



12<sup>th</sup> July, 2024

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**BSE Security Code 533019**

Dear Sir/ Madam,

**Sub: Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( the SEBI Listing Regulations)**

In furtherance to our letter dated 12<sup>th</sup> July, 2024, the 26<sup>th</sup> Annual General Meeting (the AGM / the Meeting) of the Company is scheduled to be held on **Tuesday, the 6<sup>th</sup> August, 2023 at 10:00 am through Video Conferencing / Other Audio- Visual Means.**

Pursuant to Regulation 34(1) of the SEBI Listing Regulations, please find enclosed the Annual Report of the Company along with the Notice of the AGM and other Statutory Reports for the Financial Year 2023-24. The same is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

The same is also available on the website of the Company [https://simplex-group.com/simplex\\_update/Mills\\_Co\\_Ltd/ANNUAL%20REPORT/Annual%20Report%202023-2024-SMCL.pdf](https://simplex-group.com/simplex_update/Mills_Co_Ltd/ANNUAL%20REPORT/Annual%20Report%202023-2024-SMCL.pdf)

This is for your information and records.

Thanking you,

Yours faithfully,

For **Simplex Mills Company Limited**

**Shekhar R Singh**

**Director**

DIN: 03357281

Encl.: as above

CIN-L65900MH1998PLC116585

Registered Office: Village Shivni, Taluka and District, Akola – 444104.

Corporate Office: 30, KeshavraoKhadye Marg, Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai – 400011 T: 2308 2951-54; | F: 2307 2773

E:[mills@simplex-group.com](mailto:mills@simplex-group.com); |W:[www.simplex-group.com](http://www.simplex-group.com)



**26TH**  
**ANNUAL REPORT**  
**2023-2024**

# SIMPLEX MILLS COMPANY LIMITED

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## Board of Directors

Shri Shekhar R Singh

Smt. Sita Sunil

Shri Manish Harshey

Shri Sabhapati G. Shukla (upto 31.03.2024)

## Chief Executive Officer and Chief Financial Officer

Smt. Fatima Fernandes

## Company Secretary

Smt. Harshika Kataria (upto 29.02.2024)

## Statutory Auditors

Khandelwal and Mehta LLP

Chartered Accountants

Mumbai

## Secretarial Auditors

M/s. Taher Sapatwala & Associates

Company Secretaries

Mumbai

## Banker

State Bank of India, Mumbai

## Corporate Identification Number (CIN)

L65900MH1998PLC116585

## Registered Office

Village Shivni, Taluka and District,

Akola - 444104, Maharashtra

## Corporate Office

30, Keshavrao Khadye Marg,

Sant Gadge Maharaj Chowk,

Mumbai-400 011

Tel. : 022-23082951

## Registrar and Transfer Agent

Purva Sharegistry (India) Private Limited

9, Shiv Shakti, Industrial Estate

J. R. Boricha Marg, Lower Parel (East),

Mumbai-400 011

Tel.:022- 4970 0138/4961 4132/3522 0056

Email: support@purvashare.com

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26<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, the 6<sup>th</sup> August, 2024 at 10:00 a.m. through Video Conferencing(Vc)/Other Audio Visual Means(OAVM)

## NOTICE

NOTICE is hereby given that the **Twenty-Sixth ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** (the Company) will be held on Tuesday, the 6th day of August, 2024 at 10:00 a.m. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS:

**1. Adoption of Audited Financial Statements and Reports thereon**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Directors' and Auditors' thereon.

**2. Appointment of Director in place of those retiring by rotation**

To appoint a Director in place of Shri Shekhar R Singh (DIN:03357281), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

**3. Designate Smt. Sita Sunil (DIN: 00041722) Director of the Company, as a Non- Executive Independent Director of the Company**

To consider and if though fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV and the applicable provisions of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to designate Smt. Sita Sunil as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act read with the SEBI Listing Regulations, as amended from time to time, whose term shall not be subject to retirement by rotation, to hold office for 1st term of five (5) consecutive years on the Board of the Company with effect from 1st April, 2024 to 31st March, 2029 (both days inclusive);

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby jointly and / or severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

For and on behalf of the Board of Directors

**Shekhar R Singh**  
Director  
DIN: 03357281

Mumbai, 17th May, 2024  
CINL65900MH1998PLC116585  
Registered Office:  
Village Shivni, Taluka and District,  
Akola – 444104, Maharashtra

### NOTES:

1. The Ministry of Corporate Affairs, Government of India (MCA) has vide its circular No. 9/2023 dated 25 September 2023, read with circulars dated 5th May 2020, 13th April 2020, 8th April 2020, 13th January 2021, 8th December 2021 and 28th December 2022 (collectively referred to as the MCA Circulars) permitted the holding of the General Meeting through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility, on or before 30th September 2024, without the physical presence of the Shareholders at a common venue. In compliance with the provisions

of the Companies Act, 2013 (the Act), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and the MCA Circulars, the 26th Annual General Meeting (the AGM or the Meeting) of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The Company has engaged National Securities Depository Limited (NSDL), to provide the VC facility for conducting the AGM and for voting

# SIMPLEX MILLS COMPANY LIMITED

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through remote e-voting and e-voting at the AGM. The procedure for participating in the Meeting through VC/OAVM, forms part of this Notice.

3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, in respect of the Special Business under Item Number 3 of the Notice dated 17th May, 2024 is appended hereto. The relevant details of the Directors seeking re-appointment pursuant to the Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 is given in Annexure to this Notice.
4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with and, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis.  
  
The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice of this AGM will be available electronically (scanned copy) for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [mills@simplex-group.com](mailto:mills@simplex-group.com) by mentioning name and Folio number/DP ID and Client ID.
7. Pursuant to Regulation 46 of the SEBI Listing Regulations and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at [www.simplex-group.com](http://www.simplex-group.com). The Notice can also be

accessed from the website of the Stock Exchange i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and is also available on the website of e-voting agency i.e. NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 8. Book Closure

The Register of Members and Transfer Books of the Company will be closed from Wednesday, the 31st July, 2024 to, Tuesday, the 6th August, 2024 (both days inclusive) for the purpose of the AGM or any adjournment thereof.

## 9. Nomination Facility

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said form can be downloaded from the Company's website <https://simplex-group.com/report.php>. Members are requested to submit the said details to their Depository Participants (DP) in case the shares are held by them in electronic form or to Registrar and Transfer Agent (RTA) in case the shares are held in physical form.

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/RTA to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1, which is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its RTA. Members holding shares in electronic form are requested to submit the details to their respective DP.

## 10. Updation of PAN and other details

The SEBI, vide its circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details, by the holders of physical securities through Form ISR-1. As per the circular, w.e.f. 1st October, 2023, any service requests or complaints received from the Members, will not be processed by RTA till the aforesaid details/documents are provided by the Shareholders. On

or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Relevant details and forms prescribed by SEBI to give effect to the aforesaid circular are available on the website of the Company at [www.simplex-group.com](http://www.simplex-group.com)

11. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s RTA / their Depository Participants, in respect of shares held in physical/electronic mode respectively.
12. In accordance with Regulation 40(1) of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat / electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI vide its Circular dated 25th January, 2022 mandated listed companies to issue securities in demat form while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at [www.simplex-group.com](http://www.simplex-group.com).

### 13. Voting through Electronic means

- I In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standards-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended from time to time the Company is pleased to provide the Members facility of ‘remote e-voting’ (e-voting from a place other than venue of the AGM) to exercise their right to vote in respect of business to be transacted as mentioned in the Notice of the AGM.

The facility for voting, through electronic voting system shall also be made available during the AGM. The Members attending the meeting, through VC/OAVM facility and who have not already cast their vote through remote e-voting shall be eligible to vote through e-voting system in the AGM. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### **The instructions for Members voting electronically are as under:**

- (i) The remote e-voting period begins on Saturday, the 3rd August, 2024 at 9:00 A.M. and ends on Monday, the 5th August, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, the 30th July, 2024, may cast their vote electronically.
- (ii) Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on

# SIMPLEX MILLS COMPANY LIMITED

www.evoting.nsdl.com or contact Ms. Snehal Bhame at 022-48867000/022-24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, the 30th July, 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.





## Instructions for Remote e-Voting

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



# SIMPLEX MILLS COMPANY LIMITED

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

## B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

## 4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 129166 then user ID is 129166001***

5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button

8. After you click on the “Login” button, Home page of e-Voting will open

### **Step 2 : Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csbinithakur@gmail.com](mailto:csbinithakur@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR THE RESOLUTION SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [mills@simplex-group.com](mailto:mills@simplex-group.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [mills@simplex-group.com](mailto:mills@simplex-group.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from

# SIMPLEX MILLS COMPANY LIMITED

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doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [mills@simplex-group.com](mailto:mills@simplex-group.com)

before Tuesday, 30th July, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

4. Members who need assistance before or during the AGM, can contact Ms. Snehal Bhame at 022-48867000/022-24997000, or send an email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) i.e. Tuesday, 30th July, 2024.
- III The Company has appointed Shri Binit Kumar (Membership No. FCS 10859 /CP No.21698), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Remote e-Voting, in a fair and transparent manner.
- IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.simplex-group.com](http://www.simplex-group.com) and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under **Item Number 3** of the accompanying Notice dated 17th May, 2024.

### Item Number 3

Pursuant to Section 149(4) of the Act, every listed public Company shall have 1/3rd of its Directors as an Independent Director. Consequent to the completion of the second term of Shri Sabhapati G Shukla as an Independent Director on 31st March, 2024, the Board of Directors in its meeting held on 23rd January, 2024, proposed to change the designation of Smt. Sita Sunil from Non-Executive Director to Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from 1st April, 2024 to 31st March, 2029.

Smt. Sita Sunil, aged 51 years, is a Commerce graduate from Mumbai University and has a vast experience in the field of Marketing. She has attended three Meetings held during the year under review. Further, she is not related to any Director or Key Managerial Personnel of the Company.

Smt. Sita Sunil is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Independent Director and declarations to the effect that she meets with the criteria

of independence as prescribed under Section 149 (6) of the Act and the SEBI Listing Regulations.

The Company has received notice in writing from a Member as per Section 160 of the Act proposing the candidature of Smt. Sita Sunil for the office of Independent Director of the Company. In the opinion of the Board, Smt. Sita Sunil fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations.

Smt. Sita Sunil is independent of the management. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this Item of the Notice for change in designation of Smt. Sita Sunil as an Independent Director of the Company.

Except Smt. Sita Sunil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Number 3 except to the extent of their shareholding, if any, in the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution at Item Number 3 of the Notice for your approval.

# SIMPLEX MILLS COMPANY LIMITED

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## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

### Re-appointment of Shri Shekhar R Singh (DIN 03357281)

#### Item Number: 2

Shri Shekhar R Singh joined the Board of the Company on 19th January, 2013. He is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company. He is also a Director on the Board of Simplex Papers Limited and the member of the Audit Committee and Nomination and Remuneration Committee of the Simplex Papers Limited.

