

NOTICE

NOTICE is hereby given that the Hundred and Tenth **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** ("the Company") will be held on Wednesday, the 2nd day of August, 2023 at 12:00 noon 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 31st March, 2023 and the Reports of the Directors' and Auditors' thereon.

2. To declare dividend on Equity Shares for the financial year 2022-23

3. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Shri Nandan Damani (DIN:00058396), who retires by rotation and being eligible, offers himself for re-appointment.

4. Re-appointment of Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and all other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and Board of Directors of the Company, Khandelwal and Mehta LLP, Chartered Accountants, (ICAI Firm Registration No. W100084) be and are hereby re-appointed as the Statutory Auditors of the Company, for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Hundred and Fifteenth Annual General Meeting to be held for the Financial Year 2027-28, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

5. Re-appointment of Shri Nandan Damani (DIN: 00058396), Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 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 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 186 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Board of Directors and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Nandan Damani (DIN:00058396) as the Managing Director, designated as the Chairman and Managing Director of the Company, aged 70 years, for a period of three years commencing from 29th June, 2023 to 28th June, 2026, liable to retire by rotation, upon the terms and conditions including remuneration, as set out in the draft Agreement (the Agreement) to be executed between the Company and Shri Nandan Damani, as laid before this Meeting and initialed by the Company Secretary for the purpose of identification;

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 of appointment / remuneration or any other perquisites payable in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

SIMPLEX REALTY LIMITED

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Shri Nandan Damani as referred above, has no profits or its profits are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel 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.”

6. Re-appointment of Shri Sanjay N Damani (DIN:03078104), Whole-time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of 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 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 189 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Board of Directors and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Sanjay N Damani (DIN: 03078104) as the Whole-time Director, designated as an Executive Director of the Company, for a period of three years commencing from 1st June, 2023 to 31st May, 2026, liable to retire by rotation, upon the terms and conditions including remuneration, as set out in the draft Agreement

(the Agreement) to be executed between the Company and Shri Sanjay N Damani, as laid before this Meeting and initiated by the Company Secretary for the purpose of identification;

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 of appointment / remuneration or any other perquisites payable in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Shri Sanjay N Damani as referred above, has no profits or its profits are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel 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.”

By Order of the Board of Directors

Kinjal P Shah
Company Secretary

Mumbai, 16th May, 2023
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 5 and 6** of the Notice dated 16th May, 2023 is appended hereto. The relevant details of the Directors seeking re-appointment pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard-2 is given in Annexure to this Notice.
2. The Ministry of Corporate Affairs (“MCA”) allowed conducting the Annual General Meeting (“AGM”) through VC/OAVM and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 20/2021 dated 14th December, 2021, Circular No. 02/2022 dated 05th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter collectively referred to as “SEBI Circulars”) providing certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In terms of the said Circulars, this AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only. The registered 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 / Institutional Investors (i.e 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(s) of the duly authorized signatory (ies) who are authorized to participate in the AGM through VC/OAVM and to vote through remote e-voting to the Scrutinizer by e-mail to saptaher@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
6. Pursuant to Regulation 46 of the SEBI Listing Regulations and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.simplex-group.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited, www.bseindia.com and is also available on the website of E-voting agency i.e NSDL at www.evoting.nsdl.com.
7. **Book Closure and Dividend:**
 - i. The Register of Members and Transfer Books of the Company will be closed from Thursday, the 27th day of July, 2023 to Wednesday, the 2nd day of August, 2023 (both days inclusive) for the purpose of the Hundred and Tenth Annual General Meeting (the AGM) and dividend, subject to approval of the members.

The dividend of ₹ 1 per share (i.e. 10%) on the equity shares of the Company of the face value of ₹ 10/- each, if declared at the AGM, will be paid subject to deduction of income tax at source (‘TDS’), as applicable, within 30 days from the date of AGM:

For Shares held in electronic form: To all the Beneficial Owners as of the close of business hours on Wednesday, 26th July, 2023 as per the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (‘CDSL’); and

For Shares held in physical form: To all the Members, whose names appears in the Company’s Register of Members after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on Wednesday, 26th July, 2023.
 - ii. Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to

the Members at rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company's Registrar and Transfer Agent (RTA) and by sending documents through email by Tuesday, 25th July, 2023. The details are available on the website of the Company at: www.simplex-group.com under the 'Investor Relations' section.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended 31st March, 2023 is being sent to the Members whose email addresses are registered with the Company/DPs.

Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following documents in original to RTA latest by Tuesday, 25th July, 2023:

- a. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://simplex-group.com/report.php> and is also appended at the end of the Annual Report.
- b. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - i) cancelled cheque in original.
 - ii) bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.

- c. self-attested photocopy of the PAN Card of all the holders; and
- d. self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate by Tuesday, 25th July, 2023.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/demand draft to such Members.

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. 2nd August, 2023. Members seeking to inspect such documents can send an email to 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 ₹ 2,57,373/- pertaining to the financial year 2014-2015 has been transferred to IEPF on 22nd September, 2022.

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 years 2015-16, 2016-17 and 2021-22 is requested to approach the Company/the Registrar and Transfer Agent (RTA) of the Company for claiming the same.

(b) Details of Unclaimed Dividends:

In order to help the Members to ascertain the status of their Unclaimed Dividends, the Company has uploaded the information in respect for the financial years 2015-16, 2016-17 and 2021-22 on the website of the Company at www.simplex-group.com under "Investor Relations" section. Further, member are requested to note that the unclaimed dividend pertaining to financial year 2015-16, is due for transfer to IEPF on 14th September, 2023.

(c) Transfer of "Underlying Share" to IEPF:

In terms of Section 124(6) of the Act read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company is required to transfer the shares in respect of dividends remained unclaimed for a period of seven consecutive years to the IEPF 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 i.e. www.simplex-group.com

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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://simplex-group.com/report.php>. Members are requested to submit the said details to their DP, in case the shares are held by them in electronic form or to RTA, in case the shares are held in physical form.

11. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/RTA to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1, which 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 Registrar and Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

12. Updation of PAN and other details:

The SEBI, vide its circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details, by the holders of physical securities through Form ISR-1. As per the circular, w.e.f. 1st October, 2023, any service requests or complaints received from the Members, will not be processed by RTA till the aforesaid details/documents are provided by the Shareholders. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Relevant details and forms prescribed by SEBI to give effect to the aforesaid circular are available on the website of the Company at <https://simplex-group.com/report.php>.

13. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s RTA /their Depository Participants, in respect of shares held in physical/electronic mode respectively.
14. In accordance with Regulation 40(1) of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI vide its Circular dated 25th January, 2022 mandated listed companies to issue securities in demat form while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://simplex-group.com/report.php>.

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, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI 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 in respect of business to be transacted as mentioned in the Notice of 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 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 remote e-voting period begins on Sunday, the 30th July, 2023 at 9:00 A.M. and ends on Tuesday, the 1st August, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, the 26th July, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 26th July, 2023.
- (ii) Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact

Ms. Snehal Bhame at 022-48867000 / 022-24997000. 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. 26th July, 2023 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 9th 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 5533

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact Ms. Snehal Bhamre at 022-48867000 / 022-24997000

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> / with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

SIMPLEX REALTY LIMITED

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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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 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 saptaher@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Ms. Snehal Bhamre at 022-48867000/022-24997000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email addresses 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@purvashare.com
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@purvashare.com 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 shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th 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 required to update their mobile number and email ID

correctly in their demat account in order to access e-Voting facility.

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 cast 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS 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 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 before Tuesday, 25th July, 2023. 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 Ms. Snehal Bhambe at 022-48867000/022-24997000, or send an email at 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, 26th July, 2023.
 - III Taher Sapatwala & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.simplex-group.com and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

SIMPLEX REALTY LIMITED

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 number 5 and 6** of the accompanying Notice dated 16th May, 2023.

The Explanatory Statement for **Item No. 4** of the accompanying Notice dated 16th May, 2023, is provided pursuant to Regulation 36(5) of the SEBI Listing Regulations. However, the same is strictly not required as per Section 102 of the Act.

Item No.4

The Shareholders of the Company at the 105th Annual General Meeting ('AGM') held on 1st August, 2018, approved the appointment of Khandelwal & Mehta LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. W100084), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 105th AGM till the conclusion of the 110th AGM. The said Statutory Auditors will complete their term on conclusion of the 110th AGM in terms of the said approval and Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company at its meeting held on 16th May, 2023, on the recommendation of the Audit Committee, has approved the re-appointment of Khandelwal and Mehta LLP, Chartered Accountants, (ICAI Firm Registration No. W100084) as the Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 110th AGM till the conclusion of the 115th AGM to be held for the financial year 2027-28.

