

THIRTY FIRST ANNUAL REPORT 2011-2012 OF SIMPLEX TRADING AND AGENCIES LIMITED

BOARD OF DIRECTOR

ANIL CHANDULAL MISTRY	- DIRECTOR
NILANG PRAVINCHANDRA VAIDYA	- DIRECTOR
ANKIT ASHOK SAVLA	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

SHAREX DYNAMIC INDIA PRIVATE LIMITED

Unit No. 1, Luthra Industrial Premises,
1st Floor, 44-E, M, Vasanti Marg,
Andheri-Kurla Road, Safed Pool,
Mumbai-400072,
Ph No: 22-2264 1376 / 2270 2485
Fax No: 22-2264 1349

REGISTERED OFFICE

25, SHETHIA BUILDING, GROUND FLOOR,
PLOT NO. 12, DR. D. D. SHATHE MARG,
BANAMA HALL LANE, OPERA HOUSE,
MUMBAI-400004,
MAHARASHTRA, INDIA.

INDEX

Contents	Page No.
Notice of Annual General Meeting	01
Report of the Directors	03
Compliance Certificate	05
Corporate Governance Report	08
Auditors' Report	15
Balance Sheet	18
Profit and Loss Account	19
Cash Flow Statement	20
Notes forming part of the financial statements	21

N O T I C E

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of **SIMPLEX TRADING AND AGENCIES LIMITED** will be held at the Registered Office of the Company at **Shop No: 25, Shethia Building, Ground Floor, Plot No. 12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004** on **Friday, 31st day of August, 2012 at 10:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr Anil Chandulal Mistry**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr Nilang Pravinchandra Vaidya, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 9th February, 2012 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr Nilang Pravinchandra Vaidya**, be and is hereby appointed as a Director, subject to retire by rotation of the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr Ankit Ashok Savla, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 9th February, 2012 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr Ankit Ashok Savla**, be and is hereby appointed as a Director, subject to retire by rotation of the Company

**By Order of the Board
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANIL CHANDULAL MISTRY)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
7. M/s Sharex Dynamic India Pvt. Ltd. having registered office at 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort Mumbai 400001 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
8. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr Anil Chandulal Mistry is Executive Director of the Company. He has been associated with the Company w.e.f. 13th March, 2008. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr Anil Chandulal Mistry retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO NOTICE:**EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956**

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.4

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Nilang Pravinchandra Vaidya, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 9th February 2012 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Nilang Pravinchandra Vaidya, a director subject to retirement by rotation.

None of the Directors except Mr Nilang Pravinchandra Vaidya is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

Item No.5

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Ankit Ashok Savla, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 9th February 2012 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Ankit Ashok Savla, a director subject to retirement by rotation.

None of the Directors except Mr Ankit Ashok Savla is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 31st Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs.619952. The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

MR ANIL CHANDULAL MISTRY Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

MR NILANG PRAVINCHANDRA VAIDYA and MR ANKIT ASHOK SAVLA were appointed as additional directors of the Company with effect from 09.02.2012 and are eligible for re-appointment as directors of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation.

MR HARLEEN SINGH KATHURIA and MR GOVINDBHAI SENMA were ceased as a Director of the Company with effect from 09.02.2012 due to resignation. The management appreciated the services given by him during the tenure of the office as a Director.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

CHANGE OF REGISTERED OFFICE:

During the year under review, company in their EGM held on 27.04.2012 obtain approval of member for shifting of registered office form State of Maharashtra to State of Gujarat and make application to CLB for the approval.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company in not engage in manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANIL CHANDULAL MISTRY)
CHAIRMAN**

Annexure to Director's Report

C O M P L I A N C E C E R T I F I C A T E

Corporate Identity No.: L51900MH1981PLC024768

Nominal Capital: Rs.5,00,00,000/-

To, The Members,

SIMPLEX TRADING AND AGENCIES LIMITED

Shop No. 25, Ground Floor, Plot No.12,
Shethia Building, Dr. D. D. Shathe Marg,
Banama Hall Lane, Opera House, Mumbai,

I have examined the registers, records, books and papers of **SIMPLEX TRADING AND AGENCIES LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2012**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 7 (Seven) times on **30.05.2011, 02.06.2011, 11.08.2011, 12.11.2011, 09.02.2012, 15.02.2012, 27.02.2012** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of members and share transfer books from 23.07.2011 to 30.07.2011 (both days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.06.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.

