



Simplex Projects Limited

CIN: L45201WB1990PLC050101

Registered Office: 12/1, Nellie Sengupta Sarani, Kolkata – 700 087

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ADDENDUM

Addendum to the Notice dated 20th May, 2019 of the 28th Annual General Meeting (“AGM”) of Simplex Projects Limited (“the Company”) to be held on Tuesday, the 27th day of August, 2019 at 11.00 A.M. at Uttam Manch, 10/1/1, Manohar Pukur Road, Hazra, Kolkata – 700 026, West Bengal.

To the Members/Shareholders,

This is further to our notice dated 20th May, 2019 for the 28th AGM of the Company.

Please add Resolution No. 6 and its Explanatory Statement as under:

SPECIAL BUSINESS

RESOLUTION NO. 6

6. To consider and if thought it, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify “Mr. Raghav Das Mundhra” and currently forming part of the “Promoter and Promoter Group” holding 85714 Equity Shares aggregating to 0.68% of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

Name	No. of Equity Shares	Percentage
Raghav Das Mundhra	85714	0.68

“**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“**RESOLVED FURTHER THAT** the any one of the Directors or Ms. Sohini Shukla, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), 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 resolutions.”

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no.6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “**Listing Regulations**”) has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company received letter dated 24th April 2019 from Mr. Raghav Das Mundhra for Re-classifying him under the Public Category since his name has been included as a part of the Promoter and Promoter group and the same has been approved in the Board Meeting dated 2nd May 2019.

Though, Mr. Raghav Das Mundhra’s shareholding falls within the category of Promoter Group as per the definition provided by Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 his shareholding is not controlled by the remaining promoters nor does he have any influence or exercise any control by virtue of his relationship in the management & working of the Company, directly or Indirectly.

He is financially independent person, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further he do not hold any key managerial position or representations of the Board of Directors in the Company and has not engaged in any management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. Further, he shall not act as a key management person of the Company for a period of more than three years from the date of the shareholders approval in relation to this reclassification. None of their act influences the decision taken by the Company and he do not have any special right through formal or informal arrangements with the Company or with the Promoter of the Company.

**By Order Of the Board
For Simplex Projects Limited**

Place : Kolkata
Date: 20th May, 2019

**Sd/-
Sohini Shukla
Company Secretary**