altered / revised and varied from time to time by the board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed between the Board and Executive Director, which shall be in accordance with the provisions of Section 197 read with Schedule V of the Act.
- G The Executive Director shall not, during the period of her employment and without the previous consent in writing of the Board, engage or interest herself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the business and further, shall not, in any manner, whether directly or indirectly use, apply or utilise her knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.
- H. The Executive Director shall not, during the continuance of her employment with the

Company, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for her own or for whatever purpose, of any confidential information or knowledge obtained by her during her employment as to the business or affairs of the Company or as to any trade secret or secret processes of the Company and the Executive Director shall, during the continuance of her employment hereunder, also use her best endeavors to or even any other person, firm, company or body corporate concerned from doing so.

- I. Either party shall terminate this Agreement by giving to the other advance notice of ninety days, provided that the Company may waive the notice by giving the remuneration for ninety days which the Executive Director would have received when she had remained in office for the said ninety days.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Executive Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Executive Director reflecting the terms. Accordingly, consent of the members is sought for passing Special Resolution as set out in the item of the Notice for re-appointment of Smt. Sandhya R Kini as an Executive Director of the Company.

The appointment of Smt. Sandhya R Kini and remuneration payable to her are in line with provisions of the Act, read with Schedule V and subject to the approval of the Members at the AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

The period of office of Smt. Sandhya R Kini shall be liable to determination by retirement of directors by rotation.

If Smt. Sandhya R Kini is re-appointed as a director, immediately on retirement by rotation, she shall continue to hold office of the Executive Director of the Company and such re-appointment as director shall not be deemed to constitute break in her appointment as the Executive Director of the Company.

A scanned copy of the Agreement will be available for inspection without any fee by the Members by sending a request through e-mail at [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) during normal business hours on any working day upto and including the date of the AGM.

Except Smt.Sandhya R Kini, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 4, 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 an abstract of the Agreement and Memorandum of interest under Section 190 of the Act and also 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. 4 of the Notice for your approval.

#### **Item No.5**

The Members of the Company at the 105<sup>th</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2018, approved the re-appointment of Shri Sanjay N Damani as a Whole – time Director designated as an Executive Director for a period of five years with effect from 1<sup>st</sup> June, 2018 to 31 May, 2023, at remuneration, consisting of ₹ 80,000/- per month.

The Board of Directors at its meeting held on 31<sup>st</sup> May, 2021, on the recommendation of the Nomination and Remuneration Committee and taking into consideration of his efforts given to and involvement in the Company's project and enhancing the brand value through the various initiatives etc. approved the revision in the salary from the existing ₹ 80,000/- to ₹ 90,000/- per month for his unexpired term of office. All other terms and conditions in relation to his appointment and remuneration as approved by the Members remain unchanged.

Shri Sanjay N Damani has been associated with the Company since 2012 and holds 77230 equity shares in the Company. He has attended all the four Board Meetings held during the year under review. He is also a Director on the Board of The Nav Bharat Refrigeration and Industries Limited, Shreelekha Global Finance Limited, Lucky Vyapaar and Holdings Private Limited, Enas Foundation and Simplex Renewable Resources Private Limited. Further Shri Sanjay N Damani and Shri Nandan Damani are related to each other.

Shri Sanjay N Damani is a MBA from Bryant University, Rhode Island, USA having experience in the area of Marketing, Finance and General Management.

The supplementary Agreement to be executed between the Company and Shri Sanjay N Damani contains, inter alia, the following terms and conditions:

#### **I Remuneration:**

##### **i Salary:**

The proposed remuneration is ₹ 90,000/- per month, payable as under:

- a Basic Salary: ₹36,000/- per month
- b House Rent Allowance: ₹ 18,000/- per month.
- c Perquisite as shown below upto ₹ 36,000/- per month.

