



Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

Regd. Office: "SIMPLEX HOUSE", 27, Shakespeare Sarani, Kolkata-700017

Tel: 033-23011600, Fax: 033-22835964

e-mail: secretarial.legal@simplexinfra.com, website: www.simplexinfra.com

NOTICE

NOTICE is hereby given that the One Hundred and Second Annual General Meeting of the Members of **SIMPLEX INFRASTRUCTURES LIMITED** will be held on Wednesday, the 30th day of December, 2020 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sukumar Dutta (DIN 00062827), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules,

2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.4,00,000- (Rupees Four Lakhs only) plus out of pocket expenses and applicable taxes, payable to M/s. Mukesh Kumar & Associates, Cost Accountants (Firm Registration No.00140), for audit of the cost records of the Company for the financial year 2020-21, as approved by the Board of Directors, be and is hereby ratified."

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Sheo Kishan Damani (DIN-00062780) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. Sheo Kishan Damani has already crossed 75 years of age.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do

Notice (Contd..)

all necessary acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Asutosh Sen (DIN-00165345) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. Asutosh Sen has already crossed 75 years of age.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Regulation 17(1A)

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Nripendra Nath Bhattacharyya (DIN-00014250) as Independent Director of the Company till his current tenure of appointment which ends on date 4th September 2024 notwithstanding that Mr. N.N.Bhattacharyya has already crossed 75 years of age.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matters and things to give effect to this resolution.”

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. Bajoria
Sr. Vice President & Company Secretary
Membership No.: FCS 3020

Place: Kolkata

Dated: September 30, 2020

NOTES:

- (i) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 102nd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial.legal@simplexinfra.com.
- (ii) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, without the physical presence of Members at a common venue. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 102nd AGM of the Company is being convened and conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). Since this AGM will be held through VC / OAVM, Members will not be able to appoint proxies for this meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting. The venue of the Meeting shall be deemed to be the Registered Office of the Company. Further, as the meeting is convened through VC/OAVM, Attendance Slip and Route Map are not being annexed to this Notice.
- (iii) Members who are shareholders as on Monday, 21st Dec, 2020 can join the AGM 15 mins before the commencement of the AGM and till the time of the conclusion of the Meeting by following the procedure mentioned in the Notice.
- (iv) The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis for first 1000 members. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Monday, 21st Dec, 2020 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee, Scrutinizer, Consultants, Auditors and other invitees will not be restricted on first come first serve basis.
- (v) As per the provisions under the MCA Circulars, Members attending the 102nd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (vi) In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.simplexinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL at <https://evoting.nsd.com/>
- (vii) The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed as set out above are annexed hereto.
- (viii) The Register of Members and Transfer books of the Company will remain closed from Tuesday, 22nd December 2020 to Wednesday, 30th December, 2020 (both days inclusive)

Notice (Contd..)

(ix) Members holding securities in electronic form are requested to intimate immediately any change in their address/E-mail ID/ bank mandates directly to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares certificates in physical form are requested to advise any change of address/ E-mail ID/ bank mandate immediately to the Company's Registered Office.

(x) The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education & Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the corresponding shares of the shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of the IEPF Authority.

The company has published newspaper advertisements and has sent reminders to those members having unpaid/unclaimed dividends, before transfer of such dividends and corresponding shares whose dividends have been unclaimed/unpaid for seven consecutive years, to the IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the website of the company www.simplexinfra.com. Members, who have not encashed their dividend for the financial year ended 31st March, 2014, are advised to write to the Company immediately claiming dividends declared by the Company. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company.

The shareholders whose dividend/ shares have been

transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of the IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

(xi) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Company has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP – 3238), Kolkata, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the Meeting and through remote e-voting, will, not later than forty-eight hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.simplexinfra.com and on the website of NSDL i.e. www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th December, 2020.

(xii) Considering the difficulties caused due to the

Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Report and Notice have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, 27th November, 2020. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses with their Depositories. Alternatively, Members may send an e-mail to *secretarial.legal@simplexinfra.com* or write to the Company Secretary for registering their e-mail addresses. Members may also visit the website of the Company *www.simplexinfra.com* and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at *www.bseindia.com* and *www.nseindia.com* respectively, for downloading the Annual Report and the Notice of AGM.

Relevant documents referred to in the notice and accompanying statement are open for inspection electronically from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send e-mail to *secretarial.legal@simplexinfra.com*.

- (xiii) Members holding shares in single name and physical form are advised to make Nomination in respect of their shareholdings in the Company in the prescribed form for this purpose to the Company. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the registered office of the company, for consolidation into a single folio. Members are requested to contact the Share Department at the Registered Office of the Company (Phone 033-2301-1600), Email: *secretarial.legal@simplexinfra.com* for

prompt reply to their queries and for redressal of any complaint.