Khandelwal and Mehta LLP, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution at item No. 4 of the Notice, as an Ordinary Resolution for your approval.

Item No. 5

Shri Nandan Damani was appointed as the Chairman and Managing Director of the Company for a period of three years with effect from 29th June, 2020. The term of his office expires on 28th June, 2023. Shri Nandan Damani have provided dedicated and meritorious services and significant contribution to the overall growth of the Company.

Accordingly, the Board of Directors at its meeting held on 16th May, 2023, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Shri Nandan Damani as Managing Director designated as the Chairman and Managing Director of the Company for a further period of three years with effect from 29th June, 2023, upon the terms and conditions, including as to remuneration as set out in the draft Agreement, subject to the necessary approvals.

Shri Nandan Damani, aged 70 years, has been associated with the Company since 1977 and holds 1,25,316 equity shares in the Company and is also a Member of the Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company. He is a bachelor of science from University of Mumbai and has completed business management studies. He has 46 years of experience in business and industry. Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

The Members of the Company are requested to note the following:

- (i) Pursuant to Section 196(3)(a) of the Act, no Company shall appoint or continue the employment of any person as managing director who has attained the age of 70 years, unless Special Resolution is passed along with the explanatory statement indicating the justification for such appointment. Hence, the approval of the Members is sought by passing special resolution in this regard.
- (ii) Pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, the fees or compensation payable to Executive Directors who are promoters or members of the promoters group, shall be subject to the approval of the shareholders by special resolution if the aggregate annual remuneration to such Directors exceeds 5% of the net profits of the listed entity. Accordingly, Members approval is sought by passing special resolution for re-appointment of Shri Nandan Damani as Managing Director and for payment of remuneration to him for the period of three years i.e. from 29th June, 2023 to 28th June, 2026.

He currently serves as an Independent Director on the Boards of Graphite India Limited and Pudumjee Paper Products Limited. He is also the Chairman of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Member of the Audit Committee and Nomination and Remuneration Committee of Pudumjee Paper Products Limited.

The Agreement to be executed between the Company and Shri Nandan Damani contains, inter-alia, the following terms and conditions:

- (i) Salary:
 - a. Basic Salary – ₹ 3,08,667/- per month
 - b. House Rent Allowance – ₹ 1,54,333/- per month
- (ii) (A) In addition to the salary, as mentioned above, he shall also be entitled to the following perquisites:
 - a. Reimbursement of expenses on electricity, gas, water, repairs, maintenance and property tax of the residential accommodation,
 - b. Medical benefits-payment/ reimbursement of medical expenses incurred for self and family including premium paid on Mediclaim / health insurance policies / life insurance policies, personal accident insurance and expenses incurred for hospitalization, nursing home charges, surgical charges in India and/or abroad and travelling expenses.
 - c. Leave Travel Assistance to cover air or first-class air-conditioned railway fare for self and his family once in a year to and from any place in India and abroad.
 - d. Membership fees including entrance and other fees for clubs.
 - e. Other Perquisites, benefits and allowances: He shall be entitled to other perquisites and allowances as may be decided by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee.
- (B) The Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
 - a. Contribution to Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961;
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
 - c. Annual leave with full pay and other allowances for a period of one month with benefit of encashment of unutilized leave at the end of the tenure.
 - d. Use and maintenance of phone, internet connection and internet infrastructure including Video Conferencing facility and such other facility(ies) related to that etc, at his place of work and residence at the entire cost of the Company.
 - e. Exclusive use of motor car for the business of the Company as well as for his personal use with maintenance charges in respect thereof such as driver's salary, garage, rent, fuel, repairs, insurance, taxes, overhauling charges, etc, at the entire cost of the Company.
 - f. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board 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 by the Board at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.
- (iv) Minimum Remuneration: Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration and allowances and provide the perquisites and other amenities as aforesaid to Shri Nandan Damani as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under the law.
- (v) The remuneration and other terms and conditions mentioned in the agreement may be altered/revised and varied from time to time

by the Board as it may, in its discretion deem fit, subject to 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 Managing Director.

- (vi) Other terms and conditions:
- a. The tenure of the Managing Director shall be for a period of three years commencing from 29th June, 2023 to 28th June, 2026.
 - b. The Managing Director shall be vested with substantial powers of the Management for day-to-day affairs of the Company subject to the supervision and direction of the Board of Directors of the Company.
 - c. The Managing Director shall devote his time and efforts for the business of the Company.
 - d. The Managing Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him 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 Managing Director, unless specifically provided otherwise.
 - f. The said Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

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

The Board of Directors and the Managing Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Managing Director reflecting the terms.