13. The company:
- (i) There was no allotment of shares during the year. The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted. There were appointment of MR NILANG PRAVINCHANDRA VAIDYA and MR ANKIT ASHOK SAVLA as additional director of the company as on 09.02.2012 and MR HARLEEN SINGH KATHURIA and MR GOVINDBHAI SENMA were ceased as a Director of the Company with effect from 09.02.2012 during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company has obtained all necessary approvals, wherever necessary, of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the provisions of the Act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has neither raised nor accepted any deposits from Public during the financial year
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2012 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.

28. The company has not altered the provisions of the memorandum with respect to change of name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association with respect to change of name of the company during the financial year.
31. As per information and explanations furnished to me that there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards provident fund pursuant to section 418 of the companies act, 1956 during the financial year.

PLACE: BHILWARA

DATE: 03.08.2012

[SHUBHAM AGARAWAL]
Company Secretaries
C. P. NO.: 10640

ANNEXURE: "A" : SECRETARIAL COMPLIANCE CERTIFICATE

The Company has been maintaining the statutory records such as:

Sr. No.	Under Section	Name of the Register
1.	143	Register of Charges
2.	150	Register of Members
3.	193	Minutes Book of Annual General Meeting
4.	193	Minutes Book of Board Meeting
5.	209	Books of Accounts
6.	303	Register of Directors, Managing Director, Manager & Secretary
7.	307	Register of Directors Shareholdings

ANNEXURE: "B" : SECRETARIAL COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

1. Form 23ACXBRL of Balance Sheet and Form 23ACAXBRL of Profit & Loss Account for the year 31.03.11 filed U/s. 220 on 15.12.2011.
2. Form 66 of Compliance Certificate of 31.03.11 filed under section 383A to the Companies Act, 1956 on 17.08.2011, in respect of AGM held on 30.06.2011.
3. Form 18 dtd. 27.02.2012 for change of situation of registered office filed u/s.146 of the Act on 29.02.2012 in respect of Change the place of registered office.
4. Form 32 dated 09.02.2012 particular for change of Board of Director filed u/s. 303(2) of the Act on 10.02.2012.
5. Form 32 dated 09.02.2012 particular for change of Board of Director filed u/s. 303(2) of the Act on 23.02.2012.
6. Form 32 dated 29.09.2010 particular for change of Board of Director filed u/s. 303(2) of the Act on 19.08.2011.

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012****1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2011-12 the Board met 7 (Seven) times on 30.05.2011, 02.06.2011, 11.08.2011, 12.11.2011, 09.02.2012, 15.02.2012, 27.02.2012. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
Mr. Anil Chandulal Mistry	Executive & Non Independent	7	7	Yes
*Mr. Harleen Singh Kathuria	Non Executive & Independent	7	4	Yes
* Mr. Govindbhai Senma	Non Executive & Independent	7	4	Yes
#Mr. Ankit Ashok Savla	Non Executive & Independent	7	3	No
# Mr. Nilang P. Vaidya	Non Executive & Independent	7	3	No

* Ceased as Director as on 09.02.2012

Appointed as Director as 09.02.2012

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Ankit Ashok Savla, Mr. Nilang Pravinchandra Vaidya and Mr. Anil Chandulal Mistry

MR Ankit Ashok Savla is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2012

During the year the Audit Committee met 4 times on 30.05.2011, 11.08.2011, 12.11.2011, 15.02.2012 attendance of the members as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Anil Chandulal Mistry	Non Independent/ Executive Director	4	4
*Mr. Harleen Singh Kathuria	Independent/ Non-Executive Director	4	3
* Mr. Govindbhai Senma	Independent/ Non-Executive Director	4	3
#Mr. Ankit Ashok Savla	Independent/ Non-Executive Director	4	1
# Mr. Nilang P. Vaidya	Independent/ Non-Executive Director	4	1

** Ceased as Director as on 09.02.2012*

Appointed as Director as 09.02.2012

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of three directors namely, Mr. Ankit Ashok Savla, Mr. Nilang Pravinchandra Vaidya and Mr. Anil Chandulal Mistry

MR ANIL CHANDULAL MISTRY is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. MR ANIL CHANDULAL MISTRY, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

