



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE' 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2289-1468
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com
CIN No. L45209 WB 1924 PLC 004969

01/CS/NSE/001/94890

May 15, 2023

The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
(Bandra East), Mumbai – 400 051
Scrip code – SIMPLEXINF

The Secretary
BSE Limited
Phiroze Jeejeephoy Towers
Dalal Street, Mumbai-400001
Scrip code – 523838

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001
Scrip code - 29053

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")- submission of Postal Ballot Notice

Dear Sir,

This is further to the intimation dated April 25, 2023, made by the Company, regarding obtaining approval by the Shareholders of the Company by way of Postal Ballot including remote e-voting for the following matters:

1. Appointment of Mr. Shamik Dasgupta (DIN:01127296) as a Director of the Company
2. Alteration in the terms and conditions of the continuation of Mr. Rajiv Mundhra as a Non-Executive Chairman of the Company, not liable to retire by rotation
3. To approve requests received from Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra, persons belonging to Promoters/Promoter Group for re-classification from "Promoters / Promoter Group" category to "Public" category.

Pursuant to Regulation 30 of Listing Regulations, we enclose a copy of the Postal Ballot (Notice) which has been sent to the Shareholders of the Company whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. 28th April, 2023

This is for your information and records.

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED

B.L. BAJORIA
SR. VICE PRESIDENT & COMPANY SECRETARY
Encl: As above

ADM. OFFICE : 12/1, NELLIE SENGUPTA SARANI, KOLKATA-700 087 ☎ : 2252-7596 / 8371 / 8373 / 8374 / 9372, FAX : (033) 2252-7595
BRANCHES : TRADE WORLD, "C" WING, C.S. NO. 448, 3RD FLOOR, LOWER PAREL DIVISION, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI-400 013
☎ : (022) 4348-1900 • "HEMKUNTH" 4TH FLOOR, 89, NEHRU PLACE, NEW DELHI-110 019 ☎ : (011) 4944-4200, FAX : (011) 2646-5869
• HEAVITREE COMPLEX, 1ST FLOOR, UNIT-C, NEW DOOR NO. 47, SPURTANK ROAD, CHETPET, CHENNAI-600 031 ☎ : (044) 4287-6129

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,
The Members,
Simplex Infrastructures Limited

Notice of Postal Ballot ("Notice") is hereby given to the Members of Simplex Infrastructures Limited ("the Company/ Simplex") pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules") applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company by way of postal ballot including remote e-voting. A Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Notice.

The Board of Directors of the Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS – 4848 / CP – 3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot including e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with aforesaid provisions the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes electronically. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting. Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.00 p.m. on Thursday, 15th June, 2023. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 p.m. on Thursday 15th June, 2023 will be treated as 'invalid'. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder

The Company has engaged the services of National Securities Depository Limited ("NSDL") as its agency for facilitating e-voting to enable the Members to cast their votes electronically. The Notice is also available on the website of the Company i.e. www.simplexinfra.com. The period of voting through Postal Ballot and e-voting shall commence on Wednesday, 17th May, 2023 at 9.00 a.m. (IST) and end on Thursday, 15th June, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report, after the completion of the scrutiny, to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the results of Postal Ballot including e-voting will be announced not later than 2(two) working days from the conclusion of the voting. The results together with the Scrutinizer's Report shall be displayed at the Registered Office of the Company at Simplex House, 27, Shakespeare Sarani, Kolkata- 700017. The result shall also be communicated to BSE Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed at the website of the Company i.e. www.simplexinfra.com.

SPECIAL BUSINESS

1. Appointment of Mr. Shamik Dasgupta (DIN:01127296) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, Mr. Shamik Dasgupta (DIN:01127296), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th April, 2023 in terms of Section 151 of the Act and who is eligible for appointment and has consented to act as a Director of the Company 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 of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as necessary thereto and also to take all such steps as may be incidental, proper or expedient to give effect to this resolution."

2. **Alteration in the terms and conditions of the continuation of Mr. Rajiv Mundhra as a Non-Executive Chairman of the Company, not liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby granted to alter the terms and conditions of continuation of Mr. Rajiv Mundhra, who ceased to be the Whole-Time Director of the Company w.e.f. 1st April, 2023 and continuing as a Non-Executive Director and Chairman of the Company liable to retire by rotation, on the Board, as a Non-Executive Director and Chairman of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as necessary thereto and also to take all such steps as may be incidental, proper or expedient to give effect to this resolution."

