



**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 an Extra-Ordinary General Meeting of the members of SIMPLEX INFRASTRUCTURES LIMITED ("Company") will be held on Tuesday, the 22<sup>nd</sup> day of April, 2025 at 12:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following **SPECIAL BUSINESSES**:

**ITEM NO:1**

**To approve the issuance of Equity Shares to Non-promoters by way of fresh infusion of funds on a preferential basis**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of

the Company be and is hereby accorded, to create, offer, allot and issue, in one or more tranches, upto a maximum of 72,39,447 fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 289/- per equity share (including a premium of Rs. 287/- per equity share) aggregating upto Rs.209,22,00,183/- (Rupees Two Hundred Nine Crores Twenty Two Lakhs One Hundred and Eighty Three Only) for cash consideration to the following Non-Promoters (hereinafter referred to as the “Proposed Allottees”)

Sr.No.	Name of the Proposed Allottees	Category	No: of Equity Shares to be allotted
1.	M/s. Quant Money Managers Limited- Quant Mutual Fund- Infrastructure Fund	Non-Promoter	25,95,156
2.	M/s. Indorama India Private Limited	Non-Promoter	31,60,208
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	8,65,052
4.	M/s.Kedia Securities Private Limited	Non-Promoter	5,19,031
5.	Mr. Nischal Maheshwari	Non-Promoter	1,00,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the Preferential Issue of the Equity Shares is 21st March, 2025 being the date 30 days prior to the date of the General Meeting (“Relevant Date”).

**RESOLVED FURTHER THAT** the minimum price of the equity so issued shall not be less than the price arrived at in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations 2018 for preferential issue, being the higher of the following:

1.Rs.288.76/-being the volume weighted average of the Company’s shares quoted on the National Stock Exchange of India Limited (NSE) (being the Stock Exchange with higher trading volumes for the said period) during the period of 90 trading days preceding the Relevant Date;

**OR**

2.Rs.260.84/- being the volume weighted average of the Company’s shares quoted on NSE (being the Stock Exchange with higher trading volumes for the said period) during the period of 10 trading days preceding the Relevant Date.

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE, NSE and CSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the

manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

#### **ITEM NO:2**

**To approve the issuance of Warrants to Promoter Group and Non-Promoters on a preferential basis**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and

modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to offer, issue and allot, from time to time in one or more tranches, upto a maximum of 74,20,935 Convertible Warrants, each convertible for 1 (One) fully paid-up equity shares of the Company having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 289/- (“Share Warrant issue price”) aggregating upto Rs.214,46,50,215/- (Rupees Two hundred Fourteen crores, Forty-Six Lakhs, Fifty Thousand, Two hundred Fifteen Rupees only) which may be exercised in one or more tranches within 18 months from the date of allotment of such warrant to the following promoter group and non-promoter (hereinafter referred to as the “Proposed Allotees”):

<b>Sr.No.</b>	<b>Name of the Proposed Allotees</b>	<b>Category</b>	<b>Maximum No: of Convertible Warrants to be allotted</b>
1.	M/s. Quant Money Managers Limited- Quant Mutual Fund- Infrastructure Fund	Non-Promoter	8,65,052
2.	M/s. Indorama India Private Limited	Non-Promoter	8,65,052
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	17,30,104
4.	M/s. Badrikedar Commercials Private Limited	Non-Promoter	7,00,000
5.	M/s.Kedia Securities Private Limited	Non-Promoter	3,46,021
6.	M/s. Aamara Capital Private Limited	Non-Promoter	2,00,000
7.	M/s. Chancellor Commodeal Private Limited	Non-Promoter	2,00,000
8.	M/s.Navisha Consultancy Services Pvt Ltd	Non-Promoter	2,50,000
9.	M/s.Emerald Path LLP	Non-Promoter	1,00,000
10.	Mr. Shiv Shegal	Non-Promoter	2,00,000
11.	Mr. Nischal Maheshwari	Non-Promoter	1,00,000
12.	Ms. Heya Ajay Shah	Non-Promoter	1,00,000
13.	Mrs. Usha Agarwal	Non-Promoter	34,602

14.	M/s. Ajay Merchants Private Limited	Promoter Group	17,30,104
-----	-------------------------------------	----------------	-----------

**RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:**

1. **Form:** The warrant shall be allotted in dematerialised form and shall be rupee denominated, unsecured, compulsorily convertible and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations 2018 and the Articles of Association of the Company.
2. **Consideration payable:** an amount equivalent to at least twenty-five percent of the consideration determined in terms of Regulation 164 of SEBI ICDR Regulations, 2018 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent of the consideration shall be paid at the time of allotment of the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
3. **Conversion Ratio / Other Conversion Terms:** Each warrants shall be convertible into 1 (One) equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each in such a manner that the shareholding of promoter and promoter group shall not exceed 5% of the expanded paid-up capital after the conversion in any financial year. The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price of Rs. 289/- including premium of Rs. 287/- per share in one or more tranches.
4. **Interest:** The warrants shall carry 'nil' interest.
5. **Voting:** The warrants shall not carry any voting rights.
6. **Forfeiture:** The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
7. **Lock-in:** the Warrants allotted in terms of this resolution shall be subject to lock-in as specified in the provisions of the SEBI ICDR Regulation, 2018.
8. **Amendment of terms:** The Board/Committee may, subject to the applicable laws and consent of the Warrant Holders, vary the terms of allotment and / or conversion of the Warrants, from time to time, as it may think fit in the best interest of the Company.