Shri Shekhar R Singh aged 38 years, is a commerce graduate, law graduate, post graduate diploma in Securities Law and a Fellow Member of the Institute of Company Secretaries and having more than eighteen years of experience in the field of Corporate Laws and SEBI matters. Shri Shekhar R Singh does not hold by himself or for other person on a beneficial basis, any shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Shekhar R Singh as a Director.

Shri Shekhar R Singh has attended all the four Board Meetings held during the year. Further, he is not related to any Director or Key Managerial Personnel of the Company.

The Board recommends the Resolution at Item Number 2 of the Notice for your approval.

For and on behalf of the Board of Directors

**Shekhar R Singh**  
Director  
DIN: 03357281

Mumbai, 17th May, 2024  
CIN L65900MH1998PLC116585

Registered Office:  
Village Shivni, Taluka and District,  
Akola – 444104, Maharashtra

## DIRECTORS' REPORT

To  
The Members,

Your Directors present the Annual Report, together with the Audited Accounts for the year ended 31st March, 2024.

### FINANCIAL RESULTS

(₹ in '000)

Particulars	2023-2024	2022-2023
Profit before Depreciation, Finance Costs, Exceptional Items and Taxation	<b>1,063.37</b>	1,632.76
Less: Depreciation	<b>369.25</b>	369.25
Less: Finance Costs	<b>2,102.85</b>	1,929.19
Loss before Exceptional Items and Tax	<b>(1,408.73)</b>	(665.68)
Add/(Less): Exceptional Items (net)	-	-
Loss before Tax	<b>(1,408.73)</b>	(665.68)
Loss after Tax for the year	<b>(1,408.73)</b>	(665.68)

### DIVIDEND

Your Directors do not recommend any dividend for the financial year under review.

### OPERATIONS

Your Company has reported total income of ₹ 6,110.63 thousands as compared to total income of ₹ 6,306.92 thousands in the previous financial year. Net loss is ₹ 1,408.73 thousands during the year ended 31st March, 2024 as compared to net loss of ₹ 665.68 thousands in the previous financial year.

### CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year, there was no change in nature of business.

### MATERIAL CHANGES AFFECTING THE COMPANY

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of this report.

### SHARE CAPITAL

The paid up equity share capital as on 31st March, 2024 was ₹ 30,004 thousands. During the year under review, the Company has not issued any equity shares.

### TRANSFER TO RESERVES

The Board of Directors of your Company have not transferred any amount to the reserves for the financial year under review.

### SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, your Company does not have any subsidiary or associate or joint venture

company. Accordingly, the disclosure as required in terms of Section 129 (3) of the Companies Act, 2013 (the Act) and Rule 5 of the Companies (Accounts) Rules is not required.

### PUBLIC DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the balance sheet date.

### LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Shabhapati G Shukla had retired on 31st March, 2024 due to completion of his 2nd term of the Independent Director. The Board places on record the contribution made by him.

Shri Shekhar R Singh (DIN:03357281), Director of the Company, is liable to retire by rotation at the Twenty-Sixth Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board recommends his re-appointment. A brief profile of Shri Shekhar R Singh together with other related information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and Secretarial Standard-2 has been furnished in the Notice convening the AGM.

Pursuant to Section 149(4) of the Act, every listed public Company shall have 1/3rd of its Directors as an Independent Director. Consequent to the completion of



# SIMPLEX MILLS COMPANY LIMITED

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the second term of Shri Sabhapati G Shukla as an Independent Director on 31st March, 2024, the Board of Directors in its meeting held on 23rd January, 2024, proposed to change the designation of Smt. Sita Sunil from Non-Executive Director to Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from 1st April, 2024 to 31st March, 2029, subject to Members approval in the Annual General Meeting,

## Key Managerial Personnel

The following persons are the Key Managerial Personnel(KMP) of the Company pursuant to Sections 2 (51) and 203 of the Act read with the Rules framed thereunder:

- i. Smt. Fatima Fernandes -Chief Executive Officer and Chief Financial Officer
- ii. Smt. Harshika Kataria -Company Secretary upto 29th February, 2024

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and complied with the Code for Independent Directors prescribed in Schedule IV to the Act and that they are not disqualified to become directors under the Act. There has been no change in the circumstances affecting their status as Independent Directors of the Company. All the Independent Directors have registered themselves in the Independent Director's Database as maintained by the Indian Institute of Corporate Affairs. The Board of Directors is of the opinion that all the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

## BOARD EVALUATION

Pursuant to the provisions of the Act and the SEBI Listing Regulations, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors expressed their satisfaction with evaluation process.

## BOARD AND COMMITTEE MEETINGS

During the year under review, four Board meetings were held. The details of the composition of the Board and its Committees and number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report which forms part of this Report.

## INDEPENDENT DIRECTORS' MEETING

In terms of Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, Independent Directors of the Company are required to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and Members of management.

During the year under review, Independent Directors met separately on 23rd January, 2024, *inter-alia*, for

- Evaluation performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Evaluation performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors.

Evaluation of the quality, content and time line of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties

## NOMINATION AND REMUNERATION POLICY

The Board has framed a policy for selection and appointment for Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy is available on the website of the Company on [https://simplex\\_update/Mills\\_Co\\_Ltd/COMPANY%20CODE%20%20POLICIES/Nomination%20and%20Reumenration%20Policy-%20Amended%20as%20%2007.04.2021.pdf](https://simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Nomination%20and%20Reumenration%20Policy-%20Amended%20as%20%2007.04.2021.pdf).

## FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization programme for Independent Directors of the Company. The details of the programme are given in the Corporate Governance Report which forms part of this Report.

## PARTICULARS OF EMPLOYEES

During the year, there was no employee in the Company in receipt of remuneration as prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The prescribed particulars of Employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure I** and forms part of this Report.



## AUDITORS

### i. Statutory Auditors

Khandelwal and Mehta LLP, Chartered Accountants, Mumbai (ICAI Firm's Registration No. W100084), were appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting held on 2nd August, 2022 for the first term of five consecutive years i.e., from financial year 2022-23 to 2026-27. The Statutory Auditors of the Company have submitted their Independent Auditors Report on the Financial Statements of the Company for the year ended 31st March, 2024 and they have given an unmodified opinion(s) report on the Financial Statements for the year under review.

### ii. Cost Auditors

As there was no production during the year 2023-2024, no cost audit required to be carried out.

### iii. Secretarial Auditors

A Secretarial Audit was conducted during the year in accordance with provisions of Section 204 of the Act. The Secretarial Auditor's Report is attached as **Annexure II** and forms part of this Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

### iv. Internal Auditors

Messers V. K. Goyal & Associates, Chartered Accountants, Mumbai are the Internal Auditors of the Company. The Internal Audit was completed and report was submitted as per the scope defined by the Audit Committee, from time to time.

## FRAUD REPORTING

During the year under review, the Statutory Auditors, the Secretarial Auditors and the Internal Auditors, have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act read with Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014, details of which needs to be mentioned in this Report.

## SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meeting.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34

of the SEBI Listing Regulations is attached and forms part of this Report.

## CORPORATE GOVERNANCE

The Company has complied with the provisions of Corporate Governance as stipulated in the SEBI Listing Regulations on voluntary basis. A separate report on Corporate Governance along with the requisite Auditors' Certificate is annexed and forms part of this Report.

## DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) read with Section 134(5) of the Act and the Listing Regulations, on the basis of information placed before them, the Directors state that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently, and the judgements and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the loss of the Company for the said period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls are followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. there is a proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

## RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and that the provisions of Section 188 of the Act are not attracted. Thus, disclosure in form AOC-2 is not required. Further, there are no materially significant related party transactions made by the Company with Promoters and Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

# SIMPLEX MILLS COMPANY LIMITED

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## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Policy are available on the Company's website on [http://simplex\\_update/Mills\\_Co\\_Ltd/COMPANY%20CODE%20%20POLICIES/Final%20Whistle%20Blower%20Policy.pdf](http://simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Final%20Whistle%20Blower%20Policy.pdf)

## **EXTRACT OF ANNUAL RETURN**

In terms of Section 92(3) of the Act, copy of the Annual Return of the Company is placed on the website of the Company. The web link of the same is [http://www.simplex-group.com/upload\\_pdf/308Form\\_MGT-7%20\(SMCL\).pdf](http://www.simplex-group.com/upload_pdf/308Form_MGT-7%20(SMCL).pdf)

## **STOCK EXCHANGE**

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2024-2025 has been paid.

## **PARTICULARS OF CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, the Company has not carried out any manufacturing activity and hence the Directors have nothing to report under Section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with reference to Conservation of Energy and Technology Absorption. There was no foreign exchange earnings and outgo during the year under review.

## **CORPORATE SOCIAL RESPONSIBILITY**

In line with the provisions of the Act and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your Company is not governed by the provisions of Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, the Company is not required to formulate a policy on CSR and was not required to constitute a CSR Committee.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## **INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY**

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is part of this report.

## **RISK ASSESSMENT AND MANAGEMENT**

The Company in its Board Meeting identifies various risk involved in the working of the Company and suitable mitigation measures are thereafter adopted by the management after discussion with the Board.

## **DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT**

As at 31st March, 2024, there was only one employee on the payroll of the Company. Thus, the Company was not required constitute an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

## **APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (THE CODE)**

During the year under review, the Company has not made or received any application under the Insolvency and Bankruptcy Code and there is no proceeding pending under the said Code.

## **DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, the Company has not undergone any one-time settlement and therefore, the disclosure in this regard is not applicable.

## **ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the assistance and support extended by all government authorities, financial institutions, banks, consultants, solicitors and shareholders of the Company. The Directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company.

For and on behalf of the Board of Directors

**Sita Sunil**  
Director  
DIN: 00041722

**Shekhar R Singh**  
Director  
DIN: 03357281

Mumbai, 17th May, 2024

**Annexure I**

**PARTICULAR OF EMPLOYEES**

The ratio of the remuneration of each Director to the Median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule (5)(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No	Requirements	Details
i	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	No remuneration was paid to Directors except sitting fees
ii	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	No increase in remuneration of Directors, Chief Executive Officer cum Chief Financial Officer and Company Secretary
iii	The percentage increase in the median remuneration of employees in the financial year	Nil
iv	The number of permanent employees on the rolls of Company	1 employee as on 31.03.2024
v	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Nil
vi	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes

For and on behalf of the Board of Directors

**Sita Sunil**

Director

DIN: 00041722

**Shekhar R Singh**

Director

DIN: 03357281

Mumbai, 17<sup>th</sup> May, 2024

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members,  
**SIMPLEX MILLS COMPANY LIMITED**  
(CIN: L 65900MH1998PLC116585)  
Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIMPLEX MILLS COMPANY LIMITED** (hereinafter called as 'the Company') and having its registered office at Village Shivni, Taluka and District, Akola - 444104, Maharashtra and corporate office at 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400011. The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts, statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 ("the Review Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Review Period**);
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Review Period**);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Review Period**);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Review Period**); and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) There are no laws that are specifically applicable to the Company based on its sector / industry.