MR ANIL CHANDULAL MISTRY has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2010-11	23, Pragnya Society, Above Dena bank, Nr. ESI Hospital, Akruli Road, Kandiwali (E), Mumbai – 400101	30.06.2011	11.30 A.M.	No Special Resolution was passed in the meeting
2009-10	23, Pragnya Society, Above Dena bank, Nr. ESI Hospital, Akruli Road, Kandiwali (E), Mumbai – 400101	29.09.2010	10.30 A.M.	No Special Resolution was passed in the meeting
2008-09	4, Chandan Nivas Old, 1st Floor, M. V. Road, Opp. Andheri Kurla Road, Andheri (E), Mumbai 400069	30.09.2009	04:30 P.M	- Increased Authorized Capital (Ordinary Resolution) - Alteration in MOA & AOA (Ordinary Resolution) - Issue of convertible warrant of the company on preferential basis

The above resolution which was put to vote by show of hands, was passed unanimously. No Extra Ordinary General Meeting held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.	
Date and time of Annual General Meeting	31st August, 2012, and 10:00 A.M.	
Venue of Annual General Meeting	25, Shethia Building, Ground Floor, Plot No.12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004	
Dates of Book Closure	30th August, 2012 to 31st August, 2012	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	504382 (BSE) and SMPLXTR (BSE)	
Demat ISIN No.	INE518H01018	
Financial Year Calendar (tentative and subject to change) (01.04.2012 to 31.03.2013)		
Financial reporting for the First quarter ending on 30th June, 2012	Last week of July, 2012	
Financial reporting for the Half year ending on 30th September, 2012	Last week of October, 2012	
Financial reporting for the Third quarter ending on 31st December, 2012	Last week of January, 2013	
Financial reporting for the Year ending on 31st March, 2013	Last week of April, 2013	
Annual General Meeting for the year ending on 31st March, 2013	Last week of September 2013	

10. CATEGORIES OF SHAREOWNERS AS ON 31-03-2012

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals	308511	6.17
Financial Intuitions/ Banks	Nil	0.00
Bodies Corporate	4691410	93.83
NRIs/ OCBs	Nil	0.00
Directors Relatives	Nil	0.00
Others	79	0.00
Total	50,00,000	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

Share Balance	Holder	% of Total	Total Shares	% of Total
0001- 5000	1044	95.96	19183	0.38
5001- 10000	11	1.01	8177	0.17
10001- 20000	2	0.18	3307	0.07
20001- 30000	1	0.09	2200	0.04
30001- 40000	Nil	0.00	Nil	0.00
40001- 50000	1	0.09	4085	0.08
50001-100000	Nil	0.00	Nil	0.00
100001 and above	29	2.67	4963048	99.26
Total	1088	100.00	5,000,000	100.00

12. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
April, 2011	104.00	100.00
May, 2011	100.00	99.00
June, 2011	107.15	100.00
July, 2011	118.35	109.25
August, 2011	117.00	117.00
September, 2011	193.30	185.00
October, 2011	251.90	194.25
November, 2011	--	--
December, 2011	--	--
Jan, 2012	327.00	238.50
Feb., 2012	335.00	226.00
March, 2012	335.00	141.75

13. REGISTRAR AND SHARE TRANSFER AGENT

M/s Sharex Dynamic India Private Limited having its Registered Office at **17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort Mumbai 400001** is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

14. Share transfer system:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

15. Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2012, **4997245** Equity Shares (99.95%) of the Company was held in dematerialized form.

16. ADDRESS FOR CORRESPONDENCE: 25, Shethia Building, Ground Floor, Plot No.12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004

Investors Correspondence/ Complaints to be address to:
MR ANIL CHANDULAL MISTRY-Director and Compliance Officer
E-mail: simplextrading2007@gmail.com

17. DECLARATION:

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2012.

For and on Behalf of the Board
For, SIMPLEX TRADING AND AGENCIES LIMITED

PLACE: MUMBAI
DATE: 03.08.2012

(ANIL CHANDULAL MISTRY)
CHAIRMAN

CEO/CFO CERTIFICATE

The Board of Director
SIMPLEX TRADING AND AGENCIES LIMITED
Mumbai

I ANIL CHANDULAL MISTRY, Chairman of **SIMPLEX TRADING AND AGENCIES LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2012 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps. I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2012.