The appointment of Shri Nandan Damani as the Managing Director and remuneration payable to him are in line with provisions, Schedule V to the Act and subject to the approval of the Members to

be obtained 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 Shri Nandan Damani shall be liable to determination by retirement of directors by rotation. If Shri Nandan Damani is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of the Managing Director designated as the Chairman and Managing Director of the Company and such re-appointment as director shall not be deemed to constitute break in his appointment as the Chairman and Managing 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 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, none of the Directors, Key Managerial Personnel of the Company and their relatives is/ are interested in the said re-appointment and remuneration payable to Shri Nandan Damani as the Managing Director of 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.

Item No. 6

Shri Sanjay N Damani was appointed as a Whole-time Director, designated as an Executive Director of the Company for a period of five years with effect from 1st June, 2018. The term of his office expires on 31st May, 2023. The Board of Directors at its meeting held on 16th May, 2023, on the recommendation of Nomination and Remuneration Committee approved the reappointment of Shri Sanjay N Damani, Whole-time Director, designated as an Executive Director of the Company for a period of three years with effect from 1st June, 2023, upon the terms and conditions, including remuneration as set out in the Agreement, subject to the necessary approvals.

Shri Sanjay N Damani, aged 33 years has been associated with the Company since 2012 and holds 77,230 equity shares in the Company. He has also been appointed as a member of Corporate Social Responsibility Committee of the Company. Shri Nandan Damani and Shri Sanjay N 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 the re-appointment of Shri Sanjay N Damani as the Executive Director of the Company would be of immense benefit to the Company.

The Members are requested to note that pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, the fees or compensation payable to Executive Directors who are promoters or members of the promoters group, shall be subject to the approval of the shareholders by special resolution if the aggregate annual remuneration to such Directors exceeds 5% of the net profits of the listed entity. Accordingly, Members approval is sought by passing special resolution for Shri Sanjay N Damani's re-appointment as Executive Director and for payment of remuneration to him for the period of three years i.e. from 1st June, 2023 to 31st May, 2026.

He currently serves as a Director on the Boards of The Nav Bharat Refrigeration and Industries Limited, Shreelekha Global Finance Limited, Simplex Renewable Resources Private Limited, Lucky Vyapaar and Holdings Private Limited and Enas Foundation.

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

(i) Salary:

- a) Basic Salary: ₹66,667/- per month
- b) House Rent Allowance: ₹ 33,333/- per month

(ii) (A) In addition to the salary as mentioned above, he shall also be entitled to the following perquisites:

- a. Reimbursement of expenses on electricity, gas, waters, repairs and maintenance and property tax of the residential accommodation.
- b. Medical benefits-payment / reimbursement of medical expenses incurred for self and family including premium paid on Medicaclaim / health insurance policies / life insurance policies including personal accident

insurance and expenses incurred for hospitalization, nursing home charges, surgical charges in India and/or abroad and travelling expenses.

- c. Leave Travel Assistance to cover air or first-class air-conditioned railway fare for self and family once in a year to and from any place in India and abroad.
- d. Membership fees including entrance and other fees for clubs.
- e. Other Perquisites, benefits and allowances: He shall be entitled to other perquisites and allowances as may be decided by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee.

(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;
- b. Annual leave with full pay and other allowances for a period of one month with benefit of encashment of unutilized leave at the end of the tenure.
- c. Use and maintenance of phone, internet connection and internet infrastructure including Video Conferencing facility and such other facility(ies) related to that etc, at his place of work and residence at the entire cost of the Company.
- d. Exclusive use of motor car for the business of the Company as well as for his personal use with maintenance charges in respect thereof such as driver's salary, garage, rent, fuel, repairs, insurance, taxes, overhauling charges, etc, at the entire cost of the Company.
- e. The Executive Director shall not be paid any sitting fees for attending the meetings of the Board 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 at the end of each

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financial year, subject to overall ceiling stipulated in Section 198 of the Companies Act, 2013.