**RESOLVED FURTHER THAT** in accordance with Regulation 161(a) of the SEBI ICDR Regulations, 2018, the "Relevant Date", for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to conversion of warrant allotted on a preferential basis, is 21<sup>st</sup> March 2025, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

**RESOLVED FURTHER THAT** the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed

on BSE, NSE and CSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018, the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of warrant is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

### **ITEM NO: 3**

**To approve the conversion of a part of the outstanding loan of National Asset Reconstruction Company Limited (NARCL) into equity shares with the intent to make NARCL hold 15% of equity of the company on a fully diluted basis in accordance with the Master Restructuring Agreement (MRA) executed between the company and NARCL on 15<sup>th</sup> January 2025**

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

**“RESOLVED THAT** pursuant to the Joint Assignment Agreement dated 28<sup>th</sup> March, 2024 and 19<sup>th</sup> July, 2024, for funded and non-funded debt respectively, by the Lenders of the Company to the National Assets Reconstruction Company Ltd (NARCL), Master Restructuring Agreement (MRA) executed between the Company and NARCL on 15<sup>th</sup> January, 2025, provisions of Section 23(1)(b), Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities &

Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to convert the part of the Fund Based Outstanding Debt into equity shares by creation, offering, issuance and allotment upto a maximum of 25,91,000 (Twenty Five Lakhs Ninety One Thousand Only ) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs.289/- per equity share (including a premium of Rs.287/- per equity share) aggregating upto Rs.74,87,99,000/- (Rupees Seventy Four Crores Eighty Seven Lakhs Ninety Nine Thousand Only)/- to NARCL (hereinafter referred to as the “Proposed Allottee”) in such manner and on such other terms and conditions, as more particularly mentioned in the explanatory statement and/or as the Board may, in its absolute discretion, think fit so that the total holding of NARCL post allotment of equity shares in the Company on fully diluted basis shall be 15% (fifteen percent) of the Company’s paid-up equity share capital.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is Friday, 21<sup>st</sup> March 2025, being the date 30 (Thirty) days prior to the date on which the meeting of the shareholders is being held to consider the proposed issue (“Relevant Date”).

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) Equity Shares shall be subject to lock-in for such period and manner that may be prescribed under the SEBI ICDR Regulations;
- b) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) The equity shares allotted shall be made fully paid up at the time of the allotment. The allotment of these shares shall be made to NARCL by converting a part of the debt into equity without requiring any cash payout; and
- d) Allotment of Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** in order to maintain the aforesaid 15% shareholding of NARCL in the Company on a fully diluted basis in accordance with the MRA, further issuance

of equity shares to NARCL on preferential basis will need to be made in compliance of the applicable laws and regulations as and when the paid-up equity capital is further increased.

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects including corporate and other benefits, including dividend declared, if any. The issue and allotment of equity shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the stock exchanges where the equity share of the Company are currently listed.

**RESOLVED FURTHER THAT** the minimum price of the equity so issued shall not be less than the price arrived at in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations for preferential issue, being the higher of the following:

1.Rs.288.76/-being the volume weighted average of the Company's shares quoted on the National Stock Exchange of India Limited (NSE) (being the Stock Exchange with higher trading volumes for the said period) during the period of 90 trading days preceding the Relevant Date;

**OR**

2.Rs.260.84/- being the volume weighted average of the Company's shares quoted on NSE (being the Stock Exchange with higher trading volumes for the said period) during the period of 10 trading days preceding the Relevant Date.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”



**ITEM NO:4**

**Appointment of Mr. Gurumurthy Ramanathan (DIN- 10366010) as Nominee Director of the Company and approval for payment of his remuneration as recommended by NARCL**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, and on the recommendation of Nomination and Remuneration Committee, Mr. Gurumurthy Ramanathan (DIN- 10366010), who was appointed as Nominee Director, nominated by National Asset Reconstruction Company Limited (NARCL), with effect from 28<sup>th</sup> March, 2025 by the Board of Directors, and in respect of whom the Company has received a notice in writing from NARCL for the office of Director, who shall not be subject to retirement by rotation, be and is hereby appointed as Director ( Category: Non-Executive, Nominee Director) of the Company, provided that his appointment shall be subject to approval by the shareholders in a general meeting at least once in every five years.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(ca) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time , and subject to the applicable provisions of the Companies Act, 2013 , approval of the Members be and is hereby accorded for payment of annual remuneration of Rs.10,00,000/- ( Rupees Ten Lakhs only) (excluding applicable taxes, if any) ) for the Financial Year 2024-2025 to Mr. Gurumurthy Ramanathan, Non-Executive Nominee Director of the Company, being an amount which may exceed fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company .”

“**RESOLVED FURTHER THAT** the above-mentioned annual remuneration shall be in addition to the fees payable to him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred by him in performance of his duties.”

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolutions.”

**ITEM NO:5**

**Appointment of Mr. Subrata Kumar Ray (DIN- 11003975) as 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 Section 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed

thereunder, as amended from time to time, read with schedule IV to the Act, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, Mr. Subrata Kumar Ray (DIN- 11003975), who was appointed as an Additional Director of Company as an Independent Director with effect from 28<sup>th</sup> March, 2025 by the Board of Directors and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 22<sup>nd</sup> April 2025 to 21<sup>st</sup> April 2030.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary to give effect to the above resolution .”