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I have also examined compliance with the applicable clauses of the Secretarial Standards pursuant to Section 118(10) of the Act, issued by the Institute of Company Secretaries of India.

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines etc. mentioned above.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one-woman director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no major corporate events having a major bearing on the Company's affairs.

This report is to be read with my letter of even date which is annexed as **Annexure- 'A'** and forms an integral part of this report.

Taher Sapatwala  
**Taher Sapatwala & Associates**  
Company Secretaries  
FCS: 8029  
C.P. No. 16149  
Peer Review Cert. No.: 2703/2022  
UDIN:F008029F000376091

Place: Mumbai  
Date: 17th May, 2024

# SIMPLEX MILLS COMPANY LIMITED

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To  
The Members,  
**Simplex Mills Company Limited**  
(CIN: L65900MH1998PLC116585)  
Mumbai

My Secretarial Audit Report for the financial year ended on 31st March, 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.

## Annexure A

4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the Management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Taher Sapatwala  
**Taher Sapatwala & Associates**  
Company Secretaries  
FCS: 8029  
C.P. No. 16149  
Peer Review Cert. No.: 2703/2022  
UDIN: F008029F000376091

Place: Mumbai  
Date: 17th May, 2024

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS

#### Indian Economy

Amidst an uncertain and challenging global macroeconomic environment, the Indian economy presents a picture of confidence, positivity, and optimism. Recent growth outturns have surprised most forecasts on the upside. After clocking real gross domestic product (GDP) growth of 7.2 per cent in 2022-23, real GDP is expected to grow by 7.3 per cent during 2023-24 according to the latest release by the National Statistical Office (NSO). As per RBI, FY 2025 growth to remain robust at 7% driven by private capex and consumption demand.

With strong domestic demand, India remains the fastest growing major economy and is now the fifth largest economy in the world. In fact, in purchasing power parity (PPP) terms, India is already the third largest economy. The International Monetary Fund (IMF) has projected that India's contribution to world growth will rise from the current 16 per cent to 18 per cent by 2028. Strong domestic demand remains the main driver of growth, although there has been a significant increase in Indian economy's global integration through trade and financial channels. Higher reliance on domestic demand cushioned India from multiple external headwinds. As per RBI Monetary policy, CPI inflation expected to moderate to 4.5% in FY 2025 from 5.4% in FY 2024.

#### Indian Textile Industry

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

In order to attract private equity and employ more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

#### OUTLOOK AND OPPORTUNITIES

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home, and technical products. The Indian textiles and apparel industry contributed 2.3 percentage to the GDP, 12 percentage to export earnings, 13 percentage to industrial production and held 4 percentage of the global trade in textiles and apparel in 2023. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3 percentage to approximately 5 percentage by the end of this decade.

India has a 4.6 percentage share of the global trade in textiles and apparel. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$ 100 billion by FY 2030. Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. The Manufacturing of Textiles Index for the month of December 2023 is 112.4.

Global apparel market is expected to grow at a CAGR of around 8 percentage to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030. The market for Indian textiles and apparel is projected to grow at a 10 percentage CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$ 100 billion.

The Indian Technical Textile market has a huge potential of a 10 percentage growth rate, increased penetration level of 9-10 percentage and is the 5th largest technical textiles market in the world.

#### THREATS

Textile industry is concerned about the various threats which includes factors such as rising competition in the market both on the domestic & export front, duty free access to competing countries in US and European



# SIMPLEX MILLS COMPANY LIMITED

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markets, uncertain business environment including geopolitical tensions, fluctuating rupee, cost of raw materials and its availabilities, slowdown in demand and change in fashion trends, increase in interest rates, etc. Besides this, industry is also exposed to change in government policies, duties and taxes, availability of power from the grid, availability of labour, etc. The Indian textile industry has its own limitations such as accesses to latest technology and failures to meet global standards in the highly competitive export market. There is fierce competition from China, Bangladesh and Sri Lanka in the low price garment market. In the global market, tariff and non-tariff barriers coupled with quota is posing major challenge to the Indian textile Industry.

## RISKS AND CONCERNS

In today's challenging and competitive environment, risks are inherent in all businesses. The Company's risk management strategy encompasses the proper and in-depth identification, assessment and prioritization of risks, followed by speedy mobilization of resources to minimize, monitor and control the probability of unfortunate events.

## INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has proper and adequate system of internal control system to ensure maintenance of proper accounting records, their accuracy and that all the assets are safeguarded from loss or damages.

## PERFORMANCE

Your Company has reported total income of ₹ 6,110.63 thousands as compared to total income of ₹ 6,306.92 thousands in the previous financial year. Net loss is ₹1,408.73 thousands during the year ended 31st March, 2024 as compared to net loss of ₹ 665.68 thousands in the previous financial year.

## KEY FINANCIAL RATIOS

The Key Financial Ratios for the financial year ended 31st March, 2024 are as under:

Particulars	2023-24	2022-23
Debtors Turnover	-	5.79
Inventory Turnover	-	1.38
Interest Coverage Ratio	<b>0.33</b>	0.65
Current Ratio	<b>1.03</b>	1.11
Debt Equity Ratio	<b>-2.29</b>	-2.43
EBITDA Margin (%)	<b>17.40</b>	25.89
Net Profit / (Loss) Margin (%)	<b>-23.05</b>	-10.55
Return on Net Worth (%)	<b>-4.17</b>	-2.03

Loss in current year is higher compare to the previous year, hence return on net worth, profit margin, interest coverage and EBITDA margin was lower. Current ratio is slightly lower compared to the last year. Debtors turnover and Inventory turnover is Nil because there were no sales in the current year.

## CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results, could, however differ materially from those expressed or implied.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance envisages attainment of the highest level of integrity, fairness, transparency, equity, and accountability in all the facets of its functioning and in its interactions with shareholders, employees, statutory authorities and the community at large. Your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings.

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) the provisions of Corporate Governance as prescribed by the SEBI in Chapter IV read with Clause C of Schedule V of the SEBI Listing Regulations is not applicable to the Company. However, as a good governance practice, the Company has voluntarily prepared a Report on Corporate Governance.

### 2. BOARD OF DIRECTORS

#### a) Composition

The Company believes that an active, knowledgeable, and experienced Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2024, the Board comprises of two Non-Executive Directors and two Independent Directors.

None of the Directors on the Board is a member on more than ten Committees and the Chairman in more than five Committees, across all companies in which they are Directors.

#### b) Attendance at Board Meetings and the last Annual General Meeting (AGM)

During the year ended 31st March, 2024, 4 (four) Board Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2023, 31st July, 2023, 1st November, 2023 and 23rd January, 2024.

#### Attendance of Directors at Board Meetings during 2023-24 and Directorship(s) and Committee Chairmanship(s)/Membership(s) of other companies as on 31st March, 2024:

Name	Category	No. of Board Meetings held - 4	No. of Directorships and Committee Chairmanship / Membership			Attendance at AGM held on 1 <sup>st</sup> August, 2023
			Attended	Other Directorship*	Committee Chairmanship(s)**	
		Shri Shekhar R Singh	Non-Executive	4	1	-
#Shri Sabhapati G Shukla	Independent Non-Executive	4	2		2	Yes
Smt. Sita Sunil	Non-Executive	3	1	2	2	Yes
Shri Manish Harshey	Independent Non-Executive	4	1	-	2	Yes

There are no inter-se relationships between the Board Members.

\*The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.

\*\*Chairmanship(s)/Membership(s) of only the Audit Committee and Stakeholders' Relationship Committee of other Indian Public Limited Companies have been considered (Listed and Unlisted).

#Ceased to be Independent Director due to completion of the second term of appointment at the close of business hours on 31st March, 2024.

# SIMPLEX MILLS COMPANY LIMITED

## c) Details of Directorship in other Listed Companies:

Name	Name of Listed Company	Category
Shri Shekhar R Singh	Simplex Papers Limited	Non-Executive
Shri Sabhapati G. Shukla	Simplex Realty Limited	Independent Non-Executive
Smt. Sita Sunil	Simplex Papers Limited	Independent Non-Executive
Shri Manish Harshey	Simplex Papers Limited	Independent Non-Executive

## d) List of Core Skills / Expertise / Competences of Directors

The Board has identified the following skills / expertise / competences for the effective function of the Company which are currently available with the Board:

<b>Industry</b>	<ul style="list-style-type: none"> <li>Experience in and knowledge of the industry in which the Company operates</li> <li>Experience in and knowledge of broader industry environment and business planning</li> </ul>
<b>Professional</b>	Expertise in professional areas such as Technical, Accounting, Finance, Legal, Management, Human Resources, Marketing etc.
<b>Governance</b>	Experience in developing governance practices, serving the best interest of all stakeholders, maintaining the Board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values
<b>Behavioural</b>	Knowledge and skills to function well as team Members, effective decision making process, integrity effective communication, innovative thinking

## e) Key Board Qualifications

Director	Area of Expertise			
	Industry	Professional	Governance	Behavioural
Shri Shekhar R Singh	-	✓	✓	✓
Shri Sabhapati G. Shukla	✓	✓	✓	-
Smt. Sita Sunil	-	✓	-	✓
Shri Manish Harshey	-	✓	-	✓

## f) Other Disclosures

- Shri Sabhapati G Shukla, Non-Executive Independent Director, holds 71 equity shares in the Company. Shri Shekhar R Singh, Smt. Sita Sunil and Shri Manish Harshey did not hold any shares during the year.
- The Board confirms that the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

## 3. AUDIT COMMITTEE

During the year ended 31st March, 2024, 4 (four) Audit Committee Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2023, 31st July, 2023, 1st November, 2023 and 23rd January, 2024.

The composition of the Audit Committee and the number of meetings attended by each Member during the year ended 31st March, 2024 is as follows:

Name of the Member	Designation	No. of Meetings held - 4
		Attended
*Shri Sabhapati G. Shukla	Chairman	4
Shri Shekhar R Singh	Member	4
Shri Manish Harshey	Member	4

*\*ceased to be the Director of the Company and also ceased to be Chairman of Audit Committee w.e.f. 31st March 2024.*

The Audit Committee comprises of three Members out of which two are Independent Directors and one is a Non-Executive Director having good knowledge of Finance, Accounts and Company Law. The Company Secretary, Smt. Harshika Kataria was acted as the Secretary of the Audit Committee.

The Audit Committee, as and when considers appropriate, invites the Statutory Auditors at the meetings of the Committee.

