

## NOTICE

Notice is hereby given that the Hundred and Thirteenth **ANNUAL GENERAL MEETING** ("the AGM") of the Members of **SIMPLEX REALTY LIMITED** (the Company) will be held on Wednesday, the 5<sup>th</sup> day of August, 2026 at 12:30 P.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, 2026 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 Nandan Damani (DIN-00058396), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Re-appointment of Shri Nandan Damani (DIN: 00058396), Managing 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** 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 and 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, for the period of three years commencing from 29<sup>th</sup> June, 2026 to 28<sup>th</sup> June, 2029 (both days inclusive), upon the terms and conditions including remuneration, as set out in the draft 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;

**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."

#### 4. Re-appointment of Shri Sanjay N Damani (DIN:03078104), Joint Managing 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** 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 reenactment 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 Sanjay N Damani (DIN: 03078104) as the Joint Managing Director, designated as an Executive Director of the Company, for a period of three years commencing from 1<sup>st</sup> June, 2026 to 31st May, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration, as set out in the draft Agreement to be executed between the Company and Shri Sanjay N 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;

**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.”

## **5. Appointment of Ms. Geeta Prabhakaran as a Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof and based on recommendation of the Nomination and Remuneration Committee, Ms. Geeta Prabhakaran (DIN: 11126418), who was appointed as an Additional Director (Non- Executive) of the Company, by the Board of Directors of the Company with effect from 20<sup>th</sup> May, 2026, in terms of Section 161 of the Act and who qualifies for being appointed as an Additional Director (Non-Executive) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying her candidature for the office of Director be and is hereby appointed as an Additional Director (Non-Executive) of the Company.

**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.”

## **6. Appointment of Smt. Sita Sunil (DIN: 00041722) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors)

Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 17(1C) and 25(2A) other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the SEBI Listing Regulations) as amended from time to time read with Article 141 of the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee, Smt. Sita Sunil (DIN: 00041722) who was appointed as an Additional Director (Category: Non- Executive Independent) by the Board of Directors of the Company with effect from 20<sup>th</sup> May, 2026, in terms of Section 161 of the Act and who qualifies for being appointed as a Non- Executive Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a first term of five consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive);

**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.”

**7. Revision in terms of remuneration of Smt. Sandhya R Kini (DIN: 03346789), Whole- time 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 in the 111th Annual General Meeting of the Company held on 7<sup>th</sup> August, 2024, for re-appointment of Smt. Sandhya R Kini, Whole-time Director, designated as an Executive Director and pursuant to the

provisions of Section 197 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 approved by Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in the remuneration of Smt. Sandhya R Kini by way of increase in the maximum amount of salary to ₹76,500/- per month (₹ Seventy Six Thousand Five Hundred Only) with a proportionate increase in the benefits related to her 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 her tenure, effective from 1<sup>st</sup> April, 2026 for the unexpired period of her term, as set out in the Explanatory Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER THAT** all other terms and conditions of appointment, as approved earlier by the Members in the Annual General Meeting of the Company held on 7<sup>th</sup> August, 2024 and which are not dealt with in this resolution, shall remain unaltered.

**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.”

**By Order of the Board of Directors**

**Pooja Bagwe**  
Company Secretary  
Membership No. A33353

Mumbai, 20th May, 2026

CIN: L17110MH1912PLC000351  
**Registered Office:**  
30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk  
Mumbai-400011

# SIMPLEX REALTY LIMITED

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## NOTES:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03-2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC/OAVM, collectively referred to as "MCACirculars"]].
2. The Company has engaged National Securities Depository Limited (NSDL), to provide the VC/OAVM facility for conducting the AGM and for voting through remote e-voting and e-voting at the AGM. The procedure for participating in the Meeting through VC/OAVM, forms part of this Notice.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of the Special Business under Item Numbers 3,4,5,6 and 7 of the Notice dated 20<sup>th</sup> May, 2026 is appended hereto. The relevant details of the Directors seeking Appointment pursuant to the Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 is given in Annexure to this Notice.
4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with and, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of

participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice of this AGM will be available electronically (scanned copy) for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) by mentioning name and Folio number/DP ID and Client ID.

