



CIN: U65991TN1925PLC002345
Registered Office: 861/862, Anna Salai, Chennai – 600 002
Telephone: 28584918 | E Mail: secretarial@simpson.co.in

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SIMPSON AND COMPANY LIMITED WILL BE HELD ON FRIDAY, THE SEPTEMBER 27, 2024, AT 3.00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO 1 - RE-APPOINTMENT OF SRI. A. KRISHNAMOORTHY (DIN: 00001778) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and are hereby accorded to approve the re-appointment of Sri A Krishnamoorthy (DIN: 00001778) as Chairman and Managing Director of the Company, for a period of five years from October 11, 2024 to October 10, 2029, as recommended/approved by the Nomination & Remuneration Committee and the Board of Directors at their meeting held on September 4, 2024 with an annual remuneration including the monetary value of perquisites, as may be fixed by the Board of Directors pursuant to the recommendation by the Nomination and Remuneration Committee from time to time as per the provisions under Section 197 read with Schedule V of The Companies Act, 2013 with the overall managerial remuneration together with remuneration payable to the Whole Time Director which may exceed ten percent of the net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment by virtue of second proviso (i) to Section 197(1) of The Companies Act, 2013.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT requisite e-form/s be filed with the Registrar of Companies”

ITEM NO 2 – RE-APPOINTMENT OF SRI. P S RAJAMANI (DIN: 01560303) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Sri P.S. Rajamani (DIN: 01560303) as a Whole-time Director of the Company, for a period of three years from



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29th January, 2024 to 28th January, 2027, as recommended/approved by the Nomination & Remuneration Committee and the Board of Directors at their meeting held on January 25, 2024 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration including the monetary value thereof, as may be recommended by the Nomination and Remuneration Committee from time to time as per the provisions under Section 197 read with Schedule V of The Companies Act, 2013 with the overall managerial remuneration together with remuneration payable to the Chairman & Managing Director which may exceed ten percent of the net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment by virtue of second proviso (i) to Section 197(1) of The Companies Act, 2013.

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

RESOLVED FURTHER THAT requisite e-form/s be filed with the Registrar of Companies”

By Order of the Board

SD/-

Place : CHENNAI - 600 002

Date : September 4, 2024

S. SRINIVASARAGHAVAN
Chief Financial Officer &
Company Secretary



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NOTES:

1. In the light of the MCA circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022, the latest being 25th September, 2023, the Extra-Ordinary General Meeting (EGM) of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM). Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Registrars/Depositories. Members may note that the Notice of EGM will be available on the Company's website www.simpsons.in.
2. The notice is being sent to the shareholders whose name appears in the Register of Members of the Company/ Depositories, by email to the shareholders whose email address is registered with the Company/ Depository Participant(s) for communication.
3. In respect of holders of fractional shares arising out of consolidation, who have opted to vest their respective fractional shares unto a trust (constituting 0.02% of the total shares), in accordance with the order of Hon'ble National Company Law Tribunal (NCLT) dt 13.07.2021 approving consolidation, we are unable to send notice to the Trust as the constitution of Trust by such holders is awaited due to connected proceedings pending before Hon'ble NCLT seeking directions for treatment of fractions arising out of said vesting.
4. Members who have not registered their e-mail address are requested to forward their e-mail addresses to the Registrar and Share Transfer Agent sta@gnsaindia.com with copy to secretarial@simpson.co.in.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item nos.1 & 2 of the notice is enclosed and forms an integral part of this notice.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/Corporate shareholders (i.e other than individuals/HUF, NRI, etc) are required to send a scanned copy of its Board Resolution/Authorisation authorising its representative to participate in the Extraordinary General Meeting through VC/OAVM on its behalf and to vote through e-voting. The said Board resolution/Authorisation shall be sent to the Scrutinizer by email through their registered email address to kannan.lalitha@gmail.com and to the Company at secretarial@simpson.co.in on or before 20th September, 2024.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



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8. All the beneficial owners whose names are recorded in the Register of Members of the Company, as on cut-off date, i.e Friday, the 20th September, 2024, are eligible to cast their vote electronically.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013, to be read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the company is pleased to provide its members facility to exercise their right to vote at the extra-ordinary general meeting (EGM) on the item mentioned in the notice by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL).
10. **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

The Electronic Voting Sequence Number (EVSN) is: 240904016

The voting period begins on 24th September, 2024 at 10.00 A.M and ends on 26th September, 2024 till 5 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e -20th September, 2024. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL is given below:
- **Individual Shareholders holding securities in Demat mode with CDSL**
 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
 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.



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3. If the user is not registered for Easi/Easiest, option to register is available at cdsi 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.

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. CDSL

Login type	Helpdesk details
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

- **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the default number<ABCDE1234F> in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

- **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at kannan.lalitha@gmail.com and to the Company at the email address viz; secretarial@simpson.co.in and sta@gnsaindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

11. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



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3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. **Shareholders who would like to register themselves as speaker may send their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio number, PAN, email id, and mobile number to sta@gnsaindia.com and secretarial@simpson.co.in on or before 5.00 p.m. on Friday, the 20th September, 2024. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.**
7. Only those shareholders, who are present in the EGM 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 available during the EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

12. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders-Please provide necessary details like 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 sta@gnsaindia.com.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).