The terms of reference of this Committee includes those specified under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations in consonance with the provisions of Section 177 of the Companies Act, 2013 (the Act). The brief descriptions of terms of reference are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment/re-appointment/replacement, if required, of Statutory Auditors, fixation of audit fees and approval of payments for any other services;
- Reviewing with management, the annual financial statements before submission to the Board for approval with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of sub-section 3 (c) of Section 134 of the Act.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the management.
  - Significant adjustments made in the Financial Statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of related party transactions.
  - Un-modified opinion(s) in draft audit report.
- Reviewing with management, quarterly Financial Statements before submission to the Board for approval;
- Review and monitor the Auditor's independence and performance and effectiveness of Audit process;
- Reviewing performance of Statutory Auditors;
- Approval or any subsequent modification of transactions of the Company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm length pricing basis and to review and approve such transactions subject to the approval of the Board;
- To review the functioning of the Whistle Blower mechanism; and
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

During the year ended 31st March, 2024, 2 (Two) Nomination and Remuneration Committee meetings were held on 31st July, 2023 and 23rd January, 2024.

The composition of the Nomination and Remuneration Committee and the number of meeting attended by each Member during the year ended 31st March, 2024 is as follows:

Name of the Member	Designation	No. of Meetings held - 2
		Attended
*Shri Sabhapati G.Shukla	Chairman	2
Shri Shekhar R Singh	Member	2
Shri Manish Harshey	Member	2

*\*ceased to be the Director of the Company and also ceased to be Chairman of Audit Committee w.e.f. 31st March 2024.*

The terms of reference of this Committee includes those specified under Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations in

# SIMPLEX MILLS COMPANY LIMITED

consonance with the provisions of Section 178 of the Act. The brief descriptions of terms of reference of the Committee *inter-alia*, include the following:

- Succession planning of the Board of Directors and other Senior Management Employees;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remuneration for the directors and Key Managerial Personnel and other Senior Management Employees;
- Review the performance of the Board of Directors and other Senior Management Employees in accordance with the criteria laid down; and
- To oversee the matters pertaining to HR Policies.

## REMUNERATION TO DIRECTORS

The Non-Executive Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them.

The Nomination and Remuneration Policy, which was approved by the Board is available on the Company's website and the web-link for the same is [http://simplex-group.com/upload\\_pdf/13186 Nomination%20and%20Reumenration%20Policy.pdf](http://simplex-group.com/upload_pdf/13186%20Nomination%20and%20Reumenration%20Policy.pdf)

### Details of remuneration paid to Directors during the year ended 31st March, 2024:

(₹ in '000)

Name	Salary, Perquisites & Allowances	Sitting fees
Shri Shekhar R Singh	Nil	23.00
Shri Sabhapati G. Shukla	Nil	23.00
Smt. Sita Sunil	Nil	10.00
Shri Manish Harshey	Nil	23.00

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended 31st March, 2024, 1 (one) Stakeholders Relationship Committee Meeting was held on 10th May, 2023.

The composition of Stakeholders Relationship Committee and the number of meetings attended by each Member during the year ended 31st March, 2024 is as follows:

Name of Member	Designation	No. of Meeting held - 1
		Attended
*Shri Sabhapati G. Shukla	Chairman	1
Shri Shekhar R Singh	Member	1
Shri Manish Harshey	Member	1

*\*ceased to be the Director of the Company and also ceased to be Chairman of Audit Committee w.e.f. 31st March 2024.*

The Company Secretary, Smt. Harshika Kataria was acted as the Secretary of the Stakeholder Relationship Committee.

The brief descriptions of terms of reference of the Committee *inter-alia*, include the following:

- To allot shares/securities from time to time;
- To consider all matters pertaining to securities, including but not limited to offer of securities alongwith issue and allotment of securities, crediting of securities in depository system, listing and de-listing of securities on/from stock exchange in India, transfer and transmission of securities, demat and remat of securities, issue of duplicate securities certificate, consolidation and split of securities certificate and to do all acts required to be done under the applicable rules, regulations and guidelines, from time to time and to consider matters incidental thereto;
- To monitor the shareholding pattern and related reports on securities;
- To approve the opening, operations and closure of bank accounts for payment of interest and dividend, issue and redemption of securities, to authorize officials to open, operate and close the said accounts from time to time;
- To consider and resolve the grievances of security holders of the Company;
- To appoint/change and fix the fees and other charges payable to the Share Transfer Agent (STA) for handling the work relating to securities and to delegate powers to the STA

as may be deemed fit and to monitor all activities of the STA;

- To consider and resolve the matters / grievances of Shareholders / Investors in regard to the following:
  - Transfer/Transmission of shares
  - non-receipt of dividends
  - non-receipt of shares in demat account
  - non-receipt of annual report
  - any other matter of Shareholders / Investors grievance
- To delegate any of the aforesaid matters to Director(s)/official(s) and/or to the officials of the STA, as the Committee may deem fit.

#### Investor Relations

During the year ended 31st March, 2024, no complaints from investors were received by the Company.

#### 6. INDEPENDENT DIRECTORS' MEETING

During the year under review, Independent Directors met on 23rd January, 2024, inter- alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and
- Evaluation of the quality, quantity content and timeliness of flow of information between the Management and the Board.

#### 7. GENERAL BODY MEETINGS

##### Annual General Meeting (AGM)

Financial Year	Date of AGM	Time	Location of the Meeting	Special Resolutions Passed
2020-21	06.07.2021	11:00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	<ol style="list-style-type: none"> <li>1. To re-appoint Shri Manish Harshey (DIN: 07733097) as an Independent Non-Executive Director of the Company for a second term of 5 years w.e.f. 20th February, 2022.</li> <li>2. To consolidate face value of equity shares of the Company from ₹10/- per share to ₹1,000/- per share and Alteration of Memorandum of Association of the Company.</li> <li>3. To alter the Articles of Association of the Company.</li> </ol>
2021-22	02.08.2022	11:00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	NIL
2022-23	01.08.2023	11:00 A.M.	AGM was held through VC/OAVM. Deemed Venue: Registered office of the Company situated at Village Shivni, Taluka and District, Akola - 444104, Maharashtra.	To make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013

#### Postal Ballot during the last year:

No Special Resolution was put through Postal Ballot at the last AGM nor is proposed at the forthcoming AGM.



## 8. DIRECTORS

Resume and other information regarding the Director seeking re-appointment as required by Regulation 36(3) of the SEBI Listing Regulations has been given in the Notice of the Twenty-Sixth AGM annexed to the Annual Report.

## 9. DISCLOSURES

### a) Related party transactions

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the financial year on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The Board has approved a policy for related party transactions which has been uploaded on the Company's website and the web-link for the same is - [https://simplex-group.com/simplex\\_update/Mills\\_Co\\_Ltd/COMPANY%20CODE%20%20POLICIES/SMCL%20Related%20Party%20Policy.pdf](https://simplex-group.com/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/SMCL%20Related%20Party%20Policy.pdf)

The detailed disclosure as required by the Indian Accounting Standards (Ind AS) – 24 on Related Party Disclosures have been made in the notes to the Financial Statements.

### b) Compliance by the Company

The Company has complied with the requirements of the Stock Exchange, the SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by SEBI or other statutory authorities.

### c) Familiarization Programme for Independent Director

At the time of appointment, a formal letter of appointment is given to Independent Directors which inter-alia explain the role, functions, duties and responsibilities expected from them as a Director of the Company. The Company conducts structure orientation programmes for the Independent Directors to understand and get updates on the business and operations of the Company on a continuous basis. The Familiarization

Programmes are available on the Company's website and the web-link for the same is [https://simplex-group.com/simplex\\_update/Mills\\_Co\\_Ltd/COMPANY%20CODE%20%20POLICIES/Familiarization%20Programm%20for%20Independent%20Directors%20of%20SRL.pdf](https://simplex-group.com/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Familiarization%20Programm%20for%20Independent%20Directors%20of%20SRL.pdf)

### d) Vigil Mechanism/Whistle-blower Policy

The Company has adopted Vigil Mechanism/Whistle-blower Policy, which is available on the Company's website. No personnel have been denied access to the Audit Committee to lodge their grievances.

### e) Code of Conduct

The Company has laid down a code of conduct for the Directors and Senior Management Personnel of the Company. The code has been posted on the website of the Company. A declaration to the effect that the Directors and Senior Managerial Personnel have adhered to the same, signed by the Chief Executive Officer of the Company, forms part of this report.

### f) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed Ind AS specified under Section 133 of the Act.

### g) Disclosure of Risk Management

The Company has a procedure to inform the Board about the risk assessment and minimization procedures. The Board of Directors periodically reviews the risk management framework of the Company.

### h) CEO/CFO Certification

As per requirement of Regulation 33 of the SEBI Listing Regulations, the certificate from Smt. Fatima Fernandes, CEO and CFO of the Company on financial statements for the year ended 31st March, 2024 was placed before the Board.

### i) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2024 have been prepared as per applicable Indian Accounting Standards (Ind



AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

d. The Management Discussion and Analysis is given separately in this Annual Report.

## 10. MEANS OF COMMUNICATION

- a. The quarterly, half-yearly, nine months and full year results are published in The Financial Express (English edition) and Mahasagar, Akola (Regional edition).
- b. The Company has its own website i.e. [www.simplex-group.com](http://www.simplex-group.com) and has been uploading the financial results and quarterly shareholding pattern of the Company along with other relevant information useful to investors on the website.
- c. At present, the Company does not make presentation to Institutional Investors and Analysts.