3. **To approve requests received from Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra, persons belonging to Promoters/ Promoter Group for re-classification from "Promoters / Promoter Group" category to "Public" category.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited, National Stock Exchange of India Limited and CSE Limited (hereinafter referred to as Stock Exchanges), and such other statutory authorities as may be required, approval of the Members be and is hereby accorded for re-classification of the following Promoters/ Promoter Group (collectively referred to as 'Outgoing Promoters') from "Promoters / Promoter Group" category to "Public" category.

Names of the Outgoing Promoters	No: of Equity shares held as on date	Percentage of Shareholding (%)
Mr. Bithal Das Mundhra	NIL	NIL
Mrs. Yamuna Mundhra	NIL	NIL
Mrs. Savita Bagri	NIL	NIL
Mr. Amitabh Das Mundhra	NIL	NIL
Mrs. Savita Devi Mundhra	NIL	NIL
Mrs. Anuja Mundhra	NIL	NIL

RESOLVED FURTHER THAT in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company, in the capacity of its promoters, through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above Outgoing Promoters confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from "Promoters / Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the above Outgoing Promoters, the Company shall effect such reclassification on all the documents wherever needed including the Shareholding pattern as would be filed with the stock exchanges from immediate succeeding quarter under Regulation 31 of the Listing Regulations, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and under all other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof or the officers authorized by the Board in this regard) be and is hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

Date: 25th April 2023
Place: Kolkata

Registered Office:
Simplex House
27, Shakespeare Sarani
Kolkata-700017

By order of the Board
For Simplex Infrastructures Limited

B.L.Bajoria
Sr. VP & Company Secretary
Membership No. F3020

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts in respect of the resolution to be passed through Postal Ballot is annexed hereto and forms part of this Postal Ballot Notice.
2. The relevant details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are also annexed as Annexure-A to this Notice.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Friday, 28th April, 2023 ("the Cut-off Date"). The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on cut-off date. Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions is available on the Company's website www.simplexinfra.com and also at NSDL's website <https://www.nSDL.co.in>.
5. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, may download the Postal Ballot Form from the Company's website, www.simplexinfra.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on 15th June, 2023. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The remote e-voting period commences on Wednesday, 17th May, 2023 at 9.00 a.m. During this period, the shareholders of the Company holding equity shares of the Company either in physical form or in demat form, as on the Cut-off Date, may cast their vote by remote e-voting or by postal ballot. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
8. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at secretarial.legal@simplexinfra.com with a copy marked to helpdesk.evoting@nSDL.co.in
9. All relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the Members electronically, till Thursday, 15th June, 2023. Members seeking inspection may send an e-mail to secretarial.legal@simplexinfra.com stating their name and Folio no./DP ID-Client ID/ beneficiary ID. The same shall be replied suitably.
10. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - (i) Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their demat accounts.
 - (ii) Members holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with RTA of the Company or the Secretarial Department of the Company. Requests can be sent by email to secretarial.legal@simplexinfra.com.
11. The resolutions, if approved by the requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Thursday, 15th June, 2023. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Company.
12. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper and one Bengali daily newspaper circulating in West Bengal.
13. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@nSDL.co.in. In case they are already registered with NSDL for remote e-voting, they can use their existing User ID and password for e-voting.
14. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. NSDL thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.
15. Instructions for Members for remote e-voting are given below:
 - (i) In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below:





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 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"> 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. 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.jsp 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. 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="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.

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.co.in or call at 022 -4886 7000 and 022 -2499 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 22 55 33

B) Login Method 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 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.co.in. 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 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of 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 for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,

Item No: 1

Mr. Shamik Dasgupta (DIN:01127296) has been appointed as an Additional Director in the capacity of a Non-Executive Director of the Company with effect from April 25, 2023. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting (AGM) to be held in 2023. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of this Postal Ballot. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended appointment of Mr. Shamik Dasgupta (DIN:01127296) as the Director in the capacity of a Non-Executive Director of the Company, liable to retire by rotation.

The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013 from a member of the Company expressing his intention to propose the candidature of Mr. Shamik Dasgupta (DIN:01127296) as a Director of the Company. The Company has also received consent in writing from Mr. Dasgupta to act as a Director of the Company and a declaration under Section 164 of the Act to the effect that he is not disqualified from being appointed as a Director.