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](http://www.simplex-group.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and is also available on the website of e-voting agency i.e. NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 7. Book Closure

- i. The Register of Members and Transfer Books of the Company will be closed from Thursday, the 30<sup>th</sup> July, 2026 to Wednesday, the 5<sup>th</sup> August, 2026 (both days inclusive) for the purposes of the AGM, subject to approval of the Members.

**For Shares held in electronic form:** To all the Beneficial Owners as of the close of business hours on Wednesday, 29<sup>th</sup> July, 2026 as per the list of Beneficial Owners to be furnished by 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 29<sup>th</sup> July, 2026.

## 8. Unclaimed Dividends:

### (a) Transfer to the Investor Education and Protection Fund:

Members are hereby informed that the dividend which remains unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, there were not any unclaimed dividends pertaining to current financial year i.e. 2025-26.

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 2021-2022, 2022-2023 and 2023-2024 is requested to approach the Company/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 year 2021-2022 and subsequent years on the website of the Company at [www.simplex-group.com](http://www.simplex-group.com) under "Investor Relations" section. Further, Members are requested to note that the unclaimed dividend pertaining to financial year 2021-2022, is due for transfer to IEPF on 2<sup>nd</sup> September, 2029.

### (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.

## 9. 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 form can be downloaded from the Company's website <https://simplex-group.com>. 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.

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.

## 10. Updation of PAN and other details

The SEBI, vide its circular dated 16<sup>th</sup> 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. 1<sup>st</sup> 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 1<sup>st</sup> 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 31<sup>st</sup> 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->

11. 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.

12. 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.

#### 13. Initiatives by Regulatory Authorities:

- a. Saksham Niveshak Campaign by IEPF Authority KYC update, dividend claim and IEPF issues Submit requests at: Email: [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) or Submit at: [support@purvashare.com](mailto:support@purvashare.com)
- b. Physical Transfer Window by SEBI Till Feb 4, 2027; Submit requests at: Email: [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.com) or Submit at: [support@purvashare.com](mailto:support@purvashare.com)

Further, Members may please note that SEBI vide its Circular dated 25<sup>th</sup> 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>.

#### 14. 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 Standards-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 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 remote e-voting period begins on Sunday, the 2<sup>nd</sup> August, 2026 at 9:00 A.M. and ends on Tuesday, the 4<sup>th</sup> August, 2026 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 29<sup>th</sup> July, 2026, 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 Wednesday, the 29<sup>th</sup> July, 2026.

- (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 contact 022-48867000. 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. Wednesday, the 29<sup>th</sup> July, 2026 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

## Instructions for Remote e-Voting

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

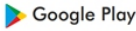
### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. 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> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are 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 Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> |

| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL.                                    | <p>4. 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 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 <b>e-Voting service provider i.e. 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> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></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;">   </div>                                                                                                                                                               |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 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.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>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 &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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| 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 toll free no. 1800-21-09911 |

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

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

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

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

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is                                                                                                                                           |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example if folio number is 001*** and EVEN is 139839 then user ID is 139839001**. |

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](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.com](mailto:evoting@nsdl.com) 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
- 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 [csbinthakur@gmail.com](mailto:csbinthakur@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](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 : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 RESOLUTION 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 [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.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 [company-secretary@simplex-group.com](mailto:company-secretary@simplex-group.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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. 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 Wednesday, 29<sup>th</sup> July, 2026. 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.
- 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, 29<sup>th</sup> July, 2026.
  - III The Company has appointed Shri Binit Kumar (Membership No. FCS 10859 /CP No.21698), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Remote e-Voting, 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 two days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson 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.simplexgroup.com and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under **Item Numbers 3,4,5,6 and 7** of the accompanying Notice dated 20<sup>th</sup> May, 2026.