##### **ii Perquisites:**

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

- A In addition to salary, Shri Sanjay N Damani will be entitled to perquisites and allowances like reimbursement of expenses in respect of gas, electricity and water, furnishing and repairs, medical reimbursement and leave travel concession for self and his family, club fees, personal accident insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, to discharge his duty as the Executive Director.
- B Shri Sanjay N Damani shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
  - a. Gratuity: payable at a rate not exceeding half a month's salary for each completed year of service, and
  - b. Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service. The leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.
- C. The Company shall provide a car for use on Company's business and telephone at the residence of Shri Sanjay N Damani. Shri Sanjay N Damani will be billed by the

Company for personal long distance calls on telephone and use of car for personal purposes.

- D. The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**iii. Commission:**

Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.

**II Minimum Remuneration:**

Where in respect of any financial year, during the tenure of Shri Sanjay N Damani as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Shri Sanjay N Damani shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V of the Act.

**III Other Terms and Conditions:**

- a. The remuneration of the Executive Director may be altered/revised and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director.
- b. The aggregate of the remuneration as aforesaid shall be in accordance with the provisions of Section 197, Schedule V and all other applicable provisions of the Act. All other terms and conditions of his re-appointment as a Whole-time Director designated as an Executive Director of the Company, as approved by the Members at the 105<sup>th</sup> Annual General Meeting held on 1<sup>st</sup> August, 2018, shall remain unchanged.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Executive Director have agreed in the revision of the terms of remuneration. After obtaining approval from Members, the Board will formally execute the supplementary Agreement with the Executive Director reflecting the terms. Accordingly consent of the members sought for passing special resolution as set out in the item of the notice for revision of remuneration of Shri Sanjay N Damani, Executive Director of the Company.

The revision of the terms of remuneration of Shri Sanjay N Damani as the Executive Director are in line with provisions, Schedule V to the Act and subject to the approval of the Members at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

For the purpose of compliance with Section 152 of the Act and for determining the Director liable to retire by rotation, Shri Sanjay N Damani, Executive Director of the Company shall be the director liable to retire by rotation and being eligible, has offered himself for re-appointment.

A copy of the supplementary Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the AGM.

Except Shri Nandan Damani and Shri Sanjay N Damani, or their relatives none of the Directors, Key Managerial Personnel or their relatives is interested in the said remuneration payable to Shri Sanjay N Damani as the Executive Director of the Company, 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 an abstract of the Agreement and Memorandum of interest under Section 190 of the Act and also 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. 5 of the Notice for your approval.

**Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 (for Item No. 4 and 5)**

**I. General Information**

- a. **Nature of Industry:** The Company is engaged in the business of Property Development
- b. **Date or expected date of commencement of commercial production:** The Company is in operation since 1912, although it entered in to the real estate segment in 1999.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- d. **Financial Performance based on given indicators:**

Particulars	2020-2021	2019-2020
<b>Total Income</b>	<b>9,24,15,433</b>	13,82,74,206
Profit before Depreciation, Finance Costs, Exceptional Item and Taxation	<b>73,79,198</b>	1,13,82,235
Less: Depreciation	<b>12,34,978</b>	18,20,081
Less: Finance Costs	<b>20,63,108</b>	35,75,485
<b>Profit before Exceptional Item and Tax</b>	<b>40,81,112</b>	59,86,669
Less: Exceptional Item	-	-
<b>Profit before Tax</b>	<b>40,81,112</b>	59,86,669
Less: Current Tax	<b>7,00,959</b>	13,05,209
Deferred Tax	<b>(12,71,934)</b>	42,10,878
Taxes of earlier years (net)	<b>1,754</b>	(66,116)
<b>Profit for the year</b>	<b>46,50,333</b>	5,36,698
Other Comprehensive Income / (Expense) for the year, net of tax	<b>98,65,429</b>	(1,07,03,872)
<b>Total Comprehensive Income / (Expense) for the year</b>	<b>1,45,15,762</b>	(1,01,67,174)

**e. Foreign Investments and Collaborations:**

The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

**II Informations of Smt. Sandhya R Kini and Shri Sanjay N Damani:**

**a. Background Details:**

The basic details for Smt. Sandhya R Kini and Shri Sanjay N Damani are mentioned above in Item 4 and 5 of the explanatory statement.

