



Simplex Infrastructures Limited

CIN - L45209WB1924PLC004969

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

Tel: 033-23011600, 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 Wednesday, the 22nd day of April, 2026 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following **SPECIAL BUSINESSES**:

1. Re-appointment of Mr. Pratap Kumar Chakravarty (DIN: 09021538), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and Articles of Association of the Company, Mr. Pratap Kumar Chakravarty (DIN: 09021538), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13th February, 2021 to 12th February, 2026, and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 13th February, 2026 upto 12th February, 2031.

FURTHER RESOLVED THAT the consent of the members of the Company be and is hereby accorded for the continuation of Mr. Pratap Kumar Chakravarty (DIN: 09021538), as an Independent Director of the Company, who shall attain the age of 75 years on 04th May, 2029, during his second term as an Independent Director of the Company.

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

2. Re-appointment of Mrs. Indira Biswas (DIN: 03401620), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and any other applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and Articles of Association of the Company, Mrs. Indira Biswas (DIN: 03401620), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 16th April, 2021 to 15th April, 2026, and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 16th April, 2026 upto 15th April, 2031.

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

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

Place: Kolkata

Date: 12th February 2026

Registered office:

Simplex Infrastructures Limited

CIN: L45209WB1924PLC004969

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

Website: www.simplexinfra.com

Email: 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, 8th December 2021, 5th May, 2022 and 22nd September, 2025 (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 9th 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. Wednesday, 15th April, 2026. 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. 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, 1st 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, 1st 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, 1st Floor, Kolkata, West Bengal, 700045 or Email on 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 15th April, 2026 (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 Saturday, 18th April, 2026** and end of remote e-voting: **Up to 5.00 p.m. (IST) on Tuesday, 21st April, 2026.**

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 Wednesday, 15th April, 2026.
24. The Board of Directors has appointed M/s. Labh & Labh Associates, Company Secretaries 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 and on the website of NSDL i.e. 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. Wednesday, 22nd April, 2026.
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 Saturday, 18th April, 2026 at 09:00 A.M. and ends on Tuesday, 21st April, 2026 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. Wednesday, 15th April, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th April, 2026.

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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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.
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. 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 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 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 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 latest by 5.00 p.m. (IST) on Wednesday, 15th April, 2026
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 latest by 5.00 p.m. (IST) on Wednesday, 15th April, 2026. 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 or call 022 - 4886 7000.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Pratap Kumar Chakravarty (DIN: 09021538) is currently an Independent Director of the Company. He was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 13th February 2021, and his term expires on 12th February, 2026 and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise and competencies required for the Board in context of the business and sectors of the Company and based on the performance evaluation, has recommended to the Board that Mr. Chakravarty’s qualification and experience meet the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board of Directors at its meeting held on 12th February , 2026, has proposed the re-appointment of Mr. Chakravarty as an

Independent Director of the Company for a second term commencing from 13th February 2026 upto 12th February 2031, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Chakravarty continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Further, pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of upto five consecutive years on passing of a Special Resolution by the Company. Also, as per Regulation 17(1A) of Listing Regulations, the continuation of a Non-Executive Director after attaining the age of 75 years, requires approval of the Members of the Company by way of Special Resolution. Mr. Chakravarty shall attain the age of 75 years on 4th May, 2029, during the proposed second term of his re-appointment as an Independent Director, and in view of the same, the Board considering his skill, experience, and knowledge recommends the Members for passing a Special Resolution for the continuation of Mr. Chakravarty as an Independent Director.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received declarations from Mr. Chakravarty that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Listing Regulations, as amended. In terms of Regulation 25(8) of the Listing Regulations, Mr. Chakravarty has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Chakravarty has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Chakravarty has confirmed that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Chakravarty has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pratap Kumar Chakravarty fulfills the conditions specified in the Act and Rules made there under and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management. A copy of the letter for re-appointment of Mr. Pratap Kumar Chakravarty as an Independent Director setting out the terms and conditions, is uploaded at the website of the Company and would be available for inspection in the manner specified in the Notice upto the date of the Extra-Ordinary General Meeting.

The additional details of Mr. Chakravarty as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are set out in the Annexure-A forming part of this Notice.

The Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the Members.