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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

13. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

14. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

15. Scrutinizer & Voting Results:

The Board of Directors of the Company has appointed M/s. L K & Associates, Company Secretaries (COP:-1894) as the Scrutinizer to Scrutinize the voting including remote e-voting process in a fair and transparent manner. After the conclusion of voting at the EGM, the Scrutinizer will submit a report to the Chairman of the meeting or a person authorized by him, after taking into account votes cast at the EGM as well as through remote e-voting.

The Chairman/Company Secretary will declare the results of voting forthwith upon receipt of report from Scrutinizer and the same shall be immediately placed on the Company's website www.simpsons.in.

By Order of the Board

Place : CHENNAI - 600 002

Date : September 4, 2024

SD/-
S. SRINIVASARAGHAVAN
Chief Financial Officer &
Company Secretary



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

ITEM NO 1 - RE-APPOINTMENT OF SRI. A. KRISHNAMOORTHY (DIN: 00001778) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

At the Extraordinary General Meeting of the Company held on November 7, 2019, the Members had approved the re-appointment of Sri. A. Krishnamoorthy (DIN: 00001778), Chairman & Managing Director for a period of five years from October 11, 2019.

Pursuant to the recommendation from the Nomination & Remuneration Committee, the Board of Directors has now re-appointed Sri. A. Krishnamoorthy (DIN: 00001778) as Managing Director of the Company for a period of five years effective from October 11, 2024, subject to the approval of the Members through special resolution complying with the applicable provisions of the Companies Act, 2013.

The Board of Directors consider it necessary and beneficial to the Company to re-appoint Sri. A. Krishnamoorthy (DIN: 00001778) as Chairman & Managing Director for a period of five years from October 11, 2024, taking into account his expertise, long association and contribution to the growth of the Company and the Group.

As per Section 196 (3) (a) of the Companies Act 2013, a person who has attained the age of 70 years can continue as Managing Director provided his continuation of position as Managing Director is approved by shareholders by passing a special resolution. Accordingly for continuation of Sri. A. Krishnamoorthy (DIN: 00001778) as Managing Director who is above the age of 70 years, a special resolution has been proposed and justification for the same is given below:

Sri A Krishnamoorthy who has been in the industry for more than six decades has been instrumental in the growth and development of the Company. Under his leadership, the Company became one of the leading manufacturers of diesel engines in India.

The Company in general meeting through a special resolution may authorize the payment of overall managerial remuneration per annum of Sri A Krishnamoorthy, Chairman & Managing Director together with remuneration payable to Whole-Time Director, which may exceed ten percentage of net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment of Sri A Krishnamoorthy as Chairman & Managing Director by virtue of Second Proviso (i) to Section 197(1) of The Companies Act, 2013.

Director's Interest:

None of the Directors except Sri. A. Krishnamoorthy or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the above resolution.

Sri A Krishnamoorthy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends the resolution set forth in the notice for approval by the shareholders as special resolution.



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ITEM NO 2 - RE-APPOINTMENT OF SRI. P S RAJAMANI (DIN: 01560303) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

Mr. P.S. Rajamani (DIN: 01560303) was re-appointed as Whole-time director of the Company, liable to retire by rotation, by the Board of Directors at the meeting held on January 25, 2024, for a period of 3 years from January 29, 2024 to January 28, 2027, subject to approval of shareholders of the Company, at the remuneration in accordance with the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under schedule V of the Companies Act, 2013.

The information in respect of terms & conditions is given below:

Salary	Rs. 2,00,000/- (Rupees Two Lakhs only) per month
House Rent Allowance	Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) per month
Performance Bonus	Such sums as may be decided by the Nomination & Remuneration Committee & Board of Directors
Perquisite allowed in addition to salary and performance bonus:	
Transport	Car with driver
Reimbursement of expenses incurred on gas, electricity and soft furnishing not exceeding one month's salary per annum:	
a) Medical Reimbursement	Expenses incurred by the Whole-time Director and his family not exceeding one month's salary per annum
b) Leave Travel Concession	For the Whole-time Director and his family not exceeding one month's salary per annum
c) Club Fees	Fees for One club which will not include Admission and Life Membership fees
d) Personal Accident-Premium for cover as per rules of the Company Insurance	
e) Encashment of leave at the end of the tenure will be allowed as applicable to other Senior Executives of the Company	
f) Leave facility as applicable to other Senior Executives of the Company shall be allowed.	

The Whole-time director shall be entitled to expenses including reimbursement of travelling and entertainment expenses incurred in the course of the Company's business, which shall not be treated as a perquisite.

Apart from the remuneration aforesaid, provision of telephone and other communication facilities at residence by the Company are allowed and these will not be considered as perquisites.