## 11. CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code for Prevention of Insider Trading in the shares of the Company which is in line with the Model Code as prescribed by the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The said code, inter-alia prohibits purchase/sale of shares of the Company by Directors and Employees while in possession of unpublished price sensitive information in relation to the Company and the web-link for the same is [https://simplex-group.com/simplex\\_update/Mills\\_Co\\_Ltd/COMPANY%20CODE%20%20POLICIES/Prohibition%20of%20insider%20trading%20regulation%202015-r1.pdf](https://simplex-group.com/simplex_update/Mills_Co_Ltd/COMPANY%20CODE%20%20POLICIES/Prohibition%20of%20insider%20trading%20regulation%202015-r1.pdf)

## 12. GENERAL INFORMATION FOR SHAREHOLDERS

i.	<b>Date, Time and Venue of ensuing AGM</b>	Date: Tuesday, 6th August, 2024 Time: 10:00 A.M. Through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
ii.	<b>Financial Calendar (2024-25)</b>	<ul style="list-style-type: none"> <li>• First Quarterly Results - Upto 14th August, 2024</li> <li>• Second Quarterly Results - Upto 14th November, 2024</li> <li>• Third Quarterly Results - Upto 14th February, 2025</li> <li>• Annual Results - Upto 30th May, 2025</li> </ul>
iii.	<b>Date of Book Closure</b>	From Wednesday, the 31st July, 2024 to Tuesday, the 6th August, 2024 (both days inclusive)
iv.	<b>Dividend payment date</b>	N.A.
v.	<b>Listing on Stock Exchange</b>	BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai- 400 001
vi.	<b>Security Code ISIN</b>	533018 INE457H01019

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## vii. Market Price Data:

The monthly high and low quotations of shares traded on the BSE from April, 2023 to March, 2024 are as follows:

Month	Volume (No. of shares)	Price (₹)		BSE Sensex	
		High	Low	High	Low
April, 2023	973	26.26	21.46	61,209.46	58,793.08
May, 2023	28,521	38.74	23.00	63,036.12	61,002.17
June, 2023	107	3,682.05	2,862.00	64,768.58	62,359.14
July, 2023	1064	3,150.00	1,925.05	67,619.17	64,836.16
August, 2023	380	2,799.70	2,250.10	66,658.12	64,723.63
September, 2023	695	2,999.00	2,484.00	67,927.23	64,818.37
October, 2023	321	3,307.50	2,594.75	66,592.16	63,092.98
November, 2023	157	4,305.00	3,150.55	67,069.89	63,550.46
December, 2023	56	3,979.50	3,591.55	72,484.34	67,419.07
January, 2024	29	4,135.90	3,742.05	73,427.59	70,001.60
February, 2024	190	3,930.00	2,278.00	73,413.93	70,809.84
March, 2024	170	2,521.05	2,056.00	74,245.17	71,674.42

## viii. Registrar and Share Transfer Agent

Purva Sharegistry (India) Private Limited  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,  
Lower Parel (East), Mumbai -400 011  
Tel No:- 022- 4970 0138 / 3522 0056 / 4961 4132,  
Email:- support@purvashare.com

## ix. Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

x. Shareholding Pattern as on 31<sup>st</sup> March, 2024

Category	Number of Shares held	Percentage of Shareholding
<b>(A) Shareholding of Promoter and Promoter Group</b>	<b>21,354</b>	<b>71.17</b>
<b>(B) Public shareholding</b>		
<b>(1) Institutions</b>		
(a) Mutual Funds/ UTI	1	0.00
(b) Financial Institutions/ Banks	45	0.16
(c) Insurance Companies	4,344	14.48
<b>(2) Non-Institutions</b>		
(a) Bodies Corporate	361	1.20
(b) Individuals -		
i. holding nominal share capital up to Rs.2 lakh	2,754	9.18
ii. holding nominal share capital in excess of Rs.2 lakh	796	2.65
(c) Non-Residents and Others	54	0.18
(d) Directors and their Relatives	295	0.98
<b>Total Public Shareholding (B)= (B)(1) +(B)(2)</b>	<b>8,650</b>	<b>28.83</b>
<b>TOTAL (A)+(B)</b>	<b>30,004</b>	<b>100.00</b>

Distribution of Shareholding as on 31<sup>st</sup> March, 2024

Category	Number of Shareholders	Percentage of Total Number of Shareholders	Total Number of Shares	Percentage of Total Number of Shares
1 to 500	751	99.21	5,142	17.14
501 to 1,000	2	0.26	1,491	4.97
1,001 to 5,000	3	0.40	8,671	28.90
5,001 to 10,000	0	0.00	0.00	0.00
10,001 & above	1	0.13	14,700	48.99
<b>Total</b>	<b>757</b>	<b>100.00</b>	<b>30,004</b>	<b>100.00</b>

# SIMPLEX MILLS COMPANY LIMITED

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**xi. Dematerialization of Shares and Liquidity**

About 98.03 percent shares have been dematerialized as on 31st March, 2024.

**xii. Outstanding ADRS, GDRS, Warrants or any convertible instruments, conversion date and impact on Equity**

Not Applicable

**xiii. Address for Investor Correspondence**

Corporate Office:  
Simplex Mills Company Limited  
30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai-400011  
Tel. : (022) 2308 2951  
E-mail: mills@simplex-group.com  
Website :www.simplex-group.com

OR

**Registered Office Address:-**  
Purva Sharegistry (India) Private Limited  
9, Shiv Shakti Industrial Estate,  
J. R. Boricha Marg, Lower Parel (East),  
Mumbai - 400 011.  
Tel:- 022- 4970 0138 / 3522 0056 / 4961 4132,  
Email:- support@purvashare.com  
Website: www.purvashare.com

**xiv. Details of Total Fees Paid to Statutory Auditors**

The details of total fees for all services paid by the Company, on a consolidated basis, to the Statutory Auditor and all entities in the network firm / network entity of which the statutory auditor is a part, are as follows:

(₹ in '000)

Audit Fees	22.50
In other capacity	7.50
<b>Total</b>	<b>30.00</b>

**xv. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

As at 31st March, 2024, there was one employee on the pay roll on the Company and thus, the Company was not required to constitute an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

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**DECLARATION UNDER REGULATION 26(3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

It is hereby declared that all the Board Members and Senior Managerial Personnel of the Company have affirmed adherence to and compliance with the Code of Conduct for the year ended 31st March, 2024.

**For Simplex Mills Company Limited**

Mumbai, 17th May, 2024

**Fatima Fernandes**  
Chief Executive Officer

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Simplex Mills Company Limited Report on the Financial Statements

#### Opinion

We have audited the accompanying Financial Statements of **Simplex Mills Company Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information, (Hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2024;
- (b) in the case of the Statement of Profit and Loss (Including Other Comprehensive Income), of the Loss for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

#### Emphasis of matter

We draw attention to the following matters in the Notes to the financial statements:

The Company has accumulated losses and its net worth has been fully eroded. This situation, along with other matters set forth in Note no. 24, indicate the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern. However, as informed by the management, the financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note.

Loans and Advances recoverable from a company whose net worth is eroded are not impaired. However, as informed by the management and on the basis of projections submitted to us, the management of the Company, is of the view that the said advances are recoverable.

Our conclusion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.N.	Key Audit Matters	Auditor's Response
1.	Assessing the recoverability of carrying value of loans and advances given by the Company.	<p><b>Principal Audit Procedures:</b></p> <ol style="list-style-type: none"> <li>i) We assessed the Company's valuation methodology and assumptions based on current economic and market conditions in determining the recoverable amount of loans/advances.</li> <li>ii) We assessed the financial condition of entity to whom loans and advances were granted by obtaining the most recent audited financial statements of such entity.</li> <li>iii) We performed inquiries with management on the future business plan of entity to whom loans and advances were granted to evaluate their recoverability.</li> </ol>

# SIMPLEX MILLS COMPANY LIMITED

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## **Information Other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Annual Report, Management Discussion and Analysis, Board's Report including Annexures to the said Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced.

We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse

consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Financial Statements have been kept so far as it appears from our examination of those books except for the matters stated in paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With reference to maintenance of accounts and other matter therewith, reference is invited to paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 as amended.
- g) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy



# SIMPLEX MILLS COMPANY LIMITED

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- and operating effectiveness of the Company's internal financial controls with reference to Financials Statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, no remuneration is paid by the Company to its directors during the year hence applicability of provisions of Section 197 read with Schedule V of the Act does not arise.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer note no. 23 of the financial statements).
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) or (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed any dividend for the year.
- vi. Based on our examination, which includes test checks, it is observed that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended on March 31, 2024.

**For Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

**Sunil Khandelwal**  
Partner  
Membership No.101388

Place: Mumbai.  
Date: 17<sup>th</sup> May, 2024.  
UDIN: 24101388BKEBCX6922

**ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIMPLEX MILLS COMPANY LIMITED**

The Annexure referred to in our report to the members of **Simplex Mills Company Limited** (‘the Company’) for the year ended on 31st March, 2024.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets and hence reporting under clause 3(i)(a)(B) of the Order is not applicable.
- b) The Management of the Company has physically verified the Property, Plant and Equipment in accordance with its policy of physical verification at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
- c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the Financial Statements included in Property, Plant and Equipment. According to information and explanations given to us and based on verification of the registered sale deed / Transfer deed / Conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at balance sheet date.
- d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Prohibition of Benami

Transactions Act, 1988 (45 of 1988) and Rules made thereunder. The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

- ii. a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management during the year. In our opinion and according to the information and explanations given to us, the coverage and procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business.
- b) The Company has not been sanctioned any working capital limits in excess of Rupees five crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. During the year, the Company has not made investments in or provided any guarantee or security to Companies, firms, LLPs or any other parties. However, the Company has granted unsecured loans to Companies.
  - a) During the year, the Company has provided the following loans or advances in the nature of Inter Corporate deposits (ICDs):

(₹ in '000)

Particulars	Loans
Aggregate amount granted/provided during the year to other	8,500.00
Balance outstanding as at balance sheet date in respect of above loans and advances to others	18,110.00

- b) During the year, the Company has not made investments in or provided any guarantee or security to Companies, firms, LLPs or any other parties. However, the Company has granted unsecured loans to Companies. The terms and conditions of the loans provided during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest.

# SIMPLEX MILLS COMPANY LIMITED

- c) In respect of loans and advance in the nature of loans, granted by the Company, there is no stipulation of schedule of repayment of principal and payment of interest and we are unable to make specific comment on the regularity of repayments of principal and interest.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) No loans granted by the Company which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year except for the following
- vii. a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee's State Insurance, Sales Tax, Income Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2024 for a period of more than six months from the date it became payable.
- b) There are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute except as given below:

Name of the statute	Nature of the dues	₹ in thousand	Period to which the amounts relate	Forum where dispute is pending
The Excise Duty Act 1944	Excise duty	4,913.70	1984-85 and 1995 to 1996	Assistant Commissioner
The Excise Duty Act 1944	Excise duty	5.29	1981-84	CESTAT
The Excise Duty Act 1944	Excise duty	5,327.26	1981 to 1984	High Court

(₹ in '000)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans /advances in nature of loans			
Repayable on demand (A)	8,500.00	-	-
Agreement does not specify terms or period of repayment (B)	-	-	-
Total (A+B)	8,500.00	-	-
Percentage of loan/Advance in nature of loans to total loans	100%	-	-

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. Based on the examination of records of the Company and information and explanation given to us, the Company has not availed any loans from any lender. Accordingly, reporting requirement of clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given by the management, no
- iv. The Company has complied with the provisions of Section 185 and 186 of the Act with respect of loans granted, investments made, guarantees and security provided.
- v. The Company has neither accepted deposits from the public nor accepted any amount which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and Rules made thereunder. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. According to the information and explanation given to us, maintenance of cost records has not been prescribed by the Central Government pursuant to Companies (Cost Accounting Records) Rules, 2011 under sub-section (1) of Section 148 of the Companies Act.

- fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by Secretarial Auditor and us, in Form ADT – 4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) According to the information and explanation given to us, during the year, no whistle blower complaint was received by the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with related parties and details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports issued during the year and till the date of the audit report covering period up to 31st March, 2024.
- xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Act are not applicable to the Company.
- xvi. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.
- xvii. During the year, the Company has incurred cash loss of ₹ 1,039.48 thousand and ₹ 269.43 thousand in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios disclosed in Note 33 to the Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our examination of the records of the Company, there is no unspent amount which is required to be transferred to any Fund Specified in Schedule VII to the Companies Act or to a Special account in compliance with the provisions of sub-section (6) of Section 135 of the said Act.

**For Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

**Sunil Khandelwal**  
Partner  
Membership No.101388

Place: Mumbai.  
Date: 17<sup>th</sup> May, 2024  
UDIN: 24101388BKEBCX6922

# SIMPLEX MILLS COMPANY LIMITED

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## **ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIMPLEX MILLS COMPANY LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Simplex Mills Company Limited** (“the Company”) as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may

become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

For **Khandelwal & Mehta LLP**  
Chartered Accountants  
Firm Regn. No. W100084

**Sunil Khandelwal**  
Partner  
Membership No.101388

Place: Mumbai.  
Date: 17<sup>th</sup> May, 2024  
UDIN: 24101388BKCEBCX6922

# SIMPLEX MILLS COMPANY LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2024

Particulars	Note	(₹ in '000)	
		As at 31st March, 2024	As at 31st March, 2023
<b>A ASSETS</b>			
<b>I Non-Current Assets</b>			
Property, Plant and Equipment	2	39,800.96	40,170.21
Financial Assets:			
Other Financial Assets	3	32.69	32.69
Deferred Tax Assets (net)	4	-	-
<b>Total Non-Current Assets</b>		<u>39,833.65</u>	<u>40,202.90</u>
<b>II Current Assets</b>			
Inventories	5	14.02	14.02
Financial Assets:			
Cash and Cash Equivalents	6	683.21	1,302.57
Loans	7	18,110.00	20,175.00
Other Financial Assets	8	8,649.51	8,157.17
Other Current Assets	9	2,431.99	2,468.60
<b>Total Current Assets</b>		<u>29,888.73</u>	<u>32,117.36</u>
<b>TOTAL ASSETS</b>		<u>69,722.38</u>	<u>72,320.26</u>
<b>B EQUITY AND LIABILITIES</b>			
<b>I Equity</b>			
Equity Share Capital	10	30,004.00	30,004.75
Other Equity	11	(64,469.56)	(63,061.58)
<b>Total Equity</b>		<u>(34,465.56)</u>	<u>(33,056.83)</u>
<b>II Liabilities</b>			
<b>Non-Current Liabilities:</b>			
Financial Liabilities :			
Borrowings	12	25,233.97	23,136.98
Other Financial Liabilities	13	71.00	65.14
Other Non-Current Liabilities	14	49,942.64	53,320.56
<b>Total Non-Current Liabilities</b>		<u>75,247.61</u>	<u>76,522.68</u>
<b>Current Liabilities</b>			
Financial Liabilities :			
Other Financial Liabilities	15	675.06	493.41
Other Current Liabilities	16	28,265.27	28,361.00
<b>Total Current Liabilities</b>		<u>28,940.33</u>	<u>28,854.41</u>
<b>Total Liabilities</b>		<u>1,04,187.94</u>	<u>1,05,377.09</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>69,722.38</u>	<u>72,320.26</u>

Significant Accounting Policies 1  
The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal and Mehta LLP**  
Chartered Accountants  
Firm's Registration No.W100084

**Fatima Fernandes**  
Chief Executive Officer and  
Chief Financial Officer

**Sabhapati G Shukla**  
Director  
DIN:02799713

**Sunil Khandelwal**  
Partner  
Membership No.101388  
Mumbai, 17th May, 2024

**Shekhar R Singh**  
Director  
DIN:03357281  
Mumbai, 17th May, 2024



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	Note	(₹ in '000)	
		2023-24	2022-23
I Revenue from Operations	17	-	38.60
II Other Income	18	6,110.63	6,268.32
<b>III Total Income (I+II)</b>		<b>6,110.63</b>	<b>6,306.92</b>
<b>IV EXPENSES</b>			
Changes in Inventories of Finished Goods	19	-	62.94
Employee Benefits Expense	20	346.97	363.43
Finance Costs	21	2,102.85	1,929.19
Depreciation	2	369.25	369.25
Other Expenses	22	4,700.29	4,247.79
<b>Total Expenses (IV)</b>		<b>7,519.36</b>	<b>6,972.60</b>
<b>V Loss before Exceptional Items and Tax (III-IV)</b>		<b>(1,408.73)</b>	<b>(665.68)</b>
<b>VI Exceptional Items</b>	-	-	-
<b>VII Loss before Tax (V+VI)</b>		<b>(1,408.73)</b>	<b>(665.68)</b>
<b>VIII Tax Expense</b>		-	-
<b>IX Loss For The Year (VII-VIII)</b>		<b>(1,408.73)</b>	<b>(665.68)</b>
<b>X Other Comprehensive Income / (Expense) - (OCI) :</b>			
<b>Total Other Comprehensive Income / (Expense) for the year, net of tax</b>		-	-
<b>XI Total Comprehensive Income / (Expense) for the year (IX+X)</b>		<b>(1,408.73)</b>	<b>(665.68)</b>
Earnings per Equity Share (Face Value of ₹ 1,000/- each)			
Basic and Diluted Earnings Per Share (in ₹) before exceptional items		<b>(46.95)</b>	(22.19)
Basic and Diluted Earnings Per Share (in ₹) after exceptional items		<b>(46.95)</b>	(22.19)

### Significant Accounting Policies

1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

**For Khandelwal and Mehta LLP**  
Chartered Accountants  
Firm's Registration No.W100084

**Fatima Fernandes**  
Chief Executive Officer and  
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**Sabhapati G Shukla**  
Director  
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Mumbai, 17th May, 2024

**Shekhar R Singh**  
Director  
DIN:03357281  
Mumbai, 17th May, 2024

# SIMPLEX MILLS COMPANY LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

### 1. EQUITY SHARE CAPITAL

(₹ in '000)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Balance at the beginning of the year</b>	<b>30,004.75</b>	30,004.75
Changes in equity share capital due to prior period errors	-	-
<b>Restated balance at the beginning of the year</b>	<b>30,004.75</b>	30,004.75
Changes in equity share capital during the year on consolidation of equity shares transferred to Capital Reserve (refer note 10)	(0.75)	-
<b>Balance at the end of the reporting year</b>	<b>30,004.00</b>	30,004.75

### 2. OTHER EQUITY

For the year ended 31st March, 2024

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
<b>Balance as at 1st April, 2023</b>	-	<b>1,27,859.09</b>	<b>(1,90,920.67)</b>	<b>(63,061.58)</b>
Changes in accounting policy or prior period errors	-	-	-	-
Loss for the period	-	-	(1,408.73)	(1,408.73)
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	(1,408.73)	(1,408.73)
On consolidation of equity shares (refer note 10)	0.75	-	-	0.75
<b>Balance as at 31st March, 2024</b>	<b>0.75</b>	<b>1,27,859.09</b>	<b>(1,92,329.40)</b>	<b>(64,469.56)</b>

For the year ended 31st March, 2023

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2022	2,500.00	1,27,859.09	(1,92,754.99)	(62,395.90)
Changes in accounting policy or prior period errors	-	-	-	-
Loss for the period	-	-	(665.68)	(665.68)
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	(665.68)	(665.68)
Transferred to retained earnings	(2,500.00)	-	2,500.00	-
<b>Balance as at 31st March, 2023</b>	-	<b>1,27,859.09</b>	<b>(1,90,920.67)</b>	<b>(63,061.58)</b>

### Significant Accounting Policies - Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal and Mehta LLP**  
Chartered Accountants  
Firm's Registration No.W100084

**Fatima Fernandes**  
Chief Executive Officer and  
Chief Financial Officer

**Sabhapati G Shukla**  
Director  
DIN:02799713

**Sunil Khandelwal**  
Partner  
Membership No.101388  
Mumbai, 17th May, 2024

**Shekhar R Singh**  
Director  
DIN:03357281  
Mumbai, 17th May, 2024

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

	2023-24	2022-23
(₹ in '000)		
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>LOSS BEFORE EXCEPTIONAL ITEMS AND TAX</b>	(1,408.73)	(665.68)
<b>Adjustment for :</b>		
Depreciation	369.25	369.25
Interest expense	2,102.85	1,929.19
Interest income	(5,860.05)	(5,986.22)
Interest receivable written off	1,001.00	878.24
Profit on sale of fixed assets	-	(6.69)
Lease finance income	(5.47)	(5.46)
	<u>(2,392.42)</u>	<u>(2,821.69)</u>
<b>OPERATING LOSS BEFORE WORKING CAPITAL CHANGES</b>	<b>(3,801.15)</b>	<b>(3,487.37)</b>
<b>Adjustment for changes in working capital</b>		
Adjustment for (increase) / decrease in operating assets:		
Inventories	-	62.94
Trade receivables	-	13.33
Other financial assets	(486.74)	(8,085.87)
Other current assets	37.63	99.96
Adjustment for increase / (decrease) in operating liabilities:		
Other financial liabilities	181.64	0.95
Other current liabilities	(43.74)	20.83
Other non-current liabilities	4.55	-
	<u>(306.66)</u>	<u>(7,887.86)</u>
<b>CASH USED IN OPERATIONS</b>	<b>(4,107.81)</b>	<b>(11,375.23)</b>
Direct taxes paid-net	(1.01)	154.52
<b>NET CASH USED IN OPERATING ACTIVITIES BEFORE EXCEPTIONAL ITEMS</b>	<b>(4,108.82)</b>	<b>(11,220.71)</b>
Exceptional items (net)	-	-
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(A) (4,108.82)</b>	<b>(11,220.71)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Sale of fixed assets	-	50.00
Capital advances received	-	8,500.00
Interest received	1,424.46	1,330.34
Inter corporate deposits (given) - net	(8,500.00)	1,100.00
Inter corporate deposits refund - net	10,565.00	-
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>(B) 3,489.46</b>	<b>10,980.34</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Interest paid	-	(1.09)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(C) -</b>	<b>(1.09)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(A+B+C) (619.36)</b>	<b>(241.46)</b>
<b>CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR</b>	<b>1,302.57</b>	<b>1,544.03</b>
<b>CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR</b>	<b>683.21</b>	<b>1,302.57</b>
<b>Cash and cash equivalents comprise of :</b>		
	<b>As on</b>	<b>As on</b>
	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Balances with banks :		
- in Current accounts	675.83	1,292.79
Cash on hand	7.38	9.78
Cash and cash equivalents (refer note 6)	<u>683.21</u>	<u>1,302.57</u>

### Significant Accounting Policies- Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached  
For **Khandelwal and Mehta LLP**  
Chartered Accountants  
Firm's Registration No. W100084

**Fatima Fernandes**  
Chief Executive Officer and  
Chief Financial Officer

For and on behalf of the Board  
**Sabhapati G Shukla**  
Director  
DIN:02799713

**Sunil Khandelwal**  
Partner  
Membership No.101388  
Mumbai, 17th May, 2024

**Shekhar R Singh**  
Director  
DIN:03357281  
Mumbai, 17th May, 2024

# SIMPLEX MILLS COMPANY LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### CORPORATE INFORMATION

Simplex Mills Company Limited (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at Village Shivni, Taluka and District, Akola- 444104, Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is in trading of textile products (i.e. cloths and fabrics).