**By Order of the Board of Directors  
For Simplex Infrastructures Limited  
Sd/-  
B.L.Bajoria  
Sr. VP & Company Secretary**

Place: Kolkata

Date: 28<sup>th</sup> March 2025

**Registered office:**

**Simplex Infrastructures Limited**

CIN: L45209WB1924PLC004969

Simplex House, 27, Shakespeare Sarani, Kolkata, West Bengal, 700017

Website: [www.simplexinfra.com](http://www.simplexinfra.com)

Email: [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com)

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Secretarial Standard on General Meetings (“**SS-2**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) setting out the material facts concerning the item of Special Businesses to be transacted at the Extra-ordinary General Meeting (“**EGM**”) is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ( the “**MCA**”) vide its General Circular dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 23rd June 2021, 8<sup>th</sup> December 2021 and 5<sup>th</sup> May, 2022 (hereinafter collectively referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) and in compliance with the provisions of the Act and the Listing Regulations , the EGM (“**e-EGM**” or “**EGM**” or “**Meeting**”) of the Company convened is being conducted through Video Conferencing (“**VC**”) / other Audio Visual Means (“**OAVM**”) facility, which does not require physical presence of the members of the Company (“**Members**”) at a common venue.

3. In terms of MCA Circulars, the Company has made special arrangement with MCS Share Transfer Agent Limited, its Registrar & Share Transfer Agent for registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the procedure given in Instruction part of this Notice. Accordingly, the Company shall send the Notice to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.
4. The Company has enabled the Members to participate at the EGM through the VC / OAVM facility provided by NSDL. The instructions for participation at the EGM through VC / OAVM by Members are given in Instructions part of this Notice.
5. As per the provisions under the MCA Circulars, Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the Listing Regulations, the Company has engaged the services of NSDL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
7. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EGM. The process of remote e-voting with necessary user id and password is given in the Instructions part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC / OAVM.
8. In terms of MCA Circulars, the businesses set out in this Notice will be transacted by the members only through remote e-voting or through the e-voting system while participating through VC / OAVM facility.
9. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC / OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system at EGM and remote e-voting, voting done through remote e-voting shall prevail and voting done at the EGM shall be treated as invalid.
10. Voting rights of the members (for voting through remote e-voting or e-voting system at the Meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 15<sup>th</sup> April, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system at the Meeting.

11. As per the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and such proxy need not be a member of the Company. Since the EGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
12. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to authorize their representatives to attend the EGM through VC / OAVM facility and vote on their behalf are requested to send duly certified copy of the relevant Board resolution to the Company at [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com). Institutional investors are encouraged to attend and vote at the EGM through VC / OAVM.
13. 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.
14. In relation to permanent registration of email address, Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Ltd, 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata-700045
15. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays and holidays, up to the date of EGM.
16. Regulation 40 of the Listing Regulations, as amended, provides that from April 1, 2019, transfer of securities would not be processed unless the securities are held in the dematerialized form with depositories. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in the corporate actions. Members can contact MCS Share Transfer Agent Ltd, Registrar and Share Transfer Agents for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
18. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to MCS Share Transfer Agent Ltd, 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata, West Bengal, 700045 or to the Company at its Registered office. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

20. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to MCS Share Transfer Agent Ltd, 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata, West Bengal, 700045 or Email on [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com). Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.

21. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on 15<sup>th</sup> April, 2025 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the said rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).

22. The remote e-voting facility will be available during the following period:

23. Commencement of remote e-voting: From 9.00 a.m. (IST) on Friday, 18<sup>th</sup> April, 2025 and end of remote e-voting: Up to 5.00 p.m. (IST) on Monday, 21<sup>st</sup> April, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period. 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 Tuesday, 15<sup>th</sup> April, 2025.

24. The Board of Directors has appointed Mr. Atul Kumar Labh (FCS-4848/ CP-3238), Practicing Company Secretary as the “**Scrutinizer**” for the purpose of scrutinizing the process of remote e-voting and e-voting system at the Meeting in a fair and transparent manner.

25. The results of remote e-voting and e-voting system at the Meeting shall be aggregated and declared within 48 hours from the conclusion of the meeting by the Chairman or by any other person duly authorised in this regard.

26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at [www.simplexinfra.com](http://www.simplexinfra.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of meeting, i.e. Tuesday, 22<sup>nd</sup> April, 2025

27. As the EGM is being held through VC / OAVM, the route map is not annexed to this Notice.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The remote e-voting period begins on Friday 18<sup>th</sup> April, 2025 at 09:00 A.M. and ends on Monday, 21<sup>st</sup> April, 2025 at 05:00 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. 15<sup>th</sup> April, 2025, 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 15<sup>th</sup> April 2025.

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

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





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

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

In terms of SEBI circular dated 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>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>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” 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: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <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>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the</li> </ol>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. 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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial

password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 / [aklabhcs@gmail.com](mailto:aklabhcs@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 to Ms. Pallavi Mhatre, Senior Manager 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 resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.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 ([secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively 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 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 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 EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/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. 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](mailto:secretarial.legal@simplexinfra.com) latest by 5.00 p.m. (IST) on Tuesday, 15th April, 2025.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com) latest by 5.00 p.m. (IST) on Tuesday, 15th April, 2025. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 022 - 4886 7000.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

**Item No: 1 &2**

For the revival and business growth of the Company upon implementation of financial restructuring, the Company will need to augment its working capital resources and incur capex necessary from time to time. For the above purposes, the Company needs to raise equity resources as banking facilities may not be available in the near future. In the light of this, it is considered prudent for the Company to infuse Equity by way of Preferential issue of Equity Shares/ Convertible Warrants. The Board at its meeting held on 28/03/2025 has resolved to raise fund upto Rs. 424 Crores ( rounded off) by way of offer, allot, and issue upto:

- (i) Upto 72,39,447 fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs. 289/- per equity share (including a premium of Rs. 287/- per equity share) aggregating upto Rs.209,22,00,183/-(Rupees Two Hundred Nine Crores Twenty Two Lakhs One Hundred and Eighty Three Only) on a preferential basis, to non-promoters and in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended.
- (ii) Upto a maximum of 74,20,935 Convertible Warrants, each convertible for 1 (One) fully paid-up equity shares of the Company having face value of Rs.2/- (Rupees

Two Only) each, at an issue price of Rs. 289/- (“Share Warrant issue price”) aggregating upto Rs.214,46,50,215/- (Rupees Two hundred Fourteen crores, Forty-Six Lakhs, Fifty Thousand, Two hundred Fifteen Rupees only) in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended.  
(Collectively referred as “Preferential Allotment”)

The information pertaining to the proposed allotment of equity shares and warrants is stated below:

a.	Objects of the Issue	For the revival and business growth of the Company and upon implementation of financial restructuring, the Company will need to augment its working capital resources and incur capex necessary from time to time. The fund is being raised to meet the working capital resources and incur capex from time to time as necessary
b.	Maximum number of specified securities to be issued	It is proposed to offer, allot and issue upto (i) Upto 72,39,447 fully paid-up equity shares; (ii) Upto 74,20,935 convertible warrants which will be converted into an equal number of equity shares.
c.	Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer	The Equity Shares/ Warrants shall be offered to the Proposed Allottees only as mentioned in the respective Resolutions forming part of this Notice at Item No:1 & 2  Except M/s Ajay Merchants Private Limited , who belongs to the Promoter Group, who intends to subscribe to convertible warrants, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares or warrants proposed to be issued under the aforesaid Preferential Allotment.
d.	Pricing of the Issue	The issue of equity shares will be at Rs. 289/- per Equity Share (including a premium of Rs. 287/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018. Further, the warrants shall be converted into Equity shares at Rs.289/- which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.
e.	Basis on which the price has been arrived at along	Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in

	with report of the registered valuer	<p>accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Issue Price of Rs.289/- has been determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares and warrant and is higher than the price determined under the Valuation Report obtained by the Company from an independent registered valuer namely Mr. Nikhil Jain, (Reg.No: IBBI/RV/06/2019/12211) in accordance with Regulation 166A of SEBI ICDR Regulations.</p> <p>The said valuation report is also available on the Company's website <a href="http://www.simplexinfra.com">www.simplexinfra.com</a>.</p>
f.	Relevant Date	The 'Relevant Date' for the purpose of determining the issue price is 21 <sup>st</sup> March 2025, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
g.	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to Promoters/ Promoter Group and to persons / entities in the non-Promoter category of the Company.
h.	Shareholding Pattern of the issuer before and after the issue:	The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in <b>Annexure A</b> forming part of this Notice.
i.	Proposed time within which allotment shall be completed	As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares/ Warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
j.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees	The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

**Equity Shares (Proposed Allotees)**

<b>Sr.No.</b>	<b>Name of the Proposed Allotees</b>	<b>Category</b>	<b>Ultimate Beneficial Owner</b>
1.	M/s. Quant Money Managers Limited- Quant Mutual Fund- Infrastructure Fund	Non-Promoter	Mr. Sandeep Tandon
2.	M/s. Indorama India Private Limited	Non-Promoter	NA
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	Mr. Rajesh Sharma
4.	M/s.Kedia Securities Private Limited	Non-Promoter	Mr.Vijay Kishanlal Kedia
5.	Mr. Nischal Maheshwari	Non-Promoter	NA

**Convertible Warrants (Proposed allottees)**

<b>Sr.No.</b>	<b>Name of the Proposed Allotees</b>	<b>Category</b>	<b>Ultimate Beneficial Owner</b>
1.	M/s. Quant Money Managers Limited- Quant Mutual Fund- Infrastructure Fund	Non-Promoter	Mr. Sandeep Tandon
2.	M/s. Indorama India Private Limited	Non-Promoter	NA
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	Mr. Rajesh Sharma
4.	M/s. Badrikedar Commercials Private Limited	Non-Promoter	Mr. Pawan Kumar Varma
5.	M/s.Kedia Securities Private Limited	Non-Promoter	Mr.Vijay Kishanlal Kedia
6.	M/s. Aamara Capital Private Limited	Non-Promoter	Mr. Kishore Shah
7.	M/s. Chancellor Commodeal Private Limited	Non-Promoter	Mr. Siddharth Surekha
8.	M/s.Navisha Consultancy Services Pvt Ltd	Non-Promoter	Mr. Navin Agarwal
9.	M/s.Emerald Path LLP	Non-Promoter	Mr. Radha Raman Agarwal
10.	Mr. Shiv Shegal	Non-Promoter	NA



	11.	Mr. Nischal Maheshwari	Non-Promoter	NA
	12.	Ms. Heya Ajay Shah	Non-Promoter	NA
	13.	Mrs. Usha Agarwal	Non-Promoter	NA
	14.	M/s. Ajay Merchants Private Limited	Promoter Group	Mr. Rajiv Mundhra
k.	Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees		Mentioned in <b>Annexure- B</b>	
l.	Changes in control, if any, in the Company consequent to the issue:		There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.	
m.	Number of persons to whom allotment has already been made during the year, in terms of number of Securities as well as Price		Except NARCL who has been allotted 1,00,84,027 nos. of equity shares at a price of Rs. Rs.281.36/- per Equity Share (including a premium of Rs. 279.36/- per equity share) aggregating upto Rs.283,72,41,837/- (Rupees Two Hundred Eighty Three Crores Seventy Two Lakhs Forty One Thousand Eight Hundred and Thirty Seven Only)/- by way of conversion of a portion of the debt of the Company on preferential basis, no allotment has been made to any person during the financial year.	
n.	Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer		NA	
o.	Lock in restrictions		The equity shares and warrants allotted and the resultant equity shares to be issued and allotted upon exercise of right attached to the warrants shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.	
p.	Certificate from Practicing Company Secretary		A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company.	