PLACE: MUMBAI
DATE: 03.08.2012

(ANIL CHANDULAL MISTRY)
DIRECTOR & CHAIRMAN

CERTIFICATION ON CORPORATE GOVERNANCE

To the members of SIMPLEX TRADING AND AGENCIES LIMITED:

We have examined the compliance of conditions of Corporate Governance by **SIMPLEX TRADING AND AGENCIES LIMITED** for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**PLACE: LUDHIANA
DATE: 03.08.2012**

**For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N**

**CA RAKESH PURI
PARTNER
M. No.: 092728**

AUDITORS' REPORT TO THE MEMBERS OF SIMPLEX TRADING AND AGENCIE LIMITED

- (1) We have audited the attached Balance Sheet of **SIMPLEX TRADING AND AGENCIES LIMITED** as on 31st March 2012, the relative Profit and Loss Account and the Cash Flow Statement for the year ended on that date, all of which have been signed by us under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We have conducted our audit in accordance with auditing and assurance standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
- (4) Further to our comments in the Annexure referred to in paragraph (3) above we report that:
 1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 2. In our opinion, proper books of accounts as required by law, have been kept by the Company so far as appears from our examination of books.
 3. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of account.
 4. In our opinion, the Balance Sheet, Profit & Loss Account, and Cash Flow statement dealt with by this report comply with the Accounting Standard referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
 5. On the basis of written representation received from the Directors and taken on records by the Board of Directors, we report that none of the Directors is disqualified as at 31st March 2012 from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
 6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon, particularly the note no 4 regarding inter corporate investment and Loans thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:
 - (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012 and;
 - (b) In case of Profit and Loss Account, of the Profit of the Company for the year ended on that date.
 - (c) In case of Cash Flow Statement, of the cash flows for the year ended on that date.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 03.08.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in Paragraph 3 of the Auditors Report of Even date to the Member of **SIMPLEX TRADING AND AGENCIES LIMITED**

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.

(b) As explained to us, all the assets have been physically verified by the management at reasonable intervals during the year. According to the information and explanations given to us, no material discrepancies have been noticed on such verification.

(c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. The company has no inventory. Hence, clause (ii) (a), (b) & (c) are not applicable to the Company.
3. (a) As per information and explanation given to us, the company has not granted loans to any party covered in the register maintained under section 301 of the Companies Act, 1956, hence, clause (iii) (b) , (iii) (c) and (iii) (d) are not applicable to the company.

(b) As per information and explanation given to us, the company has not taken any unsecured loan from any party covered in the register maintained under section 301 of the Companies Act, 1956,
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business. During the course of audit, we have not observed any continuing failure to correct major weakness in internal controls
5. As per information & according to the explanations given to us, the company has not entered into any transaction that needs to be entered into the register maintained under section 301 of the Act.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public covered under NBFC Public Deposit Directions, 1998.
7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
8. We are informed that no Cost Records are required to be maintained by the Company under Section 209(1)(d) of the Companies Act 1956.
9. (a) According to the information and explanations given to us, and on the basis of our examination of the books of accounts, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including income-tax, wealth tax and any other material statutory dues applicable to it. There were no arrears of such dues as at 31st March, 2012 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues in respect of Sales tax, income tax, customs duty, wealth tax, excise duty, and cess that have not been deposited with the appropriate authorities on account of any dispute.
10. The Company did not have any accumulated losses at the end of the financial year. It has incurred cash losses during the current financial year and also incurred in previous financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, the Company did not default in the repayment of dues to a financial institution, bank or debenture holders.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. The provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the company.
14. The Company has maintained records of transactions and contracts in respect of investment in shares, mutual funds and other investments and timely entries have been made therein. All the shares, mutual funds and other investments held by the companies are in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
15. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from Banks or financial institutions.
16. The Company has not taken term loans during the year.
17. According to the information and explanation given to us and on an overall examination of the Balance sheet of the Company as on 31st March, 2012 we report that the company has not used funds raised on short term basis for long term investments and vice versa.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our Audit.