### Item Number 3

Shri Nandan Damani was appointed as the Chairman and Managing Director of the Company for a period of three years with effect from 29<sup>th</sup> June, 2023. The term of his office expires on 28<sup>th</sup> June, 2026. Shri Nandan Damani has 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 20<sup>th</sup> May, 2026, 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 29<sup>th</sup> June, 2026 to 28<sup>th</sup> June, 2029 (both days inclusive), 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 73 years, has been associated with the Company since 1977 and holds 1,27,026 equity shares in the Company and is also a Member of the Stakeholders 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 49 years of experience in business and industry. Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

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.

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 promoter's 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 reappointment of Shri Nandan Damani as Managing Director and for payment of remuneration to him for the period of three years i.e. from 29<sup>th</sup> June, 2026 to 28<sup>th</sup> June, 2029 (both days inclusive).

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

He also serves as an Independent Director of The Indian Hume Pipe Company Limited. He is also the Chairman of the Audit Committee and Member of Corporate Social Responsibility Committee and Risk Management Committee of The Indian Hume Pipe Company Limited.

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

- (i) 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 fares for self and his family for 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 29<sup>th</sup> June, 2026 to 28<sup>th</sup> June, 2029 (both days inclusive).
  - 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 draft 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 re-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 Managing Director designated as the Chairman and Managing Director of the Company.

A copy of draft 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 Special Resolution at Item No. 3 of the Notice for your approval.

#### **Item Number 4**

Shri Sanjay N Damani was appointed as a Whole-time Director, designated as an Executive Director of the Company for a period of three years with effect from 1<sup>st</sup> June, 2023. The term of his office expires on 31<sup>st</sup> May, 2026. The Board of Directors at its meeting held on 20<sup>th</sup> May, 2026, on the recommendation of Nomination and Remuneration Committee approved the reappointment of Shri Sanjay N Damani, Joint Managing Director, designated as an Executive Director of the Company for a period of three years with effect from 1st June, 2026 to 31st May, 2029 (both days inclusive), upon the terms and conditions, including remuneration as set out in the Agreement, subject to the necessary approvals.

Shri Sanjay N Damani, aged 37 years has been associated with the Company since 2012 and holds 78,330 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 Joint Managing 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 promoter's 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 Joint Managing Director and for payment of remuneration to him for the period of three years i.e. from 1<sup>st</sup> June, 2026 to 31<sup>st</sup> May, 2029 (both days inclusive).

# SIMPLEX REALTY LIMITED

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He currently serves as a Director on the Boards of The Nav Bharat Refrigeration and Industries Limited, Shreelekha Global Finance Limited, Lucky Vyapaar and Holdings Private Limited, B.D. Industries (Pune) Limited., Simplex Modern Homes Private Limited and Enas Foundation and designated partner in Simplex Renewable Resources LLP, Greatdeal Finconsult and Advisors LLP, Simplex Dream Homes LLP and Shreenathji Flour Mills LLP.

He also serves as an Independent Director on the board of B.D. Industries (Pune) Limited and SVA India Limited. He is also the Chairman of the Audit Committee of SVA India Limited and Member of Stakeholder Relation Committee & Nomination and Remuneration Committee of B. D. Industries (India) Private Limited and SVA India Limited.

The Draft 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: ₹ 71,667/- per month
- b) House Rent Allowance: ₹ 38,333/- 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 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 Mediclaim / 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 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 1<sup>st</sup> June, 2026 to 31<sup>st</sup> May, 2029 (both days inclusive).
- 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 draft 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 Joint 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 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 Joint Managing 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 draft Agreement will be available for inspection without any fee by the Members by sending a request through e-mail at [companysecretary@simplex-group.com](mailto:companysecretary@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 or their relatives is/are interested in the said re-appointment and remuneration payable to Shri Sanjay N Damani as the Joint 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 Special Resolution at Item No. 4 of the Notice for your approval.