The Board therefore recommends the Resolution set out in Item No. 1 of the accompanying Postal Ballot Notice for adoption as an Ordinary Resolution by the Members.

Except for Mr. Shamik Dasgupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 2

The current term of appointment of Mr. Rajiv Mundhra as the Whole-time Director of the Company ceased on 31st March 2023. He has given his consent to continue as Non-Executive Chairman of the Company w.e.f 1st April, 2023.

Mr. Rajiv Mundhra is a Promoter of the Company and has been a Whole-time Director of the Company since 28th July 2003 and was elevated as Executive Chairman of the Company w.e.f. 21st September 2016. Considering his knowledge of various aspects relating to Company's affairs and long business experience and leadership, the Board of Directors is of the opinion that for smooth and efficient running of business, the services of Mr. Rajiv Mundhra should be available to the Company. Therefore, it is proposed to alter the terms and conditions of his continuance in the Board of Directors of the Company as a Non-Executive Director and Chairman of the Company, not liable to retire by rotation. The Board is having sufficient number of directors liable to retire by rotation in terms of the provisions of Section 152 of the Companies Act, 2013 and the statutory composition of the Board will not be hampered in any manner.

Considering the recommendation by the Nomination and Remuneration Committee, the Board recommends the Resolution set out in Item No. 2 of the accompanying Postal Ballot Notice for adoption as an Ordinary Resolution by the Members.

Except for Mr. Rajiv Mundhra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 3

The Provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December 2015 as amended by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 w.e.f. 16th November, 2018, has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein. The Members are hereby informed that some of the Promoters of the Company who are included in the existing list of Promoters of the Company have expressed their desire that they should be re-classified from Promoter category to Public category. They have submitted the requisite application seeking reclassification pursuant to the Regulation 31A (2) and (3) of the Listing Regulations to the Company.

The brief detail of Promoters seeking re-classification and their shareholding is enumerated herein below:

Names of the Promoters seeking re-classification	No: of Equity shares held as on date	Percentage of Shareholding (%)
Mr. Bithal Das Mundhra	NIL	NIL
Mrs. Yamuna Mundhra	NIL	NIL
Mrs. Savita Bagri	NIL	NIL
Mr. Amitabh Das Mundhra	NIL	NIL
Mrs. Savita Devi Mundhra	NIL	NIL
Mrs. Anuja Mundhra	NIL	NIL

Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra vide their letter dated 14th April, 2023, have sought for re-classification from "Promoter Category" to "Public Category" pursuant to Regulation 31A of the Listing Regulations as none of them hold any shares in the Company nor holds the position of the Key Managerial Personnel/ Director in the Company or have any influence directly or indirectly on the business of the Company. They are not directly or indirectly involved in the management and day-to-day affairs of the Company, nor have they any control over the business activities of the Company.

However, Mr. Rajiv Mundhra, immediate relative of the Outgoing Promoters is the Non- Executive Chairman of the Company.

The Outgoing Promoters do not have any special rights through any formal or informal arrangements with the Company including through any shareholder agreements. None of the above Outgoing Promoters seeking re-classification are 'wilful defaulter' as per RBI Guidelines. None of the above Outgoing Promoters seeking re-classification are fugitive economic offender. Further, subsequent to re-classification as "Public", they have affirmed that they will comply with the provisions as stipulated in Regulation 31A (4) of the Listing Regulations. The members are further informed that the Company is also in compliance with the Provisions of Regulation 31A (3)(c) of the Listing Regulations. Further as per Rule 19A of the Securities Contract (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

In view of the explanations given by the Outgoing Promoters as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 25th April, 2023 have considered and approved all the applications for reclassification as received by the Company as above from Promoter category to Public category subject to approval by the Members and relevant Regulatory Authorities.

In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter-alia, requires that the Company obtain the consent of the Shareholders of the Company, for the said reclassification by way of passing an Ordinary Resolution. In view of the stated requirement of the Stock Exchanges, the Board recommends the resolution as set out at Item No.3 for the approval of the Members of the Company.

Accordingly, the Board recommends the resolution proposed in Item No.3 of the Notice for the approval of members by way of an Ordinary Resolution. Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges for their approval.