- (iv) Minimum Remuneration: Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration and allowances and provide the perquisites and other amenities as aforesaid to Shri Sanjay N Damani as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under law.
- (v) The remuneration and terms and conditions with respect to his re-appointment may be altered / revised and varied from time to time by the Board as it may, in its discretion deem fit, within the limits stipulated under Schedule V to the Companies Act, 2013, or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director.
- (vi) Other terms and conditions:
 - a. The tenure of the Executive Director shall be for a period of three years commencing from 1st June, 2023 to 31st May, 2026.
 - b. The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company.
 - c. The Executive Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.
 - d. 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.
 - e. The said Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

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

The Board of Directors and 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.

The re-appointment of Shri Sanjay N Damani as the Executive Director and remuneration payable to him are in line with provisions, Schedule V to the Act and subject to the approval of the Members to be obtained 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.

The period of office of Shri Sanjay N Damani shall be liable to determination by retirement of directors by rotation. If Shri Sanjay N Damani is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office as an Executive Director of the Company and such re-appointment as director shall not be deemed to constitute break in his appointment as the Executive Director of the Company.

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

Except Shri Nandan Damani and Shri Sanjay N Damani, none of the Directors, Key Managerial Personnel or their relatives is/are interested in the said re-appointment and remuneration payable to Shri Sanjay N Damani as the Executive Director of 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. 6 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. 5 and 6)

I. General Information:

- Nature of Industry: The Company is engaged in the Real Estate Development.
- Date or expected date of commencement of commercial production: The Company is in operation since 1912 and entered into the real estate segment in 2002.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- Financial Performance based on given indicators:

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Total Income	767.90	878.88
Profit before Depreciation, Finance Costs, Exceptional Item and Taxation	190.39	339.59
Less: Depreciation	14.92	16.35
Less: Finance Costs	2.98	9.80
Profit before Exceptional Item and Tax	172.49	313.44
Less: Exceptional Item	-	-
Profit before Tax	172.49	313.44
Less: Current Tax	31.48	29.31
Deferred Tax	10.90	34.55
Taxes of earlier years	0.11	2.77
Profit for the year	130.00	246.81
Other Comprehensive Income/(Expense) for the year, net of tax	(53.03)	18.14
Total Comprehensive Income/(Expense) for the year	76.97	264.95

- Foreign Investments and Collaborations:

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

II Information about the Appointees:

- Background Details:

The details for re-appointment of Shri Nandan Damani and Shri Sanjay N Damani are given in Item No. 5 and 6 respectively in the explanatory statement.

- Past Remuneration:

During the financial year ended 31st March, 2022, the remuneration paid to Shri Nandan Damani and Shri Sanjay N Damani was ₹ 59.77 Lakhs and ₹ 10.88 Lakhs respectively.

- Recognition and Awards: None

- Job Profile and suitability:

Shri Nandan Damani : He has been associated with the Company since 1977. He is a bachelor of science from University of Mumbai and has completed business management studies. He has 46 years of experience in business and industry. His responsibilities are to direct and control the Company's operations and to give strategic guidance and direction to the Board to ensure that the Company achieves its mission and objectives.

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 responsible 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.

- Remuneration proposed:

The details of the proposed remuneration for Shri Nandan Damani and Shri Sanjay N Damani are given in the Item No. 5 and 6 respectively in the explanatory statement in the accompanying Notice.

- 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 Shri Nandan Damani and Shri Sanjay N Damani, the remuneration proposed to be paid is

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

III. Other Information:

- a. Reasons for inadequate profits:

The Company is a profit-making entity and does not envisage any loss for the financial year under review.

- 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 properties.

IV. Disclosures:

The information and disclosures of the remuneration paid to the managerial personnel during the year ended 31st March, 2023 have been mentioned under the heading "Remuneration to Directors" in the Corporate Governance Report which is annexed to the Annual Report.

By Order of the Board of Directors

Kinjal P Shah
Company Secretary

Mumbai, 16th May, 2023
CIN: L17110MH1912PLC000351

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2

Re-Appointment of Shri Nandan Damani (DIN: 00058396) (Item No.5)

By Order of the Board of Directors

The details for the re-appointment of Shri Nandan Damani as the Managing Director of the Company is given in the Explanatory Statement in respect to Special Business set out at Item No. 5 of the Notice of the AGM pursuant to the Companies Act, 2013.

Kinjal P Shah
Company Secretary

Mumbai, 16th May, 2023
CIN: L17110MH1912PLC000351

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

Re-Appointment of Shri Sanjay N Damani (DIN: 03078104) (Item No. 6)

The details for the re-appointment of Shri Sanjay N Damani as the Executive Director of the Company is given in the Explanatory Statement in respect to Special Business set out at Item No. 6 of the Notice of the AGM pursuant to the Companies Act, 2013.