		The Certificate is also available on the Company's website <a href="http://www.simplexinfra.com">www.simplexinfra.com</a>
q.	Undertaking to re-compute the price	The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.
r.	Undertaking to put under Lock-in till the recomputed price is paid	The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
s.	Disclosure pertaining to willful defaulters or a fraudulent Borrower	Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.
t.	Disclosure regarding fugitive Economic Offender	None of the Promoters of Directors of the Company are fugitive economic offenders.
u.	Current and proposed Status of the Proposed Allottee post preferential issue	The proposed allotment shall be made to the Promoter/ Promoter Group/ Non-Promoters. The category is mentioned in Annexure-B
v.	Utilization of the fund raising	<p>The total fund raising arising out of Preferential Issue is Rs.424 Crores ( rounded off). The Company will receive upfront consideration of Rs.209.22 Crores towards Equity and Rs.53.61 Crores towards warrant (being 25% of the total consideration), aggregating Rs.262.83 Crores.</p> <p>The Company will initially allocate 25% of the proceeds from the initial consideration, amounting to Rs. 65.70 Crores, for general corporate purposes. The remaining Rs. 197.13 Crores will be used to augment working capital. Additionally, 25% of the consideration received from the exercise of warrants for conversion into equity, as and when received, will be allocated for general corporate purposes, with the balance earmarked for working capital requirements.</p> <p>According to SEBI ICDR Regulations, up to 25% of the gross issue proceeds, may be utilized for general corporate purposes. In case the amount remains unutilized in the general corporate purposes, the same</p>

		will be added up for the utilization of the working capital as stated above. The specific allocation of funds for general corporate purposes will be determined by the Management based on the actual amount available and the company's ongoing business needs.
w.	Duration of the utilization of the fund raising	The aforesaid amount will be utilized in the current financial year 2025-26 and the balance in subsequent years.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members.

M/s. Ajay Merchants Private Limited forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the convertible warrants that may be subscribed to by and allotted to the,. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

The Board, therefore, recommends the Special Resolution set out at item no. 1 & 2 for the approval of the members.

### **Item No: 3**

The Company was in the financial distress and unable to pay off the debt of the Lenders. As per the terms of the Master Restructuring Agreement (MRA) executed between the Company and NARCL on 15<sup>th</sup> January, 2025, a part of the total fund based outstanding debt shall be converted into Equity Shares, corresponding to 15% of the paid-up equity capital of the Company on a fully diluted basis, and issued to NARCL.

NARCL was allotted 1,00,84,027 nos. of equity shares at a price of Rs. Rs.281.36/- per Equity Share (including a premium of Rs. 279.36/- per equity share) aggregating upto Rs.283,72,41,837/- (Rupees Two Hundred Eighty Three Crores Seventy Two Lakhs Forty One Thousand Eight Hundred and Thirty Seven Only)/-by way of conversion of a portion of the debt of the Company on preferential basis at the Board Meeting held on 28/03/2025. Further, pursuant to the proposed issue as mentioned in Item No: 1 &2, NARCL further needs to be issued and allotted 25,91,000 (Twenty Five Lakhs Ninety One Thousand Only ) fully paid-up equity shares of the Company, so as to make its shareholding at 15% of the Equity of the Company on a fully diluted basis.

Accordingly, the Board at its meeting held on 28<sup>th</sup> March, 2025 has recommended to issue upto 25,91,000 (Twenty Five Lakhs Ninety One Thousand Only ) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each, at an issue price of Rs.289/- per equity share (including a premium of Rs.287/- per equity share) aggregating upto Rs.74,87,99,000/- (Rupees Seventy Four Crores Eighty Seven Lakhs Ninety Nine Thousand Only)/-, by way of conversion of a portion of the debt of the Company on preferential basis.

Further, pursuant to Sections 42, 62 and 71 of the Companies Act, the relevant provisions of SEBI ICDR Regulations, the issue of equity shares requires the approval of the shareholders

by way of special resolution at a general meeting of the Company. Therefore, the consent of the shareholders is being sought pursuant to the provisions of Section 62, 42, 71 and all other applicable provisions of the Companies Act, SEBI ICDR Regulations, the relevant listing agreement executed by the Company with BSE and/or NSE and/or CSE and the SEBI Listing Regulations. The equity shares to be issued and allotted would be listed and traded where the equity shares of the Company are currently listed, subject to obtaining the necessary regulatory approvals, if any. The information pertaining to the proposed allotment of equity share is stated below:

a.	Objects of the Issue	Pursuant to the MRA executed between the Company and NARCL on 15 <sup>th</sup> January 2025 upon assignment of the debt of the Company by the majority of the Lenders to NARCL to restructure the debt of the Company and requiring the Company to issue and allot to NARCL such number of fully paid up equity shares corresponding to 15% of the fully paid up equity share capital of the Company on a fully diluted basis. Accordingly, it is proposed to issue aforesaid equity shares on preferential basis to NARCL by conversion of a part of debt into Equity Shares of the Company, to make the holding of NARCL 15% of the fully paid up equity share capital of the Company on a fully diluted basis, subsequent to the proposed preferential issue as mentioned in Item No: 1 & 2
b.	Maximum number of specified securities to be issued	It is proposed to offer, allot and issue up to 25,91,000 (Twenty Five Lakhs Ninety One Thousand Only ) fully paid-up equity shares of the Company, having face value of Rs.2/- (Rupees Two Only) each.
c.	Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer	The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Allotment other than as mentioned under Item 1 & 2
d.	Pricing of the Issue	The issue of equity shares to the NARCL will be at Rs. 289/-per Equity Share (including a premium of Rs. 287/- ) which is calculated in accordance with Regulation 164 of the SEBI ICDR Regulations.
e.	Basis on which the price has been arrived at along with report of the registered valuer	<p>Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations and other applicable laws.</p> <p>The Price of Rs.289/- is determined as per pricing formula prescribed under Regulation 164 of SEBI ICDR for the</p>