**PLACE: LUDHIANA
DATE: 03.08.2012**

**For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N**

**CA RAKESH PURI
PARTNER
M. No.: 092728**

BALANCE SHEET AS AT 31ST MARCH, 2012			
(Amount in Rupees)			
Particulars	Notes	31.03.2012	31.03.2011
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	50000000	50000000
(b) Reserves and Surplus	3	522635100	522858262
<u>(2) Share Application money pending Allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	108028000	108028000
(b) Deferred Tax Liabilities (Net)		23355	23355
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	5	6000000	798300
(b) Trade Payables	6	21001	00
(c) Other Current Liabilities	7	230	230
(d) Short-Term Provisions	8	21000	21000
Total Equity & Liabilities		686728686	681729147
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block	9	385004	385004
(ii) Depreciation		313782	266301
(iii) Net Block		71222	118703
(b) Non-current investments	10	41600056	73550056
(c) Long term loans and advances	11	348817018	391925429
(e) Other non-current assets	12	497581	271513
<u>(2) Current Assets</u>			
(a) Current investments	13	48455000	215605800
(c) Trade receivables	14	246939800	00
(d) Cash and cash equivalents	15	285371	201669
(e) Short-term loans and advances	16	62637	55977
Total Assets		686728686	681729147
NOTES TO ACCOUNTS			
1 to 31			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
(CA RAKESH PURI)		ANKIT SALVA	ANIL MISTRY
PARTNER/M. No. 092728		(DIRECTOR)	(DIRECTOR)
Place: Ludhiana		Place: Mumbai	
Date: 03.08.2012		Date: 03.08.2012	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2011-12	2010-11
I	Revenue from operations	17	46717125	22804208
II	Other Income	18	00	210915
III	III. Total Revenue (I +II)		46717125	23015123
IV	Expenses:			
	Purchase of Stock-in-Trade		46163125	22630820
	Employee Benefit Expense	19	286000	59000
	Financial Costs	20	68570	186883
	Depreciation and Amortization Expense	21	121413	153068
	Other Administrative Expenses	22	301179	110622
	Total Expenses (IV)		46940287	23140393
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(223162)	(125270)
VI	Exceptional Items		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(223162)	(125270)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(223162)	(125270)
X	Tax expense:			
	(2) Deferred tax		00	(4467)
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(223162)	(120803)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(223162)	(120803)
XVI	Earning per equity share:			
	(1) Basic		00	00
	(2) Diluted		00	00
NOTES TO ACCOUNTS		1 to 31		
<i>Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement</i>				
<i>This is the Profit & Loss Statement referred to in our Report of even date.</i>				
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD		
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
(CA RAKESH PURI)		ANKIT SALVA	ANIL MISTRY	
PARTNER/M. No. 092728		(DIRECTOR)	(DIRECTOR)	
Place: Ludhiana		Place: Mumbai		
Date: 03.08.2012		Date: 03.08.2012		

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012		
(Rupees in Lacs)		
	2011-12	2010-11
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(223162)	(120803)
Adjustments for		
Depreciation	47481	79136
Operating Profit before Working Capital Changes	(175681)	(41667)
Adjustments for		
Increase/ (Decrease) in Receivables	(246939800)	(61822432)
(Decrease)/Increase in Current Liabilities & Provisions	21001	(22500)
Change in Current assets, Loans& Advances	(6660)	00
Change in deferred Tax	00	(4467)
Increase in Misc. Exp	00	(132079)
Cash generated from Operations	(247101140)	(62023163)
Direct Taxes paid	00	00
Net cash from Operating Activities	(247101140)	(62023163)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Proceeds from borrowings	5201700	(64093015)
Purchases of Investment	199100800	(216105800)
Net cash flow from Investing Activities	204302500	(280198815)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue	00	277225000
Proceeds from Non-Current assets ,Loans& advances	42882343	00
Net cash flow from Financing Activities	42882343	277225000
Net Increase/(Decrease) in Cash & Cash Equivalent	83703	(64996978)
Cash & Cash Equivalents at the beginning of the year	201669	65198647
Cash & Cash Equivalents at the end of the year	285371	201669
Note: 1. Above Statements have been prepared in the indirect method. 2. Cash & Cash equivalents represent Cash and Bank Balances only. 3. Previous Year figures have been regrouped/rearranged, wherever necessary.		
For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N (CA RAKESH PURI) PARTNER/ M. No. 092728 Place: Ludhiana Date: 03.08.2012	FOR AND ON BEHALF OF THE BOARD ANKIT SALVA (DIRECTOR) ANIL MISTRY (DIRECTOR) Place: Mumbai Date: 03.08.2012	

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012**Note 1: SIGNIFICANT ACCOUNTING POLICIES**