None of the Directors or Key Managerial Personnel of the Company except Mr. Rajiv Mundhra and his relatives, is in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice and therefore they along with the Promoters seeking reclassification above shall abstain themselves from voting on the proposed Resolution.

Date: 25th April 2023
Place: Kolkata

By order of the Board
For Simplex Infrastructures Limited

Registered Office:
Simplex House
27, Shakespeare Sarani
Kolkata-700017

B.L.Bajoria
Sr. VP & Company Secretary
Membership No.F3020

DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS, AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:

Name of the Director	Mr. Shamik Dasgupta	Mr. Rajiv Mundhra
DIN	01127296	00014237
Date of Birth	07-08-1965	05-02-1976
Age	58	47
Date of first appointment on the Board	25-04-2023	28-07-2003
Brief resume. Qualification, Experience and nature of expertise in specific functional area	Mr. Dasgupta is Masters in Commerce and also a qualified Company Secretary. He has around three decades of experience in corporate governance, compliance management, financial management and consultancy.	Mr. Mundhra is B.com by qualification and has more than two decades of experience in overall business administration and management.
No. of equity shares held in the Company as on 31 st March 2023 (a) Self (b) As Beneficial Owner	NIL	9382990
Number of meetings of the Board attended during the financial year 2022-2023	NA	7
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on 31 st March 2023	NA	Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Chairman Risk Management Committee – Chairman Committee of Directors - Chairman
Other Directorships in listed entities / Other Committee memberships/Chairmanship* held as on 31 st March 2023	NIL	NIL
Terms and conditions of appointment/ re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation	Non-Executive Chairman of the Company, not liable to retire by rotation.
Details of remuneration last drawn (FY 2022-23)	NA	NIL
Details of Proposed remuneration	By way of Sitting Fees	NIL
Relationship with other Directors, Managers and KMPs	Not related to any Directors or KMPs	Not related to any Directors or KMPs
Listed Companies in which he has Resignation from Directorship in the past three years.	NIL	NIL

Date: 25th April 2023
Place: Kolkata

Registered Office:
Simplex House
27, Shakespeare Sarani
Kolkata-700017

By order of the Board
For Simplex Infrastructures Limited

B.L.Bajoria
Sr. VP & Company Secretary
Membership No.F3020

SIMPLEX INFRASTRUCTURES LIMITED

CIN-L45209WB1924PLC004969

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

Ph: +91 33 2301-1600 Fax: +91 33 2283-5964

e-mail: secretarial.legal@simplexinfra.com; Website: www.simplexinfra.com**Postal Ballot Form**

Form No.:

1. Name(s) of Member(s) :
(including joint holders, if any)
2. Registered Address of the sole/first named Member :
3. Registered Folio No./ DP ID No./Client ID No. :
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated 25th April, 2023, of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below.

SL.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
ORDINARY RESOLUTION				
1.	Appointment of Mr. Shamik Dasgupta (DIN:01127296) as a Director of the Company			
2.	Alteration in the terms and conditions of the continuation of Mr. Rajiv Mundhra as a Non-Executive Chairman of the Company, not liable to retire by rotation			
3.	To approve requests received from Mr. Bithal Das Mundhra, Mrs. Yamuna Mundhra, Mrs. Savita Bagri, Mr. Amitabh Das Mundhra, Mrs. Savita Devi Mundhra and Mrs. Anuja Mundhra, persons belonging to Promoters/ Promoter Group for re-classification from "Promoters / Promoter Group" category to "Public" category.			

Place :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: For e-voting, please refer the instruction under "E-voting Facility" in the Postal Ballot Notice attached herewith.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

- Shareholders desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by Courier or by Registered Post at the expense of the shareholder will also be accepted.
- Please convey your assent/dissent in this Postal Ballot Form only. The assent or dissent received in other format shall be considered invalid. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Postal Ballot Form.
- This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company/Depositories). In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
- Incomplete, unsigned Postal Ballot Form will be rejected.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. upto 5.00P.M.) on Thursday, the 15th day of June, 2023. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on Friday, 28th April, 2023, the cut-off date.
- Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/Resolution of Board of Directors. If the same is/are already registered with the Company, please quote the Registration No.
- Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
- A shareholder need not use all his votes nor needs to cast all his votes in the same way.
- The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- In case of members who are willing to vote through e-voting, please follow the instructions mentioned in the Postal Ballot Notice to cast your vote in electronic mode.