		<p>Preferential Issue and is higher than the price determined under the Valuation Report obtained by the Company from an independent registered valuer namely Mr. Nikhil Jain, (Reg.No: IBBI/RV/06/2019/12211) in accordance with Regulation 166A of SEBI ICDR Regulations.</p> <p>The said valuation report is also available on the Company's website <a href="http://www.simplexinfra.com">www.simplexinfra.com</a>.</p>
f.	Relevant Date	The 'Relevant Date' for the purpose of determining the issue price is 21 <sup>st</sup> March, 2025, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
g.	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to the Lender under Non-Promoter category of the Company.
h.	Shareholding Pattern of the issuer before and after the issue:	The shareholding pattern of the Company before and after considering the preferential issue under this Notice is provided in <b>Annexure A</b> forming part of this Notice.
i.	Proposed time within which allotment shall be completed	As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
j.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees	There is no natural person who is the ultimate beneficial owner of the shares of NARCL, the proposed allottee, as its shareholders are Axis Bank, Bank of Baroda, Bank of India, Bank of Maharashtra, Canara Bank, HDFC Bank, Indian Overseas Bank, Punjab & Sind Bank, Punjab National Bank, State Bank of India, UCO Bank, Indian Bank, IDBI Bank, ICICI Bank and Union Bank of India.
k.	Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees	15% of the paid-up Capital of the Company on a fully diluted basis.
l.	Changes in control, if any, in the Company consequent to the issue:	There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

m.	Number of persons to whom allotment has already been made during the year, in terms of number of Securities as well as Price	Except NARCL who has been allotted 1,00,84,027 nos. of equity shares at a price of Rs. Rs.281.36/- per Equity Share (including a premium of Rs. 279.36/- per equity share) aggregating upto Rs.283,72,41,837/- (Rupees Two Hundred Eighty Three Crores Seventy Two Lakhs Forty One Thousand Eight Hundred and Thirty Seven Only)/- by way of conversion of a portion of the debt of the Company on preferential basis, no allotment has been made to any person during the financial year.
n.	Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer	This allotment is proposed to be made to Proposed allottee, in lieu of conversion of a portion of the debts of the Company. The issuance of equity shares, shall be adjusted against the existing debts of the Company
o.	Lock in restrictions	The equity shares to be issued and allotted to the proposed allottees shall be subject to lock-in as per the requirement of the provisions of the SEBI ICDR Regulations.
p.	Certificate from Practicing Company Secretary	A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <a href="http://www.simplexinfra.com">www.simplexinfra.com</a> .
q.	Undertaking to re-compute the price	The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.
r.	Undertaking to put under Lock-in till the recomputed price is paid	The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
s.	Disclosure pertaining to willful defaulters or a fraudulent Borrower	Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

t.	Disclosure regarding fugitive Economic Offender	None of the Promoters of Directors of the Company are fugitive economic offenders.
u.	Current and proposed Status of the Proposed Allottee post preferential issue	The proposed allotment shall be made to the Lenders of the Company and they are the shareholders of the Company in the public category.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 3 of the Notice for approval of the members.

#### **Item No. 4**

National Asset Reconstruction Company Limited vide its letter Ref No:NARCL/2024-25/200 dated January 25, 2025 has nominated Mr. Gurumurthy Ramanathan (DIN- 10366010) as its Nominee on the Board of Directors of the Company. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 28<sup>th</sup> March 2025 appointed Mr. Ramanathan as Nominee Director in Non-Executive category w.e.f. 28<sup>th</sup> March 2025, not liable to retire by rotation.

Further in terms of the amended Regulation 17(1c) of the SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 ( SEBI LODR), a listed entity shall ensure that the approval of the shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of the amended SEBI LODR, effective from April 1, 2024, the continuation of a Director serving on the Board of Directors of a Listed Company shall be subject to the approval by the shareholders in a general meeting atleast once in every five years from the date of their appointment or re-appointment, as the case may be. Accordingly, approval is sought to comply with this Regulation of SEBI LODR.

Further in terms of Regulation 17(6)(ca) of SEBI LODR and applicable provisions of the Companies Act, 2013 , approval of the Members is also sought for payment of annual remuneration of Rs.10,00,000/- ( Rupees Ten Lakhs only) (excluding applicable taxes, if any) ) for the Financial Year 2024-2025 to Mr. Gurumurthy Ramanathan, Non-Executive Nominee Director of the Company, being an amount which may exceed fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company. This annual remuneration of Rs.10 Lakhs shall be in addition to the fees payable to him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred by him in performance of his duties.

#### **Profile**

Mr. R. Gurumurthy, aged approximately 62 years, retired in June 2023 from his role as the

Head of Governance at RBL Bank. With nearly 38 years of experience in the banking sector, he has worked both in India and Hong Kong. Prior to his tenure at RBL Bank, he held a leadership position responsible for building and managing relationships for the bank with large/strategic clients in the financial service space at Standard Chartered Bank. His career also includes significant roles at Bank of America, Credit Lyonnais, and State Bank of India. Mr. Gurumurthy possesses extensive expertise in wholesale banking, capital markets, integrated risk management, and managing large, diverse teams across leadership roles both in India and internationally.