1. **Basis of Accounting:-** The Accounts have been prepared on historical cost basis and accrual system of accounting unless otherwise stated.
2. **Income Recognition :** -
 - 2.1 Interest on investments is accounted for on accrual basis.
 - 2.2 Dividend income is accounted for on receipt basis.
 - 2.3 Profit or loss on sale of investments is accounted for as and when the transactions are entered into.
3. **Expenses:** -The Company provides for all expenses on accrual basis.
4. **Investments:** - Investments are valued at cost.
5. **Taxation**
 - 5.1 Provision for current tax is made on the estimated taxable income at the tax rate applicable to the relevant assessment year. Deferred tax assets and deferred tax liabilities are calculated by applying the rate and tax laws that have been enacted or substantively enacted as on balance sheet date. Deferred tax assets are reviewed at each Balance sheet date.
 - 5.2 Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under Tax laws are recognised, only to the extent of a virtual certainty of its realisation. Deferred Tax Assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.
6. **Contingent Liabilities:** -All known liabilities are provided for in the books of account except liabilities of contingent nature which have been adequately disclosed by way of "Notes to the Account".

Note: 2 Share Capital held by the company

Sr. No	Particulars	Current Year	Previous Year
1	AUTHORIZED CAPITAL 50,00,000 Equity Shares of Rs. 10/- each	50,000,000	50,000,000
		50,000,000	50,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL Paid up Share capital 2500000 Equity shares of Rs.10 each fully paid up) 2500000 Pref warrant converted to equity	25,000,000 25,000,000	25,000,000 25,000,000
	Total in	50,000,000	50,000,000
3	Details of shareholder holding more than 5% of the aggregate shares of the company		
i	Corporate stock Broking Pvt Ltd	352010(7.01%)	350000(7%)
ii	Corporate commodity Brokers P.Ltd	250000 (5%)	250000(5%)
iii	Northpole finance Ltd	450000(9%)	450000(9%)
iv	Shah Realcom Pvt Ltd	256500(5.13%)	250000(5%)
v	Sommar Commodity P.Ltd	250000(5%)	250000(5%)
vi	Trusha Mercantile P.Ltd	350000(7%)	350000(7%)
vii	Vishal Shipping Corp Ltd	250000(5%)	250000(5%)
viii	Vishal Realty Mang Ltd	350000(7%)	350000(7%)
4	The company has allotted 2000000 Shares as fully paid up bonus shares in Jan 2009 by utilisation of General Reserve (during 5 years preceding 31, March ,2012)		

Note : 3 Reserve & Surplus consist of

Sr. No	Particulars	Current Year	Previous Year
1	Capital Reserve	109,162	109,162
2	Securities Premium reserve	488,400,000	488,400,000
	Statutory Reserve	8,230,000	8,230,000
3	General Reserve	10,200,000	10,200,000
4	Surplus (Profit & Loss Account)	15,695,938	15,919,100
	Balance brought forward from previous year	15,919,100	16,039,903
	Less: Prior Period Item TDS written Off	00	00
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(223,162)	(120,803)
	Total in	522,635,100	522,858,262

Note : 4 Long Term Borrowings(Unsecured) includes following

1	Other Loans & Advances Other Loans & Advances are related to loan from corporates	108,028,000	108,028,000
	Total in `	108,028,000	108,028,000

Note : 5 Short Term Borrowings(Unsecured)

1	Others These are inter corporate borrowings	6,000,000	798,300
	Total in `	6,000,000	798,300

Note: 6 Trades Payable related to

1	-Sundry Creditors for Services:	21,001	00
	Total in `	21,001	00

Note : 7 Other Current Liabilities

1	Other Payables Other Payable includes unclaimed dividend of Unclaimed Dividend	230	230
	Total in `	230	230

Note : 8 Short Term Provisions includes following -

1	Provision for Taxation A/Y 2008-09	11,000	11,000
2	Other Provision Other provision includes prov for audit fees	10,000	10,000
	Total in `	21,000	21,000

Note: 9 Fixed Asset includes following

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.12.2012	WDV as on 31.03.2011
I	<u>Tangible Assets</u>											
	Computer	40.00%	385,004		-	385,004	266,301	47,481	-	313,782	71,222	118,703
	SUB TOTAL (A)		385,004	-	-	385,004	266,301	47,481	-	313,782	71,222	118,703
	(Previous Year)		385,004	-	-	385,004	187,165	79,136		266,301	118,703	197,839