The salary, allowance, performance bonus, perquisite, reimbursements etc., decided as above all put together amounting within Rs. 3 Crores for each financial year. Any variation from time to time in the above shall have the review and approval of the Board and also by the Nomination & Remuneration Committee.



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The Remuneration and perquisites mentioned above or any other variation thereof shall be subject to the limit under Section 197 and other applicable provisions of the Companies Act, 2013 and approval from the members at the immediate next General Meeting.

Perquisite shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual.

In the event of inadequacy or absence of profits during the duration of agreement, the whole-time director shall be entitled remuneration herein in accordance with the provisions of Section I part II of Schedule V of the Companies Act, 2013.

As per Section 196 (3) (a) of the Companies Act 2013, a person who has attained the age of 70 years can continue as Whole-Time Director provided his continuation of position as Whole-Time Director is approved by shareholders by passing a special resolution. Accordingly for continuation of Sri. P S Rajamani (DIN: 01560303) as Whole-Time Director who is above the age of 70 years, a special resolution has been proposed and justification for the same is given below:

Keeping in view that Sri P S Rajamani has rich and varied experience in the industry and has been engaged in the operations of the Company and in addressing challenges faced by the Company in responding to the market requirements of the product specifications, it would be in the interest of Company to continue his employment.

The Company in general meeting through a special resolution may authorize the payment of overall managerial remuneration per annum of Sri P S Rajamani, Whole-Time Director together with remuneration payable to Chairman & Managing Director, which may exceed ten percentage of net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment of Sri P S Rajamani as Whole-Time Director by virtue of Second Proviso (i) to Section 197(1) of The Companies Act, 2013.

Director's Interest:

None of the Directors except Sri. P S Rajamani or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the above resolution.

Sri P S Rajamani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends the resolution set forth in the notice for approval by the shareholders as special resolution.



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DISCLOSURES PURSUANT TO SECRETARIAL STANDARDS – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Sri. A Krishnamoorthy	Sri. P S Rajamani
Director Identification Number	00001778	01560303
Age	87	74
Qualification / Occupation	Industrialist	B.Tech. Degree from IIT, Chennai Masters Degree in Business Administration from Madras University. Diploma in Statistical Quality Control & Operations Research from Indian Statistical Institute.
Experience	He is associated with the auto component industry for over 6 decades. During this period, he played a major role in the growth of the Company in various spheres. Vastly experienced in the overall management of Corporate enterprises for more than 6 decades at the board level.	Has a working experience for more than 3 decades in the fields of Quality, Materials, Manufacturing, General Management etc. Has been a member of CII's Southern Regional Council and Tamil Nadu State Council for more than five terms and held various executive positions therein. He is also a member of the Executive Committee of Society of Indian Automobiles Manufacturers (SIAM), New Delhi. Was the president of Madras Metallurgical Society and served as a Treasurer in the National Institute for Quality & Reliability (NIQR).
Terms and conditions of appointment	Term: 5 years Conditions: Nil	Term: 3 years Conditions: As detailed in the explanatory statement
Remuneration sought to be paid	As per explanatory statement	As per explanatory statement
Remuneration last drawn in Rupees	13,25,00,000/-	2,95,00,000/-
Date of first appointment on the Board	24/06/1971	29/01/2011
Shareholding in the Company	103 Equity Shares of Rs. 2500/- each	Nil



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Relationship with other Directors / Manager / Key Managerial Personnel	Nil	Nil
Number of Meetings of the Board during the FY 23-24	6	6
Other Directorships	<ul style="list-style-type: none">- Amalgamations Private Limited- Bimetal Bearings Limited- India Pistons Limited- Amalgamations Repco Limited- Associated Printers (Madras) Private Limited- Associated Publishers (Madras) Private Limited- T Stanes & Co Limited- Stanes Amalgamated Tea Estates Limited- Amalgamations Valeo Clutch Private Limited- BBL Daido Private Limited- Addison & Co Limited- Wallace Cartwright & Co. Limited, London	<ul style="list-style-type: none">- Amco Batteries Limited- Addison & Co Limited- Bimetal Bearings Limited- IPL Shaw Solutions Private Limited- Amalgamations Valeo Clutch Private Limited- BBL Daido Private Limited- India Pistons Limited
Membership / Chairmanship of Committees of other Boards	<ul style="list-style-type: none">- CSR Committee of Amalgamations Private Limited- Audit Committee of India Pistons Limited- Audit Committee and CSR Committee of Addison & Co Limited- Audit Committee, CSR Committee and Nomination & Remuneration Committee of T Stanes & Co Limited- Stakeholders Relationship Committee of Bimetal Bearings Limited	<ul style="list-style-type: none">- Audit Committee and Nomination & Remuneration Committee of Bimetal Bearings Limited- Audit Committee of India Pistons Limited- Audit Committee and Nomination & Remuneration Committee of Addison & Co Limited

By Order of the Board

SD/-

S. SRINIVASARAGHAVAN
Chief Financial Officer &
Company Secretary

Place : CHENNAI - 600 002

Date : September 4, 2024