



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/001/95078

May 29, 2024

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, 2024

In Compliance with Reg.24A (2) of LODR, we enclosed herewith Secretarial Compliance Report dated 28th May, 2023 for the Financial year 2023-24 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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Secretarial Compliance Report of Simplex Infrastructures Limited for the financial year ended 31.03.2024

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 Report,

for the financial year ended 31.03.2024 ("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
- 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 :-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 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;



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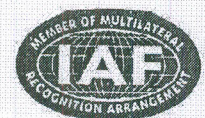
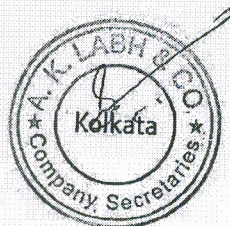
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and circulars/ guidelines issued thereunder;

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

- 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)	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 Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Depositories and Participants) Regulations, 2018	74(5)	Non-submission of disclosure	-	-	Non-submission of disclosure	-	The Company had not submitted the referred disclosure for any quarter of F.Y. 2023-24.	Inadvertently missed out and will be taken care from the next quarter.	-
2.	SEBI (LODR) Regulations, 2015	47	Non-submission of newspaper publication	-	-	Non-submission of newspaper publication	-	Financial results for quarter ended 30 th June, 2023 was published in Newspaper on 15.08.2023 but the same was not submitted with the Stock Exchange.	We are regularly submitting the news papers cutting to Stock Exchanges However inadvertently missed out for the June,2023 Quarter	



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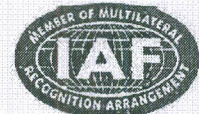
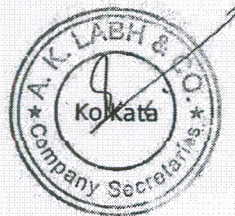
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3.	SEBI (LODR) Regulations, 2015	33	Delay in submission of outcome of Board Meeting	-	-	Delay in submission of outcome of Board Meeting	-	There was a delay of 1 minute in submission of outcome for the Board Meeting held on 14.11.2023 for approval of financial results for the quarter ended 30 th September, 2023.	In response to BSE mail in this respect, we have already clarified the matter vide our letter date 20.11.23	-
4.	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.	The Company is unable to maintain the security cover as the Company is under financial crisis .	



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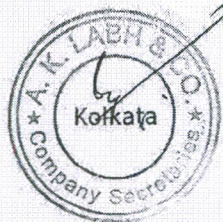
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5.	SEBI Circular	SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB /P/CIR/2022/70 dated May 25, 2022	Non-compliance with the provisions of the Circular	-	-	Non-compliance with the provisions of the Circular	-	The Company has not yet taken Special Contingency Insurance Policy as mentioned in the referred Circular.	The same is under process	-
6.	SEBI Circular	SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD-PoD-1/ P/ CIR/ 2023/37 dated March 16, 2023	Confirmation of despatch to physical shareholders not submitted to SEBI	-	-	Confirmation of despatch to physical shareholders not submitted to SEBI	-	The Company had despatched the necessary intimation as required vide the said Circular; however, the same was not reported to the Stock Exchange by 31.05.2023.	Inadvertently missed out and will be taken care to the next year.	



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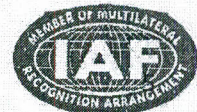
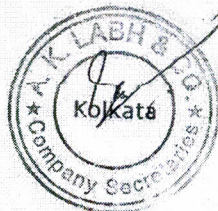
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sl. No.	Observations/ Remarks of the Practising Company Secretary in the previous reports (PCS)	Observations Made in the Secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and Actions taken / Penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
1	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 and NSE.	31.03.2023	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Fine imposed by BSE - Rs. 330400.00 Fine imposed by NSE - Rs. 336300.00	The Company had duly paid the fine amount.	Necessary action has been taken by the Company.
2	The Company had delayed in submission of financial results the quarter ended March, 2022 and June, 2022 as per the said Regulation.	31.03.2023	Regulation 33 of SEBI (LODR) Regulations, 2015	Fine imposed by CSE-Rs. 17700.00	The Company had duly paid the fine amount.	Necessary action has been taken by the Company.
3	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.	31.03.2023	Regulation 54(1) of SEBI (LODR) Regulations, 2015	Security cover not maintained as per the Regulation	The Company is Unable to maintain due to Financial Crisis.	The violation still persists.



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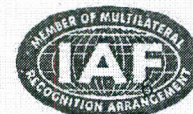
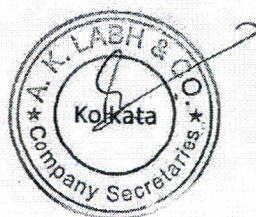
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4.	The Company has not yet taken Special Contingency Insurance Policy as mentioned in the referred Circular.	31.03.2023	SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB / P/ CIR/2022/70 dated May 25, 2022	Non-compliance with the provisions of the Circular	The Company is in process of taking the Policy.	The Company is yet to take the Policy.
5.	The Company has not yet opened Suspense Escrow Demat Account as mentioned in the referred Circular.	31.03.2023	SEBI Circular No. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated 30th December, 2022	Non-compliance with the provisions of the Circular	The Company had opened the Suspense Escrow Demat Account	Necessary action has been taken by the Company.
6.	The Company has not submitted web-links of information and documents as uploaded on Company's website.	31.03.2023	BSE Notice No. 20230209-1 dated February 09, 2023	Non-submission of information required under Regulation 46 and 62	The Company has updated the same on 11.09.2023.	Necessary action has been taken by the Company.

I. We hereby report, during the Review Period, the compliance status of the listed entity with the following requirements:



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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 of India (ICSI).	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 listed entity 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 31.03.2024 are in violation of Section 164(2)(b) of the Companies Act, 2013.
5.	Details related to Subsidiaries of listed entity 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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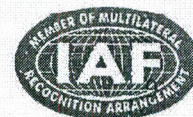
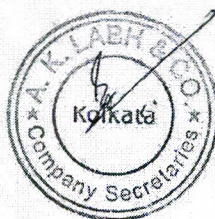
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6.	Preservation of Documents : The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 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. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes N.A.	 No such case was reported during the financial year under report.



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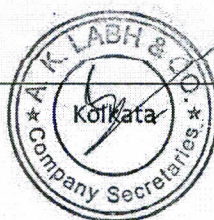
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9.	Disclosure of events or information : The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading : The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Structured Digital Database is 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	CSE imposed fine aggregating to Rs. Rs. 91,800 for delay in submission of financial results for the quarters ended 31 st March, 2020 and 30 th June, 2020 pursuant to Reg. 33 of SEBI (LODR) Regulations, 2015. The Company had duly paid the fine on 15.03.2024.



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12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No such case was reported during the financial year under report.
13.	Additional Non-compliances, if any : No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	

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.



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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 : 28.05.2024

Name of the Practicing Company Secretary : CS Atul Kumar Labh
FCS No. : 4848
CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848F000469510