**b. Past Remuneration:**

During the financial year ended 31<sup>st</sup> March, 2021, the remuneration paid to Smt. Sandhya R Kini and Shri Sanjay N Damani was ₹ 5,76,000/- and ₹ 9,60,000/- respectively.

**c. Recognition and Awards: None**

**d. Job Profile and their suitability:**

**Smt. Sandhya R Kini:** She is associated with the Company since 2011 and charged with the responsibility for looking after the day to day affairs of the Company. She is a commerce graduate and has vast experience in the field of administrative work. She is involved in the General management of the Company.

**Shri Sanjay N Damani:** He is an MBA from Bryant University, Rhode Island, USA having experience in the area of Marketing, Finance and General Management. He is associated with the Company since 2012. He is charged with the responsibility for overall growth of the Company. Since his association with the Company, he is involved in the Company's project, thereby completing it successfully and enhancing the brand value of the Company through his various initiatives.

**e. Remuneration proposed:**

The details of the proposed remuneration for Smt. Sandhya R Kini and Shri Sanjay N Damani are given in the Item No.4 and 5 respectively of the explanatory statement in the accompanying Notice

**f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered on Smt. Sandhya R Kini and Shri Sanjay N Damani, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

**g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**

Shri Sanjay N Damani and Shri Nandan Damani are related to each other.

Besides the remuneration proposed to be paid to her, Smt. Sandhya R Kini does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel.

**III. Other Information:**

**a. Reasons for inadequate profits:**

The Company is into real estate development and profitability is depend upon project completion and sale, considering the nature of the business there could be inadequate profits in any year.

**b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

The Company continues to focus on consolidation of its operations, rationalization of business and exploring the opportunities in the development and redevelopment of residential and commercial projects.

**IV. Disclosures:**

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Corporate Governance Report under the heading Remuneration to Directors for the year ended 31<sup>st</sup> March, 2021.

By order of the Board of Directors

**Paras Shah**  
**Company Secretary**

Mumbai, 30th June, 2021

CIN: L17110MH1912PLC000351

**Registered Office:**  
30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai – 400011



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN TERMS OF THE REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Re-appointment of Shri Sanjay N Damani (Item No. 2)**

Shri Sanjay N Damani aged 31 years has been associated with the Company since 2012 and holds 77230 equity shares in the Company. He has attended all the four Board Meetings held during the year under review. He is a Member of the Corporate Social Responsibility Committee of the Company. He is also a Director on the Board of The Nav Bharat Refrigeration and Industries Limited, Shreelekha Global Finance Limited, Lucky Vyapaar and Holdings Private Limited, Enas Foundation and Simplex Renewable Resources Private Limited. Further, Shri Sanjay N Damani and Nandan Damani are related to each other.

Shri Sanjay N Damani is an MBA from Bryant University, Rhode Island, USA having experience in the area of Marketing, Finance and General Management.

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 Sanjay N Damani as a Director.

Except Shri Sanjay N Damani and Shri Nandan Damani, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Item No.2 of the Notice.

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

**Re-appointment of Shri Sabhapati G. Shukla (Item No. 3)**

For the details of the re -appointment of Shri Sabhapati G. Shukla as an Independent Director of the Company, 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.

**Re- appointment of Smt Sandhya R Kini (Item No. 4)**

For the details of the re -appointment of Smt Sandhya R Kini as an Executive Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 4 of the Notice of the AGM pursuant to the Companies Act, 2013.

By order of the Board of Directors

**Paras Shah**  
**Company Secretary**

Mumbai, 30th June, 2021

CIN: L17110MH1912PLC000351

**Registered Office:**  
30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai – 400011

# SIMPLEX REALTY LIMITED

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

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

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

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

2. PARTICULARS OF NOMINEE/S –

- 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

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

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

**Or**

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

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

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

2. (a) PARTICULARS OF NOMINEE/S –

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- 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

# SIMPLEX REALTY LIMITED

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To  
Freedom Registry Limited  
Unit: Simplex Realty 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