



AN ISO 9001 : 2015
certified company

SIMPLEX INFRASTRUCTURES LIMITED

REGD. OFFICE :

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

01/CS/SE/001/94458

June 29, 2021

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, 2021

In Compliance with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, we enclosed the Annual Secretarial Compliance Report dated 28th June, 2021 for the Financial year 2020-21 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

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Secretarial Compliance Report of Simplex Infrastructures Limited for the year ended 31st March, 2021

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

- (a) all the documents and records made available to us and explanation provided by **Simplex Infrastructures Limited** (CIN : L45209WB1924PLC004969) having its Registered Office at 'Simplex House', 27, Shakespeare Sarani, Kolkata – 700017, West Bengal ("the listed entity");
- (b) the filings/submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (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, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures 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 and dealing with client;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

and circulars/ guidelines issued thereunder; and based on above examination, we hereby report that, during the Review Period:



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- (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:-

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	<p><i>Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</i></p> <p>The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information:</p> <p>Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.</p> <p>Provided further that disclosure with respect to events specified in sub-para 4 of Para A of Part A of Schedule III shall be made within thirty minutes of the conclusion of the board meeting.</p>	<p>Delay in submission of Financial Result for the quarter and financial year ended 31.03.2020 approved at the Board Meeting held on 31.07.2020 after conclusion of the Board Meeting.</p>	<p>Financial Result for the quarter and financial year ended 31.03.2020 approved at the Board Meeting held on 31.07.2020 was submitted to the Stock Exchange on 02.08.2020.</p>
2.	<p><i>Regulation 33(3)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI/HO/CFD/CMDI/CIR/P/2020/38 dated 19th March, 2020:</i></p> <p>The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p> <p>As per the relaxation given by the referred SEBI Circular, the Company was required to submit the first quarter audited standalone and consolidated financial results for the quarter ended 30th June, 2020 by 15th September, 2020.</p>	<p>Delay in submission of financial results for the quarter ended 30th June, 2020</p>	<p>The Company had approved and submitted the financial results for the quarter ended 30th June, 2020 on 30th September, 2020, thereby resulting in a delay of 15 days.</p>



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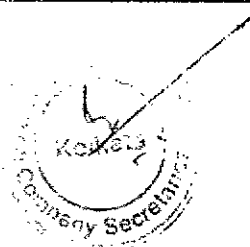
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<p>3. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Regulation 23(9)</p> <p>The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year; disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p>	<p>Delay in Submission of disclosure of related party transactions for the half year ended 31st March, 2020 and 30th September, 2020.</p>	<p>For the half year ended 31st March, 2020 and 30th September, 2020, the disclosure was submitted on 14th October, 2020 and 14th January, 2021 respectively.</p>
<p>4. SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2019/ 140 dated November 21, 2019 – Clause 3 (B)(i) and Clause 3(C2):</p> <p>3(B)(i). Listed entities shall make disclosure of any default on loans, including revolving facilities like cash credit, from banks /financial institutions which continues beyond 30 days. Such disclosure shall be made promptly, but not later than 24 hours from the 30th day of such default.</p> <p>3(C2): Disclosure shall be made by listed entities, if on the last date of any quarter:</p> <p>a. Any loan including revolving facilities like cash credit from banks / financial institutions where the default continues beyond 30 days; or</p> <p>b. There is any outstanding debt security under default</p> <p>The above disclosure shall be made within 7 days from the end of each quarter.</p>	<p>i. Individual Instances: Non-Submission of Individual instances of defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions; and</p> <p>ii. Quarterly Disclosures: Non-submission for few quarters and Delay in submission for few quarters with respect to defaults in payment of interest/ repayment of principal amount on loans from banks/ financial institutions.</p>	<p>1. The Company has not submitted disclosure for individual instances of default.</p> <p>2. The Company did not submit quarterly disclosure of default for the quarter ended 31st March, 2020 and 30th June, 2020 and delayed in submission of quarterly disclosures for quarter ended 30th September, 2020, 30th December, 2020 and 31st March, 2021.</p>



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl.No	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practising Company Secretary, if any.
1	BSE Limited (BSE)	Delay in submission of financial results for the quarter ended 30 th June, 2020 pursuant to Reg. 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE vide its email dated 16 th October, 2020 has imposed a fine of Rs. 88,500 for the said violation.	The Company has duly paid the fine on 22 nd October, 2020 as imposed by BSE.
2	National Stock Exchange of India Limited (NSE)	Delay in submission of financial results for the quarter ended 30 th June, 2020 pursuant to Reg. 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NSE vide its email dated 16 th October, 2020 has imposed a fine of Rs. 88,500 for the said violation.	The Company has duly paid the fine on 19 th October, 2020 as imposed by NSE.
3	BSE Limited (BSE)	Delay in Submission of disclosure of related party transactions for the half year ended 31 st March, 2020 pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE vide its email dated 18 th January, 2021 has imposed a fine of Rs. 1,82,900 for the said violation.	The Company has duly paid the fine on 20 th January, 2021 as imposed by BSE.



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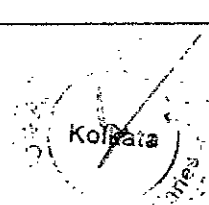
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4	National Stock Exchange of India Limited (NSE)	Delay in Submission of disclosure of related party transactions for the half year ended 30 th September, 2020 pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	NSE vide its email dated 19 th January, 2021 has imposed a fine of Rs. 1,82,900 for the said violation.	The Company has duly paid the fine on 20 th January, 2021 as imposed by NSE.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observation of practising Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any (as reported by the Company)	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	The Company had delayed in submitting the disclosure of related party transactions as per the specified Regulation as follows: (i) for the half year ended 31 st March, 2019, the disclosure was submitted on 16 th September, 2019 (financial result was published on 1 st June, 2019) (ii) for the half year ended 30 th September, 2019, the disclosure was submitted on 14 th March, 2020 (financial result was published on 16 th November, 2019)	31 st March, 2020	The Company will endeavour to submit the disclosures of related party transactions as stipulated in SEBI LODR Regulations.	The Company is required to strictly comply with the submission of the said disclosure within the stipulated time frame.



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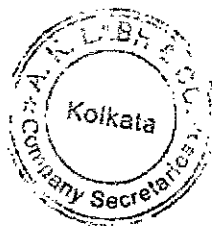
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2.	The Company has defaulted in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from various banks / financial institutions; however, the disclosures for the same have not been made to the Stock Exchange within the stipulated time.	31 st March, 2020	The Company is in a process of effectuating a sustainable restructuring proposal under the extant guidelines issued by the Reserve Bank of India (RBI), vide its circular on "Prudential Framework for Resolution of Stress Assets", dated June 7, 2019. The Resolution Plan would address all categories of lenders and would encompass a repayment schedule for all the lenders of the Company.	Till the time the restructuring proposal is under process and any successful outcome is not statutorily implemented, the Company is required to strictly adhere with the disclosure requirements on timely basis vide SEBI LODR Regulations and the SEBI Circulars issued in this regard.
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Place : Kolkata
Date : 28.06.2021



For A. K. LABH & Co.
Company Secretaries

(CSA. K. LABH)

Practising Company Secretary

FCS - 4848 / CP No.- 3238

PRCN : 1038/2020

UIN : S1999WB026800

UDIN : F004848C000526424

