

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to the Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Amendment Rules, 2014 (the Rules), as amended including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and all other applicable provisions, if any, seeking approval of the Members of Simplex Realty Limited (**the Company**) to the proposed Special Resolutions appended below by way of Postal Ballot including voting by electronic means (**e-voting**).

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original, duly completed and signed, in the enclosed self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer Shri Manish L. Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, on or before 5.00 p.m. Thursday, the 28th March, 2019. The Postal Ballot Forms received after that date will be strictly treated as if the reply from such Member has not been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 (**the Listing Regulations**), the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms.

The Scrutinizer will submit his report to the Chairman/Director of the Company after the completion of scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced, not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the websites of the Company and the Central Depository Services (India) Limited.

The Resolutions, if approved by the requisite majority, shall be passed on the date on which the results of the Postal Ballot are declared.

1. Re-appointment of Shri Vishnubhai B Haribhakti as an Independent 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 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 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Vishnubhai B Haribhakti (DIN 00088062), was appointed as an Independent Director and who holds office of Independent Director upto 31st March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 upto 31st March, 2024, to continue to hold the position of Independent Director beyond 75 (seventy five) years of age.”

2. Re-appointment of Shri Surendra Kumar Somany as an Independent 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 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 and other applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Surendra Kumar Somany (DIN 00001131), was appointed as an Independent Director and who holds office of Independent Director upto 12th November, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 12th November, 2019 upto 11th November, 2024, to continue to hold the position of Independent Director beyond 75 (seventy five) years of age.”

By Order of the Board of Directors
Simplex Realty Limited

Sd/-
Shekhar R Singh
Company Secretary

Mumbai, 30th January, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Section 110 of the Act containing all material facts in respect of the Special Resolutions as specified above is annexed hereto.
2. The Company has appointed Shri Manish L Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
3. The Resolutions passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
4. This Notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website - www.simplex-group.com and on the website of Central Depository Services (India) Limited- www.evotingindia.com
5. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, the 22nd February, 2019.
6. Voting through Postal Ballot Form:
 - a. Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instruction printed on the back side of Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5.00 p.m. on Thursday, the 28th March, 2019. The Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Member has not been received. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by Courier or Registered / Speed Post at the expense of the Member will also be accepted.
 - b. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company (investors@simplex-group.com) / the Share Transfer Agent, viz., Freedom Registry Limited, (Unit: Simplex Realty Limited), Plot No. 101/102, 19th Street, MIDC, Satpur, Nashik- 422007.
7. Voting through electronic means:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(the Listing Regulations), the Company is pleased to provide voting by electronic means (e-voting) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on Wednesday, the 27th February, 2019 (10.00 A.M.) and ends on Thursday, the 28th March, 2019 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Friday, the 22nd February, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 Digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Non- Individual Members and Custodians
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

The following statement sets out material facts relating to Special Resolutions as mentioned in the accompanying Notice.

Item number 1

The Members of the Company at the 101st Annual General Meeting held on 6th August, 2014 approved the appointment of Shri Vishnubhai B Haribhakti (DIN 00088062) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 1st April, 2014. Shri Vishnubhai B Haribhakti will complete his first term on 31st March, 2019.

The Board of Directors of the Company at the meeting held on 30th January, 2019, on the recommendation of the Nomination and Remuneration Committee and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, has recommended for approval of Members, the re-appointment of Shri Vishnubhai B Haribhakti as an Independent Director of the Company, for the second term of 5 (five) consecutive years with effect from 1st April, 2019 upto 31st March, 2024 who has attained the age of 89 years during the above term of re-appointment, shall not be liable to retire by rotation.

Shri Vishnubhai B Haribhakti is a graduate in commerce and a Chartered Accountant. He passed his Final CA Examination with first Rank in India and was awarded the G.P. Kapadia Gold Medal. He had been appointed as an Independent Director in public sector Banks and other enterprises by the Government of India and was a member of the Sales Tax Enquiry Committee appointed by Government of Maharashtra. He has wide experience of more than six decades in the field of accountancy, finance, management, business and administration.

Shri Vishnubhai B Haribhakti has served as an Independent Director on the Board of several reputed companies. He has served as president of the prestigious public and private bodies i.e. The Institute of Chartered Accountants of India, Indian Merchant's Chamber and Council for Fair Business Practices. He has also served as a member of the Managing Committee of the Apex Chamber of Commerce, ASSOCHAM.

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

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which is effective from 1st April, 2019, requires approval of the shareholders by way of Special Resolution for appointing or continuing the directorship of a person as a Non-Executive Director who has attained the age of 75 years.

Shri Vishnubhai B Haribhakti is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Vishnubhai B Haribhakti for the office of Independent Director of the Company.

The Company has also received declarations from Shri Vishnubhai B Haribhakti that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Vishnubhai B Haribhakti fulfill the conditions for re-appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Vishnubhai B Haribhakti is independent of the management.

The Explanatory Statement together with the accompanying Notice may also 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.

A copy of the draft letter for re-appointment of Shri Vishnubhai B Haribhakti setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

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

Except Shri Vishnubhai B Haribhakti, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item number 1 except to the extent of their shareholding, if any, in the Company.

Item Number 2

The Members of the Company at the 102nd Annual General Meeting held on 5th August, 2015 approved the appointment of Shri Surendra Kumar Somany (DIN 00001131) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 12th November, 2014. Shri Surendra Kumar Somany will complete his first term on 11th November, 2019.

The Board of Directors of the Company at the meeting held on 30th January, 2019, on the recommendation of the Nomination and Remuneration Committee and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, has recommended for approval of Members, the re-appointment of Shri Surendra Kumar Somany as an Independent Director of the Company, for the second term of 5 (five) consecutive years with effect from 12th November, 2019 upto 11th November, 2024 who has attained the age of 88 years during the above term of re-appointment, shall not be liable to retire by rotation.

Shri Surendra Kumar Somany is a graduate in commerce and an Industrialist with a wide experience of more than five decades in the business of ceramic, glass and textile industry. Shri Surendra Kumar Somany has served as an Independent Director on the Board of several reputed companies.

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

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which is effective from 1st April, 2019, requires approval of the shareholders by way of Special Resolution for appointing or continuing the directorship of a person as a Non-Executive Director who has attained the age of 75 years.

Shri Surendra Kumar Somany is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Surendra Kumar Somany for the office of Independent Director of the Company.

The Company has also received declarations from Shri Surendra Kumar Somany that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Surendra Kumar Somany fulfill the conditions for re-appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Surendra Kumar Somany is independent of the management.

The Explanatory Statement together with the accompanying Notice may also 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.

A copy of the draft letter for re-appointment of Shri Surendra Kumar Somany setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

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

Except Shri Surendra Kumar Somany, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item number 2 except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
Simplex Realty Limited

Sd/-
Shekhar R Singh
Company Secretary

Mumbai, 30th January, 2019