#### 1. SUMMARY OF MATERIAL ACCOUNTING POLICIES

##### (i) Basis of Preparation:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

##### (ii) Current and Non-Current Classification:

The operating cycle is the time between the procurement of goods i.e. raw material or traded goods and their realization in cash and cash equivalent. All assets and liabilities have been classified into current and non-current based on a period of twelve months.

##### (iii) Fair Value Measurement:

The Company’s accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the separate financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2- Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3- Inputs based on unobservable market data.

##### (iv) Revenue Recognition:

Revenue is measured at the fair value of consideration received or receivable, excluding Goods and Services Tax (GST). Revenue from sale of goods is recognized when the control over goods is transferred to the buyer and no significant uncertainty exists regarding collectability of the amount of consideration that is derived from the sale of goods. Payment is generally received either in cash or based on credit terms. The normal credit term is 1-60 days which is generally in line with the industry standards.

##### (v) Property, Plant and Equipment:

###### Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

### Subsequent expenditures

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

### Depreciation

Depreciation is provided on all property, plant and equipment (excluding furniture and office equipments) on straight-line method and on furniture and office equipment's on the written down value method on pro-rata basis over the useful lives of the assets as prescribed in the Schedule II to the Companies Act, 2013.

Assets class	Useful life
Buildings	60 years
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years
Electrical installations	10 years
Computers	3 years

### (vi) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

### (vii) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

#### Financial Assets

##### Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

##### Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

#### i) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both the following conditions are met:

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to other income in the Statement of Profit and Loss.

### ii) **Financial assets at fair value through profit or loss (FVTPL)**

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Gain/losses are recognized in the Statement of Profit and Loss.

#### **Impairment of financial assets**

The Company applies 'simplified approach' of measurement and recognition of impairment loss on financial assets that are loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

#### **De-recognition**

##### **A financial asset is derecognized when:**

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

#### **Financial Liabilities**

##### **Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

##### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments

##### **Loans and borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

##### **Derecognition**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

the same lender on substantially different terms, or the terms of an existing liability are modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

- **Offsetting financial instruments**

Financial Assets and Liabilities are offset and the net amount is reflected in the balance sheet when there is legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**(viii) Inventories:**

Traded goods are valued at cost or market rate, whichever is lower. Finished product is valued at cost or market rate whichever is lower. Stores and spare parts are valued at cost.

**(ix) Taxes:**

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

**i. Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

**ii. Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**(x) Borrowing Costs:**

Borrowing costs attributable to the acquisition or construction of qualifying assets are considered as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are recognized as expense in the period in which these are incurred.



# SIMPLEX MILLS COMPANY LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### (xi) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### (xii) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### (xiii) Earnings Per Share:

Basic earnings per share is calculated by dividing the profit / (loss) attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### (xiv) Investments:

Long-term investments are valued at cost less provision for impairment in value of such investments.

## 1 (a) USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### 2. PROPERTY, PLANT AND EQUIPMENT

(₹ in '000)

ASSET CLASS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2023	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2024	Upto 31st March, 2023	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2024	As at 31st March, 2024	As at 31st March, 2023
Land	37,264.49	-	-	37,264.49	-	-	-	-	37,264.49	37,264.49
Buildings	7,831.63	-	-	7,831.63	4,987.03	369.25	-	5,356.28	2,475.35	2,844.60
Plant, Machinery and Computers	18.58	-	-	18.58	-	-	-	-	18.58	18.58
Furniture, Fixtures and Office Equipments	42.54	-	-	42.54	-	-	-	-	42.54	42.54
Vehicles	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>45,157.24</b>	<b>-</b>	<b>-</b>	<b>45,157.24</b>	<b>4,987.03</b>	<b>369.25</b>	<b>-</b>	<b>5,356.28</b>	<b>39,800.96</b>	<b>40,170.21</b>

(₹ in '000)

ASSET CLASS	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2022	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2023	Upto 31st March, 2022	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Land	37,264.49	-	-	37,264.49	-	-	-	-	37,264.49	37,264.49
Buildings	7,831.63	-	-	7,831.63	4,617.78	369.25	-	4,987.03	2,844.60	3,213.85
Plant, Machinery and Computers	18.58	-	-	18.58	-	-	-	-	18.58	18.58
Furniture, Fixtures and Office Equipments	42.54	-	-	42.54	-	-	-	-	42.54	42.54
Vehicles	43.31	-	43.31	-	-	-	-	-	-	43.31
<b>Total</b>	<b>45,200.55</b>	<b>-</b>	<b>43.31</b>	<b>45,157.24</b>	<b>4,617.78</b>	<b>369.25</b>	<b>-</b>	<b>4,987.03</b>	<b>40,170.21</b>	<b>40,582.77</b>

(₹ in '000)

### 3. OTHER FINANCIAL ASSETS - NON -CURRENT

**31.03.2024**      **31.03.2023**

Security deposits	<b>32.69</b>	32.69
	<b>32.69</b>	32.69

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in '000)

4. DEFERRED TAX (ASSETS) / LIABILITY (NET)	31.03.2024	31.03.2023
<b>Deferred tax liability</b>		
Property, plant and equipment	(252.20)	(249.13)
Other items	(2,630.95)	(2,214.16)
<b>Deferred tax assets</b>		
Unused tax losses	7,253.19	6,716.89
<b>Net deferred tax asset*</b>	<b>4,370.04</b>	<b>4,253.60</b>

\*Deferred tax asset has not been recognised in the books.

In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the period in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income in making this assessment.

### Movement in deferred tax

#### Movement in deferred tax during the year ended 31st March, 2024

(₹ in '000)

	Opening balance as at 01.04.2023	Recognised in profit or loss	Recognised in in OCI	Others	Closing balance as at 31.03.2024
Property, plant and equipment	(249.13)	-	-	(3.07)	(252.20)
Income on unwinding of financial liability	(2,214.16)	-	-	(335.15)	(2,549.31)
Unused tax losses**	6,716.89	-	-	454.66	7,171.55
<b>Net deferred tax asset*</b>	<b>4,253.60</b>	<b>-</b>	<b>-</b>	<b>116.44</b>	<b>4,370.04</b>

\*Deferred tax asset has not been recognised in the books.

\*\* There was reduction in deferred tax asset due to lapse of brought forward business losses during the year.

#### Movement in deferred tax during the year ended 31st March, 2023

(₹ in '000)

	Opening balance as at 01.04.2022	Recognised in profit or loss	Recognised in in OCI	Others	Closing balance as at 31.03.2023
Property, plant and equipment	(272.57)	-	-	23.44	(249.13)
Income on unwinding of financial liability	(1,765.24)	-	-	(448.92)	(2,214.16)
Unused tax losses	23,593.21	-	-	(16,876.32)	6,716.89
<b>Net deferred tax asset*</b>	<b>21,555.40</b>	<b>-</b>	<b>-</b>	<b>(17,301.80)</b>	<b>4,253.60</b>

\*Deferred tax asset has not been recognised in the books.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	31.03.2024	31.03.2023
<b>Income tax recognised in profit and loss</b>		(₹ in '000)
In respect of current year	-	-
in respect of earlier years	-	-
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Total income tax recognised for the year</b>	<u>-</u>	<u>-</u>

	31.03.2024	31.03.2023
<b>The income tax expense for the year can be reconciled to the accounting profit as follows:</b>		(₹ in '000)
<b>Profit/(Loss) before tax</b>	<b>(1,408.73)</b>	(665.68)
Tax expense / (income) calculated at 25.168% (2022-23: 25.168%)	<b>(355.00)</b>	(167.54)
Effect of expenses/income that are not deductible/(chargeable) in income tax	<b>(160.00)</b>	(357.67)
Deferred tax asset not recognised on current year's losses	<b>3,584.00</b>	528.62
Effect of expenses that are deductible in income tax	<b>(3,069.00)</b>	(3.41)
Utilisation of brought forward business losses set off during the year	-	-
<b>Income tax expense recognised in profit or loss</b>	<u>-</u>	<u>-</u>

The tax rate used for the above reconciliations is the corporate tax rate of 25.168% for the year 2023-24 and 2022-23 payable by the Company.

	31.03.2024	31.03.2023
<b>5. INVENTORIES</b>		(₹ in '000)
(As valued and certified by the management)		
Finished goods (including waste)	<b>14.02</b>	14.02
	<u>14.02</u>	<u>14.02</u>

Finished products and waste are valued at cost or market rate whichever is lower, whereas the sold quantity is valued at contract rates.

	31.03.2024	31.03.2023
<b>6. CASH AND CASH EQUIVALENTS</b>		(₹ in '000)
Cash and cash equivalents		
Balances with banks:		
In current accounts	<b>675.83</b>	1,292.79
Cash on hand	<b>7.38</b>	9.78
	<u>683.21</u>	<u>1,302.57</u>

	31.03.2024	31.03.2023
<b>7. LOANS - CURRENT</b>		(₹ in '000)
(Unsecured, considered good)		
Inter corporate deposits-related parties	<b>7,000.00</b>	10,065.00
Inter corporate deposits - others	<b>11,110.00</b>	10,110.00
	<u>18,110.00</u>	<u>20,175.00</u>

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	31.03.2024	31.03.2023
<b>8. OTHER FINANCIAL ASSETS - CURRENT</b>		
Interest receivable	76.90	71.30
Bank deposit*	8,535.41	8,035.15
Others	37.20	50.72
	<u>8,649.51</u>	<u>8,157.17</u>

\*The above bank deposit is given to the bank as security for issuing bank guarantee.

