



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

'SIMPLEX HOUSE' 27, SHAKESPEARE SARANI, KOLKATA-700 017 (INDIA)
PHONES : +91 33 2301-1600, FAX : +91 33 2289-1468
E-mail : simplexkolkata@simplexinfra.com, Website : www.simplexinfra.com
CIN No. L45209 WB 1924 PLC 004959

01/CS/SE/001/94902

May 30, 2023

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051
Scrip Code – SIMPLEXINF

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip code - 523838

The Secretary
Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata – 700001
Scrip Code - 29053


Dear Sir,

Re: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023

In Compliance with Reg.24A (2) of LODR, we enclosed herewith Secretarial Compliance Report dated 30th May, 2023 for the Financial year 2022-23 issued by M/s.AK. Labh & Co, Company Secretaries.

We request you to take the same on record

Yours faithfully,
For SIMPLEX INFRASTRUCTURES LIMITED


B.L. BAJORIA
SR.VICE PRESIDENT &
COMPANY SECRETARY

Enc: as above.

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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Secretarial Compliance Report of Simplex Infrastructures Limited for the financial year ended 31.03.2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by *Simplex Infrastructures Limited* (hereinafter referred as 'the listed entity'), having its Registered Office at 'Simplex House', 27, Shakespeare Sarani, Kolkata – 700017, West Bengal. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We, A. K. LABH & Co., *Company Secretaries*, have examined :

- all the documents and records made available to us and explanation provided by *Simplex Infrastructures Limited* ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



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- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period :

- I.(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :



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Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action (Advisory/Clarification/Fine/ Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2022 and 30th September, 2022.	BSE and NSE	Levy of Fine	Delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2022 and 30th September, 2022.	BSE - Rs. 330400.00 NSE-Rs. 336300.00	There was delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2022 and 30th September, 2022. The Company has duly paid the fine as imposed by BSE, NSE and CSE.	Fine Paid	
2.	SEBI (LODR) Regulations, 2015	Regulation 33	Delay in submission of financial results pursuant to Reg. 33 for the quarter ended March, 2022 and June, 2022	CSE	Levy of Fine	Delay in submission of financial results pursuant to Reg. 33 for the quarter ended March, 2022 and June, 2022	CSE-Rs. 17700.00	The Company had delayed in submission of financial results the quarter ended March, 2022 and June, 2022 as per the said Regulation.	Fine paid	



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3	SEBI (LODR) Regulations, 2015	Regulation 54(1)	Security cover not maintained as per the Regulation	-	-	Security cover not maintained as per the Regulation	-	The Company has not maintained 100% security cover or higher security cover as may be required in respect of its secured listed non-convertible debt securities.	Unable to maintain due to Financial Crisis.
4	SEBI Circular	SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 Dated May 25, 2022	Non-Compliance with the provisions of the Circular	-	-	Non-Compliance with the provisions of the Circular	-	The Company has not yet taken Special Contingency Insurance Policy as mentioned in the referred Circular	It is under process
5	SEBI Circular	SEBI Circular No. SEBI/HO/MIRSD/PoD-1/DW/P/2022/6/4923 date December 30, 2022	Non-Compliance with the provisions of the Circular	-	-	Non-compliance with the provisions of the Circular	-	The Company has not yet opened Suspense Escrow Demat Account as mentioned in the referred Circular	It is under process
6	BSE Notice	Notice No. 20230209-01 dated February 9, 2023	Non-submission of information required under Regulation 46 & 62	-	-	Non-submission of information required under Regulation 46 & 62	-	The Company has not submitted web link of information and documents as uploaded on Company's website	It is under process



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2021 and 30th September, 2021.	BSE and NSE for half year ended 31st March, 2021 and 30th September, 2021. CSE for the half year ended 30th September, 2021	Levy of Fine	Delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2021 and 30th September, 2021.	BSE- Rs.289100/- NSE- Rs.277300/- CSE- Rs.94400/-	For the half year ended 31st March, 2021 and 30th September, 2021, the disclosure was submitted on 1st September, 2021 and 29th December, 2021 respectively. The Company has duly paid the fine as imposed by BSE, NSE and CSE.	Fine paid	
2.	SEBI Circular	SEBI Circular No. SEBI/ HO/ CFD/ CMO1/ CIR/ P/ 2019/ 140 dated November 21, 2019 - Clause 3 (B)(i) and Clause 3(C2)	Quarterly Disclosures: Delay in submission with respect to defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions.			Quarterly Disclosures: Delay in submission with respect to defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions.		There was a delay of 12 days in submission of the disclosure for quarter ended 31st March, 2021.	Since then there was no delay.	



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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 :

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A.	No such case was reported during the financial year under report.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A.	No such case was reported during the financial year under report.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A.	No such case was reported during the financial year under report.



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2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee :	N.A.	No such case was reported during the financial year under report.
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p>		



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	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information :</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	N.A.	<p>No such case was reported during the financial year under report.</p>

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below :



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards : The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies : <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	
3.	Maintenance and disclosures on Website : <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes Yes Yes	



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4.	Disqualification of Director : None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	No	The Company has defaulted in redemption of debentures on the due date or payment of interest due thereon and such failure to pay or redeem had continued for more than one year. Consequently, all the Directors of the Company as on 31.03.2023 are in violation of Section 164(2)(b) of the Companies Act, 2013.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t. : (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	N.A. N.A.	The Company did not have any material subsidiary during the year under report.



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6.	Preservation of Documents : The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation : The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions : (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	No such case was reported during the financial year under report.



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9.	Disclosure of events or information : The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading : The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has a Structured Digital Database in place; however, implementation of various provisions of the said Regulation is still under process.
11.	Actions taken by SEBI or Stock Exchanges, if any : No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	



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12.	Additional Non-compliances, if any : No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature: 

Place : Kolkata
Dated : 30.05.2023

Name of the Practising Company Secretary : CS Atul Kumar Labh

FCS No. : 4848

CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848E000414521