Considering Mr. Ramanathan's qualifications, skills, experience and expertise, the Board of Directors is of the opinion that as NARCL's Nominee Director, he will bring invaluable insights and knowledge to the Board which will help to drive the Company forward.

Mr. Ramanathan has given his consent to act as Director of the Company. He has also confirmed that he is neither disqualified nor debarred from holding the office of Director under the Companies Act 2013 or pursuant to any Order issued by the SEBI.

Pursuant to Regulation 36 of SEBI LODR and SS-2, issued by the Institute of Company Secretaries of India, details of Mr. Ramanathan are provided in Annexure-C to this Notice.

Except for Mr. Ramanathan, the appointee and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 4 of the Notice for approval of the members.

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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> March, 2025 appointed Mr. Subrata Kumar Ray (DIN-11003975 ) as an Additional Director of the Company in independent category with effect from 28<sup>th</sup> March 2025 for the term of 5 (five) consecutive years to hold office from 22<sup>nd</sup> April 2025 to 21<sup>st</sup> April 2030, subject to the approval of the Shareholders.

As per Section 161 of the Companies Act 2013 ("the Act"), an Additional Director holds office only until the date of the next Annual general Meeting (AGM) or the last date by which AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) , the appointment of an Independent Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Subrata Kumar Ray as an Independent Director by way of special resolution.

Mr. Ray has given his consent to act as Director of the Company. He has also confirmed that he is neither disqualified nor debarred from holding the office of Director under the Companies Act 2013 or pursuant to any Order issued by the SEBI.

#### **Profile**



Mr. Subrata Kumar Ray, aged approximately 68 years, holds a Master of Laws (LLM), a Post Graduate Diploma in Industrial Relations and Personnel Management (DIRPM), and is a Fellow member of the Institute of Company Secretaries of India (FCS). Additionally, he holds an Advanced Diploma in Alternative Dispute Resolution from NALSAR Law University, Hyderabad. Currently, he serves as a Professor of Law and Management for the LLM and MBA programs at Maulana Abdul Kalam Azad University of Technology (MAKAU), a government university near Kalyani, Nadia. He is also a Fellow of the Indian Council of Arbitration and serves as an empanelled arbitrator. With over 20 years of experience, Mr. Ray has been a visiting faculty member at 23 business schools, including prestigious institutions such as IIM Kolkata, IIM Shillong, and IIFT Kolkata. He brings with him extensive knowledge of law, management, and corporate governance practices, which will be of immense benefit to the Board of the Company.

Considering Mr. Ray's qualifications, skills, experience and expertise, the Board of Directors is of the opinion that his association as an Independent Director, will contribute significantly to the Company's growth and governance. As an Independent Director, Mr. Ray will be entitled to receive sitting fees and reimbursement of expenses for attending meetings of the Company.

Pursuant to Regulation 36 of SEBI LODR and SS-2, issued by the Institute of Company Secretaries of India, details of Mr. Subrata Kumar Ray are provided in Annexure-C to this Notice.

Except for Mr. Subrata Kumar Ray, the appointee and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 5 of the Notice for approval of the members

**By Order of the Board of Directors  
For Simplex Infrastructures Limited  
Sd/-  
B.L.Bajoria  
Sr. VP & Company Secretary**

Place: Kolkata  
Date: 28<sup>th</sup> March, 2025

**Registered office:**  
**Simplex Infrastructures Limited**  
CIN: L45209WB1924PLC004969  
Simplex House, 27, Shakespeare Sarani, Kolkata, West Bengal, 700017  
Website: [www.simplexinfra.com](http://www.simplexinfra.com)  
Email: [secretarial.legal@simplexinfra.com](mailto:secretarial.legal@simplexinfra.com)

**Annexure – A**

**Pre and Post Shareholding considering all the preferential issue under this Notice**

SI No	Category	Pre issue Shareholding*		Post issue Shareholding after allotment of Equity shares and before conversion of warrants in current preferential issue offer		Post issue Shareholding after allotment of Equity on conversion of warrants	
		No. of Shares	%	No of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Holding</b>						
<b>1</b>	<b>Indian</b>						
	Individual / HUF	9382990	13.96%	9382990	12.17%	9382990	11.11%
	Bodies Corporate	19087173	28.39%	19087173	24.77%	20817277	24.64%
	Any Other Specify	-	-	-	-		
	Sub-Total (A1)	<b>28470163</b>	<b>42.35%</b>	<b>28470163</b>	<b>36.94%</b>	<b>30200267</b>	<b>35.75%</b>
<b>2</b>	<b>Foreign Promoters</b>						
	Sub-Total (A2)	-	-	-	-	-	-
	<b>Total Shareholding of Promoters and Promoter Group (A)=(A1)+(A2)</b>	<b>28470163</b>	<b>42.35%</b>	<b>28470163</b>	<b>36.94%</b>	<b>30200267</b>	<b>35.75%</b>
<b>B</b>	<b>Non-Promoter Holding</b>						
	Mutual Fund	-	-	2595156	3.37%	3460208	4.10%
	Institutional Investors-Foreign	-	-	-		-	-