(xiv) **The instructions for Members for remote e-voting are as under:**

The remote e-voting period begins on Saturday, 26th December 2020 at 9.00 A.M. and ends on Tuesday, 29th December, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Monday, 21st December, 2020 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at *https://www.evoting.nsdl.com/*

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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.

Notice (Contd..)

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. **Your User ID details are given below :**

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request

at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 Company by e-mail at secretarial.legal@simplexinfra.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at pallavid@nsdl.co.in and evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of

Notice (Contd..)

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 *secretarial.legal@simplexinfra.com*

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 *secretarial.legal@simplexinfra.com*

2. Alternatively member may send an e-mail request to *evoting@nsdl.co.in* for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

5. 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 Downloads section of *www.evoting.nsdl.com* or call on toll free number 1800-222-990.

6. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).

7. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and 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 shall make not later than forty-eight hours of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

8. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company *www.simplexinfra.com* and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

(xv) The 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 the same at *https://www.evoting.nsdl.com* under shareholders/members login by

using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

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.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial.legal@simplexinfra.com. The "Speaker Registration" window shall be activated on Wednesday, 23rd December, 2020 at 9.00 A.M. and shall be closed on Saturday, 26th December, 2020 at 9.00 A.M. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Each Speaker is requested to express his / her views within 2 – 3 minutes of the allotted time.

5. Shareholders who would like to express their views/have questions may send their questions in advance on or before Saturday, 26th December, 2020 mentioning their name demat account number/folio number, email id, mobile number at secretarial.legal@simplexinfra.com. The same will be replied by the company suitably.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545. Kindly quote your name, DP ID-Client ID/Folio No. and E-voting Even Number in all your communications.

(xvi) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mukesh Kumar & Associates, Cost Accountants (Firm Registration No: 00140) as Cost Auditors to conduct the audit of records of Cost Audit for the financial year 2020-2021. In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2013, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, consent of the

Notice (Contd..)

members is sought for passing an Ordinary Resolution as set out in Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

The Board therefore, recommends the Resolution set out in Item No. 3 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relative are, in anyway, concerned or interested, financial or otherwise in the said resolution, set out at Item No. 3

Item No.4-6

Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, effective April 1, 2019, requires companies to obtain approval of shareholders by passing a special resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years.

Mr. Sheo Kishan Damani, Mr. Asutosh Sen and Mr. N.N.Bhattacharyya as Non-Executive and Independent Directors have been associated with Simplex Infrastructures Limited for over a decade. Their knowledge

and experience is of immense benefits to the Company. They all have crossed the age of 75 years. Accordingly, approval of the shareholders of the Company is sought for continuation of the aforesaid Directors as Non-Executive Independent Director by passing Special Resolution.

The Board recommends approval for continuation of Mr. Sheo Kishan Damani, Mr. Asutosh Sen and Mr. N.N.Bhattacharyya as Non-Executive and Independent Directors, beyond 75 years of age.

Except Mr. Sheo Kishan Damani, Mr. Asutosh Sen and Mr. N.N.Bhattacharyya, Non-Executive and Independent Directors being the appointees, none of the Directors or the Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 4-6.

By Order of the Board
For **SIMPLEX INFRASTRUCTURES LIMITED**

B. L. Bajoria

Sr. Vice President & Company Secretary
Membership No.: FCS 3020

Place: Kolkata

Dated: September 30, 2020

Annexure-A

Details of Directors seeking re-appointment at the One Hundred and Second Annual General Meeting of the Company

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Sukumar Dutta	Mr. Nripendra Nath Bhattacharyya	Mr. Sheo Kishan Damani	Mr. Asutosh Sen
Age (In years)	81	81	79	78
Date of Appointment	21.06.2001	28.02.2005	06.10.2005	30.05.2013
Qualifications	M. Com, LLB, FCA	M.Com, F.C.A.	B.Com	F.C.A.
Number of Shares held in the Company	500	NIL	NIL	NIL
Expertise in specific functional area	More than 50 years of experience in the field of Accounts, Finance, Taxation and Audit	He has more than 50 years of experience in financial services, corporate restructuring, accounts and auditing. He was the Executive Director of Industrial Reconstruction Bank of India.	An eminent business personality having vast experience, profound knowledge and business acumen. He was the past President of the Indian Plastic Federation.	He has over 50 years of experience in the field of Accounts, Finance and Internal Audit.
Relationship with other Directors, Managers & Key Managerial Personnel	Nil	NIL	NIL	NIL
Directorship and Membership of Committees of other listed entities	Nil	NIL	NIL	NIL



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