Note : 10 Non Current Investment consist of the following-

Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity Instrument(At Cost)		
i	Quoted		
	3288800 Equity Shares of Amardeep Industries Ltd.	6150056	6150056
	1250000 Equity Shares of XO Infotech Ltd	12500000	12500000
	10000000 Eq Shares of wellworth Overseas Ltd	10000000	10000000
		28,650,056	28,650,056
ii	UNQUOTED (F.V. Rs.10/- each)		
	129500 Shares of Corporate Strategic Allianz Pvt. Ltd.	12950000	12950000
	(15000) Shares of Ishan Finlease Pvt Ltd	00	1950000
	(100000) Shares of Vashi Construction Pvt.Ltd.	00	30000000
		12,950,000	44,900,000
	Total in `	41,600,056	73,550,056

Note : 11 Long Term Loans and Advances consist of following -

1	Other Loans & Advances	348,817,018	391,925,429
	other Loans& advances considered good includes inter corporated loans	00	00
	Total in `	348,817,018	391,925,429

Note : 12 Other Non Current Assets includes following -

1	Others	497,581	271,513
	Other non current assets includes Misc exp to the extent not written off and and GSRTC EMD deposit	00	00
	Total in `	497,581	271,513

Note :13 Current Investment includes following

1	Investment in Equity		
	<u>Unquoted</u>		
	(68000) Shares of Girish Metals P.Ltd	00	20,400,000
	(186300) shares of Parvati Minerals P.Ltd	00	55,890,000
	(129100) Shares of Pratik Minerals P.Ltd	00	38,730,000
	(16986) shares of Shalibhadra Steel P.Ltd	00	5,095,800
	(66700) Shares of Shankeshwer Metals P.Ltd	00	20,010,000
	(90500) Shares of Shanti Tradelink p.Ltd	00	27,150,000
	(61100) Shares of Siddhi Vinayak tradelink P.Ltd	00	18,330,000
	(100000) Shares of Sonika Granits P.Ltd	00	30,000,000
	50000 Angel Finvest Pvt Ltd	5,000,000	00
	6110 HCS Food Ltd	3,055,000	00
	2600 Shiva Texfabs Ltd. Ludhiyana	26,000,000	00
	5000 Madhur Knitcraft P.Ltd	2,500,000	00
	Naam Dhari Ind P.Ltd	1,500,000	00
	12500 United Plastomers Pvt Ltd	5,000,000	00
2	In Short term Fixed Deposits with bank of India	5,400,000	00
	Total in `	48,455,000	215,605,800

Note : 14 Trade Recievables (unsecured)consist of-

Sr. No	Particulars	Current Year	Previous Year
1	Outstanding for more than six months		
2	Others		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good : (Related to balance of Investment)	246,939,800	00
	c) Doubtful	00	00
	-		
	Total in `	246,939,800	00

Note : 15 Cash & Cash Equivalent

1	Cash-in-Hand Cash Balance	6,114	144,354
	Sub Total (A)	6,114	144,354
2	Bank Balance Bank Balance with Scheduled Banks (i) In Current Accounts	279,257	57,315
	Sub Total (B)	279,257	57,315
	Total [A + B]	285,371	201,669

Note :16 Short Terms Loans and Advances includes followings

1	Others Advance Recoverable in cash or in kind or for value to be considered good Advance Income Tax/Refund Due	62,637	55,977
	Total in `	62,637	55,977

Note : 17 Revenue from Operations

1	Sales	46,717,125	22,804,208
	Total in `	46,717,125	22,804,208

Note : 18 Other Income includes following

1	Interest on FDR's	00	123,915
2	Other Interest	00	87,000
	Total in `	00	210,915

Note : 19 Employment Benefit Expenses includes :-

1	Salaries & Wages	286,000	59,000
	Total in `	286,000	59,000

Note :20 Financial Cost consist of following-

1	Interest on Other loans	00	184,691
2	Bank Charges	68,570	2,192
	Total in `	68,570	186,883

Note : 21 Depreciation & Amortised Cost

Sr. No	Particulars	Current Year	Previous Year
1	Depreciation	47,481	79,136
2	Preliminary Expenses W/O	73,932	73,932
	Total in	121,413	153,068

Note : 22 Other Expenses consist of following-

1	Advertising Exp	3,076	00
2	Audit Fees	10,000	10,000
3	Annual Custody Fees	13,236	25,369
4	Computer Exp	19,720	00
5	Conveyance Exp	11,720	00
6	Listing Fees	16,545	11,030
7	Misc. Exp	120,577	35,170
8	Printing & Stationery	43,601	5,053
9	Professional Fees	42,120	4,000
10	Roc Exp.	2,000	20,000
11	RTA Expenses	18,584	00
	Total in	301,179	110,622

Note: 23 The Company has not accepted any public deposits during the year.