Financial Institution National Assets Reconstruction Company Ltd (NARCL)***	10084027	15.00	12675027	15.00%	12675027	15.00%
Foreign Portfolio Investors	401691	0.60%	401691	0.52%	401691	0.48%
FT's Banks / UTI	-		-	-	-	-
<b>Total (B1)</b>	<b>10485718</b>	<b>15.60%</b>	<b>15671874</b>	<b>20.33%</b>	<b>16536926</b>	<b>19.57%</b>
Non-Institutional Investors	-		-	-	-	-
Bodies Corporates	12069074	17.95%	16613365	21.56%	21004542	24.86%
Indian Public	14007671	20.84%	14107671	18.30%	14542273	17.21%
Clearing Member	83922	0.12%	83922	0.11%	83922	0.10%
Other Including NRI's	1987921	2.96%	1987921	2.59%	1987921	2.36%
Foreign Company	-	-	-	-	-	-
IEPF	122378	0.18%	122378	0.16%	122378	0.14%
<b>Total (B2)</b>	<b>28336633</b>	<b>42.15%</b>	<b>32915257</b>	<b>42.72%</b>	<b>37741036</b>	<b>44.68%</b>
<b>Total Shareholding of Non-Promoters (B)=(B1)+(B2)</b>	<b>38756684</b>	<b>57.75%</b>	<b>48587131</b>	<b>63.05%</b>	<b>54277962</b>	<b>64.25%</b>
<b>Total (A+B)</b>	<b>67226847</b>	<b>100%</b>	<b>77057294</b>	<b>100.00%</b>	<b>84478229</b>	<b>100%</b>

\* As on 21/03/2025

\*\* Assuming full allotment

\*\*\* Pending final listing and trading approval

**ANNEXURE-B**

**Percentage of Post-Preferential Issue Capital that may be held by the Proposed Allottees and category of the Allottee**

Sr. No.	Name of the Proposed Allottee	Category	Pre-Issue Shareholding Pattern		Maximum No: of Shares to be allotted	Maximum No: of Warrants to be allotted	Total (Assuming full conversion of warrants)	Post issue shareholding Structure ( assuming full conversion of warrants)	
			No: of Equity	% of Shares				No: of Equity	% of Shares
1.	M/s. Quant Money Managers Limited-Quant Mutual Fund-Infrastructure Fund	Non-Promoter	0	0	2595156	865052	3460208	3460208	4.10%
2.	M/s. Indorama India Private Limited	Non-Promoter	0	0	3160208	865052	4025260	4025260	4.76%
3.	M/s. Capri Global Holdings Private Limited	Non-Promoter	0	0	865052	1730104	2595156	2595156	3.07%
4.	M/s. Badrikedar Commercials Private Limited	Non-Promoter	0	0	0	700000	700000	700000	0.83%
5.	M/s.Kedia Securities Private Limited	Non-Promoter	0	0	519031	346021	865052	865052	1.02%
6.	M/s. Aamara Capital Private Limited	Non-Promoter	88150	0.13%	0	200000	200000	288150	0.34%
7.	M/s. Chancellor Commodeal	Non-Promoter	0	0	0	200000	200000	200000	0.24%

	Private Limited								
8.	M/s. Navisha Consultancy Services Private Ltd.	Non-Promoter	0	0	0	250000	250000	250000	0.30%
9.	M/s. Emerald Path LLP	Non-Promoter	0	0	0	100000	100000	100000	0.12%
10.	Mr. Shiv Shegal	Non-Promoter	34000	0.05%	0	200000	200000	234000	0.28%
11.	Mr. Nischal Maheshwari	Non-Promoter	36768	0.05%	100000	100000	200000	236768	0.28%
12.	Ms. Heya Ajay Shah	Non-Promoter	0	0	0	100000	100000	100000	0.12%
13.	Mrs. Usha Agarwal	Non-Promoter	0	0	0	34602	34602	34602	0.04%
14.	M/s. Ajay Merchants Private Limited	<b>Promoter Group</b>	4807264	7.15%	0	1730104	1730104	6537368	7.74%
15.	M/s. National Asset Reconstruction Company Limited*	<b>Non-Promoter (Lender)</b>	10084027	15.00%	2591000	0	2591000	12675027	15.00%

*\*Pending Listing and trading Approval*

## ANNEXURE- C

**Details of Directors seeking appointment****Additional Information of Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Particulars</b>	<b>Details</b>	<b>Details</b>
Name	Mr. Gurumurthy Ramanathan	Mr. Subrata Kumar Ray
DIN	10366010	11003975
Date of Birth (Age)	06/06/1963	05/08/1957
Nationality	Indian	Indian
Date of Appointment on the Board	28/03/2025	28/03/2025
Qualification	Bachelor's degree from Delhi University and is a Certified Associated of the Indian Institute of Bankers.	FCS, LLM and Post Graduate Diploma in Industrial Relations and Personnel Management (DIRPM),
Brief Resume and expertise in specific functional area	Refer explanatory statement forming part of this Notice ( Item No:4)	Refer explanatory statement forming part of this Notice ( Item No:5)
Terms and conditions of appointment	Refer explanatory statement forming part of this Notice ( Item No:4)	Refer explanatory statement forming part of this Notice ( Item No:5)
Relationship with other Directors/KMP of the Company	Not related to any Director/ KMP of the Company	Not related to any Director/ KMP of the Company
Directorship held in other listed companies	<b>NIL</b>	<b>NIL</b>
Membership/ Chairmanship of Committees of Other Board	<b>NA</b>	<b>NA</b>
Shareholding in the Company	<b>NIL</b>	<b>NIL</b>
Name of the Listed Entities from which the person has resigned in the past three years ( excluding foreign companies)	<b>NIL</b>	<b>NIL</b>
The skills & capabilities required for the role and manner in which the proposed person meets such requirements	Refer explanatory statement forming part of this Notice ( Item No:4)	Refer explanatory statement forming part of this Notice ( Item No:5)