## Item Number 5

Life Insurance Corporation of India's (LIC) vide its letter number IBO/ND Cell/ SS/ dated 5th March, 2026 nominated Ms. Geeta Prabhakaran, Executive Director of LIC as its representative on the Board of the Company in place of Smt Manju Bagga, who ceased to be Director with effect from 22<sup>nd</sup> December, 2025. Accordingly, Ms. Geeta Prabhakaran, was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> May, 2026. In terms of Section 161(1) of the Act, Ms. Geeta Prabhakaran holds office till the date of the ensuing AGM of the Company. She is eligible for appointment as a Director, whose office shall not be liable to retire by rotation.

Ms. Geeta Prabhakaran is a senior insurance professional with over 36 years of experience at Life Insurance Corporation of India (LIC), having handled diverse leadership portfolios including Accounts, Sales Administration, Underwriting, Information technology, Corporate Communications, Board Secretariat and Group Entity Coordination. She has extensive experience in corporate governance, strategic coordination, stakeholder management and regulatory compliance across multiple financial services domains including housing finance, mutual funds, pension funds, banking and credit card distribution. She has previously served as a Director on the Board of LIC Cards Services Ltd, an unlisted wholly owned subsidiary of LIC.

Ms. Geeta Prabhakaran is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from a Member under Section 160(1) of the Act signifying her candidature for the office of Director of the Company. Ms. Geeta Prabhakaran does not hold any shares in the Company. The Board is of the view that the appointment of Ms. Geeta Prabhakaran on the Company's Board as Director is desirable and would be beneficial to the Company.

Accordingly, consent of the Members is to be sought for passing resolution as set out in Item No. 5 of the Notice for appointment of Ms Geeta Prabhakaran as a Director of the Company.

Except, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except to the extent of their shareholding, if any, in the Company.

The Board recommends an ordinary resolution at Item No. 5 of the Notice for your approval.

The Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. Brief Profile and other details of Ms. Geeta Prabhakaran have been given in the annexure attached to the Notice.

## Item Number 6

The Board of Directors at its meeting held on 20<sup>th</sup> May, 2026 on the recommendation of Nomination and Remuneration Committee, approved the appointment of Smt. Sita Sunil as an Additional Director in the category of Independent Non-Executive of the Company for a first term of five consecutive years, not liable to retire by rotation, with effect from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) subject to approval by the Members of the Company at the ensuing AGM.

While considering the appointment of Smt. Sita Sunil, the Board considered and noted the upcoming retirement of existing Independent Director Shri Sabhapati G. Shukla, who is due to retire on 20<sup>th</sup> October, 2026 (at the close of business hours) upon completion of his respective second term as Independent Director.

As per Regulations 17(1C) read with 25 of the SEBI Listing Regulations, approval of the Members for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment or re-appointment, whichever is earlier by way of Special Resolution.

Smt. Sita Sunil, aged 53 years, is a Commerce graduate from Mumbai University and has a vast experience in the field of Marketing. Further, she is not related to any Director or Key Managerial Personnel of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Independent Director and declarations to the effect that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and the SEBI Listing Regulations. The Board is of the view that the appointment of Smt. Sita Sunil on the Company's Board as Director is desirable and would be beneficial to the Company.



The Company has received notice in writing from a Member as per Section 160 of the Act proposing the candidature of Smt. Sita Sunil for the office of Independent Director of the Company. In the opinion of the Board, Smt. Sita Sunil fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations.

Except an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 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 special resolution at Item No. 6 of the Notice for your approval.

#### **Item Number 7**

The Members at the 111<sup>th</sup> Annual General Meeting of the Company held on 7th August, 2024, approved the re-appointment of Smt. Sandhya R Kini as a Whole-time Director designated as an Executive Director for a period of three years with effect from 21st October, 2024 to 20<sup>th</sup> October, 2027 on a remuneration consisting of ₹ 61,500/- per month subject to annual revision, if any. Taking into consideration of her efforts given to and involvement in the Company and her present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 20th May, 2026, has approved the revision in the salary from existing ₹ 71,500/- per month to ₹ 76,500/- per month with effect from 1<sup>st</sup> April, 2026.