Note: 24 Based on information available, the Company is of the opinion that as on the Balance Sheet date, no amounts are payable to Small Scale undertakings.

Note: 25 The company has only one business segment .In view of the AS-17 "Segment Reporting" issued by The Institute of Chartered Accountant of India, is not applicable.

Note: 26 The disclosures required under AS-18 on "Related Party Disclosures":- No Related party Transactions during the year.

Note: 27 **Earning Per Share:**
Earning per share is calculated by dividing profit/(loss) attributable to the equity share holder by the weighted average number of equity shares outstanding during the period.

Particulars	31.03.2012	31.03.2011
Profit/(Loss) after taxation (Rs.)	-223162	-120803
Weighted Avg. No. of Shares outstanding during the year (Nos.)	5000000	50,00,000
Basic / diluted earnings per share (Rs.)	-0.00	-0.00

Note: 28 In the opinion of the board, the value of the realisation of Current Assets, Loans and Advances, in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note: 29 Auditors Remuneration:

(In Rs.)

Particulars	2011-12	2010-11
For Audit	10000	10000

Note: 30 previous year's figures have been regrouped, rearranged and reclassified, wherever necessary.

Note: 31 Figures have been rounded off to the nearest rupee.

As per our report of even date annexed

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

(CA RAKESH PURI)

PARTNER/ M. No. 092728

Place: Ludhiana

Date: 03.08.2012

FOR AND ON BEHALF OF THE BOARD

ANKIT SALVA
(DIRECTOR)

ANIL MISTRY
(DIRECTOR)

Place: Mumbai

Date: 03.08.2012

SIMPLEX TRADING AND AGENCIES LIMITED

Regd. Office: Shop No: 25, Shethia Building, Ground Floor, Plot No. 12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004

31st Annual General Meeting to be held on 31.08.2012 at 10:00 A.M. at Shop No: 25, Shethia Building, Ground Floor, Plot No. 12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004

ATTENDANCE SLIP

Registered Folio No.:..... (or)
Demat Account No.:..... D.P. ID No.:.....
Name of the Shareholder:.....

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding Shares.

.....
Signature of Member/s/ Proxy

- A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.
- Name of the Proxy in Block Letters.....
(in case a Proxy attends the meeting)
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

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PROXY FORM

I/We

\of

Member / Members of **SIMPLEX TRADING AND AGENCIES LIMITED** hereby appoint.....

ofof failing him/ her.....

ofas my/ our Proxy to attend and vote for me/us on my/ our behalf at the 31st Annual General Meeting of the Company to be held on 31.08.2012 at 10:00 A.M. at **Shop No: 25, Shethia Building, Ground Floor, Plot No. 12, Dr. D. D. Shathe Marg, Banama Hall Lane, Opera House, Mumbai 400004** and at any adjournment thereof.

Signed on thisday of2012.



Ref. Folio No.....

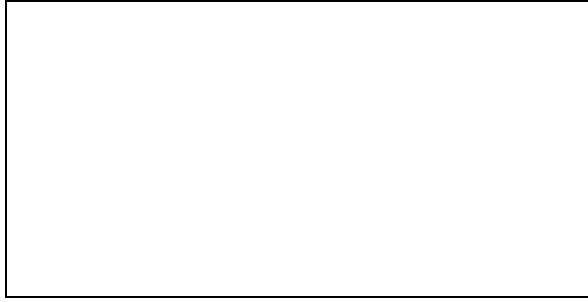
Signature

Demat Account No..... D.P. ID No.....

No. of Shares held.....

- The Proxy form should be signed by the member across the stamp.
- A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

BOOK-POST



If undelivered, please return to:

**Reg. Office:
Shop No: 25, Shethia Building, Ground Floor, Plot No. 12,
Dr. D. D. Shathe Marg, Banama Hall Lane,
Opera House, Mumbai 400004.**