Except Mr. Pratap Kumar Chakravarty, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1

Item No. 2

Mrs. Indira Biswas (DIN: 03401620) is currently an Independent Director of the Company. She was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 16th April 2021, and her term is due to expire on 15th April, 2026 and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise and competencies required for the Board in context of the business and sectors of the Company and based on the performance evaluation, has recommended to the Board that Mrs. Indira Biswas's qualification and experience meet the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board of Directors at its meeting held on 12th February, 2026, has proposed the re-appointment of Mrs. Indira Biswas as an Independent Director of the Company for a second term commencing from 16th April, 2026 upto 15th April, 2031, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mrs. Biswas continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

Further, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of upto five consecutive years on passing of a Special Resolution by the Company. In view of the same the Board considering her skill, experience, and knowledge recommends the Members for passing a Special Resolution for the continuation of Mrs. Biswas as an Independent Director.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing her candidature for the office of Independent Director of the Company. The Company has received declarations from Mrs. Biswas that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and Rules framed thereunder, read with Schedule IV of Act and the Listing Regulations, as amended. In terms of Regulation 25(8) of the Listing Regulations, Mrs. Biswas has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Mrs. Biswas has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mrs. Biswas has confirmed that she is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Biswas has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Indira Biswas fulfills the conditions specified in the Act and Rules made there under and Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the Management. A copy of the letter for re-appointment of Mrs. Indira Biswas as an Independent Director setting out the terms and conditions, is uploaded at the website of the Company and would be available for inspection in the manner specified in the Notice upto the date of the Extra-Ordinary General Meeting.

The additional details of Mrs. Biswas as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are set out in the Annexure-A forming part of this Notice.

The Board recommends the Special Resolution as set out in Item No. 2 of the accompanying Notice for approval of the Members.

Except Mrs. Indira Biswas, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2

**By Order of the Board of Directors
For Simplex Infrastructures Limited**

Sd/-

**B.L.Bajoria
Sr. VP & Company Secretary**

Place: Kolkata

Date: 12th February 2026

Registered office:

Simplex Infrastructures Limited

CIN: L45209WB1924PLC004969

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

Website: www.simplexinfra.com

Email: secretarial.legal@simplexinfra.com

Annexure-A

Details of Directors seeking re-appointment at the Extra-Ordinary General meeting of the Company

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

Name of Director	Mr. Pratap Kumar Chakravarty	Mrs. Indira Biswas
DIN	09021538	03401620
Age (In years)	71	61
Brief Resume	A Practicing Company Secretary, Corporate & Management Consultant with more than four decades of experience across industry, consultancy, governance, and academics. Former CFO & Company Secretary with leading Indian and multinational organizations, having deep expertise in corporate finance, company law, restructuring, compliance, audit, and valuation. Engaged as faculty for ICSI/ICMAI/IMU and various other Institutes.	Mrs. Indira Biswas has over 30 years of experience in corporate, secretarial audit, drafting legal opinion, corporate governance, company law, SEBI Regulations, FEMA, Regulatory Research and is engaged in providing consulting services.
Date of first appointment on the Board	13 th February 2021	16 th April 2021
Qualifications	B.Com (Hons), ACS, ACMA	B.Sc. (Honours), ACS
Number of Shares held in the Company as self and beneficial Owner	Nil	Nil
Number of meetings of the Board attended during the financial year 2024-2025	5	5
Nature of expertise in specific functional area	Mr. Pratap Kumar Chakravarty has more than four decades of experience in the field of Finance & Accounting, Costing, Audit, Secretarial, administration & legal functions including Arbitration matters.	Mrs. Indira Biswas has over 30 years of experience in corporate, secretarial, and legal functions and engaged in providing consulting services.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Pratap Kumar Chakravarty has professional expertise and governance knowledge and also possess the leadership qualities	Mrs. Indira Biswas has extensive experience in corporate governance and board processes and expertise in strategic planning and business leadership
Directorship and Membership of	NIL	NIL

Committees of other listed entities		
Directorship held in other companies (excluding foreign companies and section 8 companies)	NIL	NIL
Memberships/ Chairmanships of Committees of other Companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Relationship with other Directors, Managers & Key Managerial Personnel	NIL	NIL
Terms and Conditions of Appointment/Re-appointment along with details of proposed remuneration	Re-appointment as an Independent Director from 13 th February, 2026 to 12 th February, 2031, not liable to retire by rotation. Proposed remuneration: By way of sitting fees.	Re-appointment as an Independent Director from 16 th April, 2026 to 15 th April, 2031, not liable to retire by rotation Proposed remuneration: By way of sitting fees.
Remuneration last drawn for the financial year 2024-25	By way of sitting fees of Rs.2,80,000/-	By way of sitting fees of Rs.2,70,000/-

Place: Kolkata
Date: 12 February 2026

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

Registered office:
Simplex Infrastructures Limited
CIN: L45209WB1924PLC004969
Simplex House, 27, Shakespeare Sarani, Kolkata, West Bengal, 700017
Website: www.simplexinfra.com
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