Smt. Sandhya R Kini has been associated with the Company since 2011. Smt. Sandhya R Kini is commerce graduate and having experience in the field of general administration and governance. The aforesaid remuneration payable to Smt. Sandhya R Kini as the Executive Director is within the maximum limits as laid down under Section 197 and all other applicable provisions, if any of the Act, in line with provisions, Schedule V to the Act as amended 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 Board consider that the aforesaid revision in remuneration payable to Smt. Sandhya R Kini as the Executive Director is commensurate with her abilities and experience.

Except Smt. Sandhya R. Kini, none of the Director, Key Managerial Personnel and their relatives are concerned and interested, financially or otherwise in the resolution set out at Item No. 7 to the extent of her shareholding, if any in the Company.

The Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. Brief Profile and other details of Smt. Sandhya R. Kini have been given in the annexure attached to the Notice.

The Board recommends the special resolution at Item No. 7 of the Notice for your approval.

**By Order of the Board of Directors**

**Pooja Bagwe**  
Company Secretary  
Membership No. A33353

Mumbai, 20th May, 2026

CIN: L17110MH1912PLC000351

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

# SIMPLEX REALTY LIMITED

## Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 (for Item No. 3 and 4)

### 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 in to 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                                                                     | 2025-2026       | 2024-2025 |
|---------------------------------------------------------------------------------|-----------------|-----------|
| <b>Total Income</b>                                                             | <b>1,577.18</b> | 1,259.97  |
| (Loss)/Profit before Depreciation, Finance Costs, Exceptional Item and Taxation | <b>(4.17)</b>   | 306.08    |
| Less: Depreciation                                                              | <b>14.60</b>    | 15.25     |
| Less: Finance Costs                                                             | <b>28.59</b>    | 131.34    |
| <b>(Loss)/Profit before Exceptional Item and Tax</b>                            | <b>(47.36)</b>  | 159.49    |
| Add: Exceptional Item                                                           | -               | -         |
| <b>(Loss)/Profit before Tax</b>                                                 | <b>(47.36)</b>  | 159.49    |
| Less: Current Tax                                                               | -               | 47.14     |
| Deferred Tax                                                                    | <b>331.10</b>   | (4.04)    |
| Taxes of earlier years                                                          | <b>(17.82)</b>  | (15.25)   |
| <b>(Loss)/Profit for the year</b>                                               | <b>(360.64)</b> | 131.64    |
| Other Comprehensive Income/(Expense) for the year, net of tax                   | <b>1.43</b>     | 12.84     |
| <b>Total Comprehensive Income/(Expense) for the year</b>                        | <b>(359.21)</b> | 144.48    |

- 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:

#### a. Background Details:

The details for re-appointment of Shri Nandan Damani and Shri Sanjay N Damani are given in Item No. 3 and 4 respectively in the explanatory statement.

#### b. Past Remuneration:

During the financial year ended 31<sup>st</sup> March, 2026, the remuneration paid to Shri Nandan Damani and Shri Sanjay N Damani was ₹ 64.60 Lakhs and ₹13.99 Lakhs respectively.

#### c. Recognition and Awards: None

#### d. 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 49 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 projects, 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 Shri Nandan Damani and Shri Sanjay N Damani are given in the Item No. 3 and 4 respectively in 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 by Shri Nandan Damani 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 Nandan Damani and Shri Sanjay N Damani are related to each other.

**III. Other Information:**

**a. Reasons for inadequate profits:**

During the Financial Year 2025–26, the profit after tax reduced primarily due to the reversal of Deferred Tax Assets arising from the lapse of brought-forward losses.

**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 package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration to Directors for the year ended 31<sup>st</sup> March, 2026.

**By Order of the Board of Directors**

**Pooja Bagwe**  
Company Secretary  
Membership No. A33353

Mumbai, 20th May, 2026

CIN: L17110MH1912PLC000351

**Registered Office:**

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