3	Proof of Address of the first holder	<p>Any one of the documents, only if there is change in the address;</p> <p><input type="checkbox"/> Unique Identification Number (UID) (Aadhaar)</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence /Driving License</p> <p><input type="checkbox"/> Flat Maintenance bill accompanied with additional self-attested copy of identity Proof of the holder/claimant.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line)/ Electricity bill / Gas bill -Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions duly attested by the employer with date and organisation stamp</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> Proof of address in the name of the spouse accompanied with self-attested copy of Identity Proof of the spouse.</p> <p><input type="checkbox"/> Client Master List (CML) of the Demat Account of the holder / claimant, provided by the Depository Participant.</p>
4	Bank details (to be updated for first holder in case of joint holding)	<p>Account Number: _____ #</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p style="text-align: center;">Provide the following:</p> <p><input type="checkbox"/> Original cancelled cheque bearing the name of the security holder; OR</p> <p><input type="checkbox"/> Bank passbook/statement attested by the Bank;</p>
5	E-mail address	_____ #
6	Mobile	_____ #

*or any date as may be specified by the CBDT (DP: Depository Participant)

In case it is not provided, the details available in the CML will be updated in the folio

SIMPLEX REALTY LIMITED

Authorization: I/ We authorise you (RTA) to update the above PAN and KYC details in following additional folio(s) held in my / our name (use Separate Annexure if extra space is required):

S. No.	Name of the Issuer Company	Folio No.	Quantity of securities	Face value of securities	Distinctive number of securities (Optional)

in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3
Signature	✓		
Name	✓		
Full address	✓		
PIN	✓ □□□□□□	□□□□□□	□□□□□□

Objection Memo that can be raised by the RTA

(only if the relevant document / details is / are not available in the folio or if there is a mismatch / discrepancy in the same or change thereof)

Note
RTA shall raise all objections, if any / at all, in one instance only; the RTA shall not raise further objections on the same issue again and again, after the holder / claimant furnishes all the prescribed documents and details, unless there is any deficiency / discrepancy in the same.

No.	Item	Documents / Details to be provided to the RTA by the holder(s) / claimant(s)
1	PAN – Exceptions and Clarification	'Exemptions/clarifications to PAN', as provided in clause D to 'Instructions/Check List for Filing KYC Forms' in Annexure – 1 to SEBI circular No. MIRSD/SE/Cir-21/2011 dated October 05, 2011 on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also applicable for holder(s) / claimant(s) of securities held in physical mode.
2	Minor mismatch in Signature - minor	The RTA shall intimate the holder at the existing address, seeking objection, if any, within 15 days
3	Major mismatch in Signature or its non-availability with the RTA	<p>Option A</p> <p>i. Security holder shall provide the following documents: (a) Original cancelled cheque with name of the security holder printed on it; or (b) Self-attested copy of Bank Passbook/Bank Statement;</p> <p style="text-align: center;">and</p> <p>ii. Banker's attestation of the signature of the same bank account as mentioned in (i) above as per Form ISR - 2</p> <p style="text-align: center;">OR</p> <p>Option B</p> <p>The investor may get his or her signature changed or updated by visiting the Office of the RTA in person. In such a case, the investor shall sign before the authorized personnel of the RTA, along with PAN card and any one additional document mentioned at Serial Nos.1-4 of Annexure – E of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in original for verification by the RTA, and submit self-attested copies of the same.</p>
4	Mismatch in Name	<p>Furnish any one of the following documents, explaining the difference in names;</p> <ul style="list-style-type: none"> <input type="checkbox"/> Unique Identification Number (UID) (Aadhaar) <input type="checkbox"/> Valid Passport <input type="checkbox"/> Driving license in Smart Card form, Book form or copy of digital form <input type="checkbox"/> Identity card / document with applicant's Photo, issued by any of the following: Central / State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions. <input type="checkbox"/> PAN card with photograph <input type="checkbox"/> Marriage certificate <input type="checkbox"/> Divorce decree
5	Present address of the holder is not matching with the address available in the folio	<p>In case the signature of the holder matches with the record available with the RTA, the request for change in address may be processed within the prescribed timelines.</p> <p>In case there is a difference in signature, the RTA shall follow the procedure as prescribed for mismatch in signature as laid down at Para – 1 of Annexure C of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/ 2023/37 dated March 16, 2023</p>