	31.03.2024	31.03.2023
<b>9. OTHER CURRENT ASSETS</b>		
(Unsecured, considered good)		
Advance tax (net of provisions)	1,344.31	1,343.30
Balances with government authorities	1,069.66	1,102.81
Prepaid expenses	14.70	22.49
Others	3.32	-
	<u>2,431.99</u>	<u>2,468.60</u>

	31.03.2024	31.03.2023
<b>10. EQUITY SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
31,000 (31st March, 2023- 31,00,000 Equity Shares of ₹10/- each)		
Equity Shares of ₹1,000/- each	31,000.00	31,000.00
1,00,00,000 (31st March, 2023 - 1,00,00,000) Redeemable Preference Shares of ₹10/- each	1,00,000.00	1,00,000.00
	<u>1,31,000.00</u>	<u>1,31,000.00</u>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
30,004 (31st March, 2023 - 30,00,475 Equity Shares of ₹ 10/- each)		
Equity Shares of ₹ 1,000/- each fully paid up.*	30,004.00	30,004.75
<b>Total Issued, subscribed and fully paid up share capital</b>	<u>30,004.00</u>	<u>30,004.75</u>

\*During the year, the effect of National Company Law Tribunal (NCLT) order for consolidation of equity share of face value from ₹ 10/- to ₹ 1,000/- per equity share has been given and the BSE Limited (i.e. stock exchange where the Company's shares are listed) has allowed trading of equity shares of the Company having face value of ₹ 1,000/- each share w.e.f. 22nd June, 2023. As per the NCLT order, 75 equity shares of face value of ₹ 10/- each have been cancelled and the same has been adjusted in Capital Reserve. After consolidation, paid up equity share capital of the Company is ₹ 300.04 lakhs having 30,004 equity shares of face value of ₹1,000/- each.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### a. Reconciliation of the shares outstanding at the beginning and at the end of the period (₹ in '000)

	31.03.2024		31.03.2023	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
<b>Shares outstanding at the beginning of the year</b>	<b>30,00,475</b>	<b>30,004.75</b>	30,00,475	30,004.75
<b>Shares outstanding after giving effect of consolidation</b>	<b>30,004.00</b>	<b>30,004.00</b>	-	-
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>30,004.00</b>	<b>30,004.00</b>	30,00,475	30,004.75

### b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share upto 21st June, 2023 and ₹1,000/- per share from 22nd June 2023. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

### c. Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Simplex Realty Ltd.	14,700	48.99	14,70,000	48.99
Life Insurance Corporation of India	3,711	12.37	3,71,113	12.37
Shreelekha Global Finance Ltd.	2,525	8.42	2,52,553	8.42
New Textiles LLP	2,435	8.12	2,43,505	8.12

### d. Details of the shareholding of Promoters

Name of Promoter	As at 31.03.2024		As at 31.03.2023		% change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
<b>Individual</b>					
Nandan Damani	325	1.08	42,765	1.43	(0.35)
Shreelekha N Damani	265	0.89	26,571	0.89	(0.00)
Sanjay N Damani	121	0.40	12,122	0.40	(0.00)
Sandip Somany	-	-	2,302	0.08	(0.08)
Nalini Somany	-	-	311	0.01	(0.01)
Shashi Patodia	-	-	265	0.01	(0.01)
Nandan Damani HUF	1	0.00	153	0.00	0.00
Kamladevi Bagri	-	-	43	0.00	(0.00)
Sumita Somany	-	-	25	0.00	(0.00)
<b>Bodies Corporate</b>					
Simplex Realty Limited	14,700	48.99	14,70,000	48.99	0.00
Shreelekha Global Finance Limited	2,525	8.42	2,52,553	8.42	(0.00)
New Textiles LLP	2,435	8.12	2,43,505	8.12	0.00
Lucky Vyapaar and Holdings Pvt. Ltd.	982	3.27	98,256	3.27	(0.00)
<b>Total</b>	<b>21,354</b>	<b>71.17</b>	<b>21,48,871</b>	<b>71.62</b>	<b>(0.45)</b>

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	31.03.2024	(₹ in '000) 31.03.2023
<b>11. OTHER EQUITY</b>		
<b>CAPITAL RESERVE - Backward area incentive</b>		
Opening balance	-	2,500.00
Addition/(utilisation) during the year	-	(2,500.00)
On consolidation of shares (refer note 10)	<b>0.75</b>	
Transferred to retained earnings	-	-
Closing balance	<b>0.75</b>	-
<b>GENERAL RESERVE</b>		
Opening balance	<b>1,27,859.09</b>	1,27,859.09
Addition/(utilisation) during the year	-	-
Closing balance	<b>1,27,859.09</b>	1,27,859.09
<b>RETAINED EARNINGS</b>		
Opening balance	<b>(1,90,920.67)</b>	(1,92,754.99)
Loss for the year	<b>(1,408.73)</b>	(665.68)
Transferred from capital reserve	-	2,500.00
<b>Closing balance</b>	<b>(1,92,329.40)</b>	(1,90,920.67)
<b>Total other equity</b>	<b>(64,469.56)</b>	(63,061.58)

### CAPITAL RESERVE

This includes the amount of backward area incentive received by the Company. The reserve can be utilised in accordance with the applicable provisions.

### GENERAL RESERVE

General Reserve is used to represent amounts transferred from Retained Earnings for appropriation purpose as per the requirements of the erstwhile Companies Act, 1956. This General Reserve includes the amount credited as per the scheme of arrangement in earlier year. The reserve can be utilised in accordance with the provisions of the Act.

	31.03.2024	(₹ in '000) 31.03.2023
<b>12. BORROWINGS - - NON-CURRENT</b>		
Unsecured - at Amortised Cost		
Non-cumulative redeemable preference shares	<b>25,233.97</b>	23,136.98
	<b>25,233.97</b>	23,136.98



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### Non-cumulative redeemable preference shares (NCRPS)

#### a. Reconciliation of preference shares outstanding at the beginning and at the end of the period

Particulars	31.03.2024 NCRPS Number	31.03.2023 NCRPS Number
<b>Shares outstanding at the beginning of the year</b>	<b>90,00,000</b>	90,00,000
Shares issued during the year	-	-
Shares redeemed during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>90,00,000</b>	90,00,000

#### b. Details of the shareholders holding more than 5% preference shares in the Company

Name of Shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Simplex Realty Limited	<b>90,00,000</b>	<b>100</b>	90,00,000	100

c. 90,00,000 Non-cumulative redeemable preference shares of ₹ 10/- each are redeemable at face value within 20 years from the date of allotment i.e., 20.11.2018.

#### d. Rights and restrictions to NCRPS

NCRPS of the Company have priority over the equity shares of the Company i) for receiving dividend if declared and paid ii) for repayment of capital in the event of liquidation of the Company in proportion to their holding.

	31.03.2024	31.03.2023
<b>13. OTHER FINANCIAL LIABILITIES - NON-CURRENT</b>		(₹ in '000)
Security deposit	<b>71.00</b>	65.14
	<b>71.00</b>	65.14

	31.03.2024	31.03.2023
<b>14. OTHER LIABILITIES - NON-CURRENT</b>		(₹ in '000)
Deferral liability on account of Non-Cumulative Redeemable Preference Shares	<b>49,942.64</b>	53,319.65
Deferred income	-	0.91
	<b>49,942.64</b>	53,320.56

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	31.03.2024	(₹ in '000) 31.03.2023
<b>15. OTHER FINANCIAL LIABILITIES - CURRENT</b>		
Liability for expenses	652.56	327.16
Other liabilities	22.50	166.25
	<b>675.06</b>	<b>493.41</b>

	31.03.2024	(₹ in '000) 31.03.2023
<b>16. OTHER CURRENT LIABILITIES</b>		
Deferred income	0.91	5.47
Deferral liability on account of Non-Cumulative Redeemable Preference Shares	3,654.34	3,706.34
Statutory dues	10.02	49.19
Capital advances	24,600.00	24,600.00
	<b>28,265.27</b>	<b>28,361.00</b>

	2023-24	(₹ in '000) 2022-23
<b>17. REVENUE FROM OPERATIONS</b>		
<b>Revenue from operations</b>		
Sale of products		
Finished goods	-	38.60
<b>Revenue from operations (net)</b>	-	38.60
<b>Details of products sold</b>		
Finished goods		
Cloth	-	38.60

	2023-24	(₹ in '000) 2022-23
<b>18. OTHER INCOME</b>		
<b>Interest on</b>		
Inter corporate deposits	1,861.02	2,178.12
Interest on income tax refund	6.60	21.17
Bank deposits	562.08	79.23
Others	1.36	1.36
Sundry balances written back (net)	8.10	-
Rent	242.47	275.41
Interest on amortisation of financial liability	3,429.00	3,706.34
Profit on sale of fixed assets	-	6.69
	<b>6,110.63</b>	<b>6,268.32</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	2023-24	2022-23
<b>19. INCREASE / (DECREASE) IN INVENTORIES</b>		(₹ in '000)
	<u>2023-24</u>	<u>2022-23</u>
<b>Closing stock</b>		
Finished goods	14.02	14.02
	<u>14.02</u>	<u>14.02</u>
<b>Less: Opening stock</b>		
Finished goods	14.02	76.96
	<u>14.02</u>	<u>76.96</u>
<b>Decrease in stock</b>	-	(62.94)
<b>Details of inventory</b>		
<b>Finished goods</b>		
Cloth	7.42	7.42
Waste	6.60	6.60
	<u>14.02</u>	<u>14.02</u>
<b>20. EMPLOYEE BENEFITS EXPENSES</b>	<u>2023-24</u>	<u>2022-23</u>
		(₹ in '000)
Salaries	346.97	363.43
	<u>346.97</u>	<u>363.43</u>
<b>21. FINANCE COSTS</b>	<u>2023-24</u>	<u>2022-23</u>
		(₹ in '000)
Interest expense	2,102.85	1,929.19
	<u>2,102.85</u>	<u>1,929.19</u>

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in '000)

22. OTHER EXPENSES	2023-24	2022-23
Electricity charges	15.88	23.30
Repairs - others	0.90	1.30
Insurance	-	9.84
Rates and taxes	1,173.21	1,173.23
Travelling and conveyance expenses	48.66	28.74
Director's sitting fees	91.96	73.50
Advertisements	56.88	69.62
Postage, stationery and printing	104.61	27.94
Bank charges/commission	70.07	54.48
Motor maintenance	-	74.36
Professional fees	1,687.59	1,063.01
Security charges	-	338.19
Membership and subscription charges	378.30	347.69
Interest receivable written off	1,001.00	878.24
Sundry balances written off (net)	-	0.01
Sundry expenses	41.23	54.34
<b>Payments to Auditor</b>		
Audit fees	22.50	22.50
In other capacity	7.50	7.50
	<b>4,700.29</b>	<b>4,247.79</b>

## 23. CONTINGENT LIABILITIES

Claims against the Company not acknowledged as debt:

(₹ in '000)

	31.03.2024	31.03.2023
Appeals filed in respect of disputed demands:		
i) Central Excise	10,246.25	10,246.25
ii) Labour Matters including interest	636.79	6,775.55

24. The net worth of the Company has been fully eroded due to continuous losses. During the year, the Company has trading activity in clothes. Further, the Management is in the process of evaluating other options and accordingly, the accounts have been prepared on going concern basis.
25. The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
26. As there is only one employee in the Company as at the Balance Sheet date and have not completed required minimum period to become eligible for retirement benefits, accordingly, the provisions relating to Ind AS 19 Employee Benefits, are not applicable.
27. **Earnings Per Share - (EPS)** is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

	Particulars	2023-24	2022-23
(a)	Loss after tax – (₹ in '000)	<b>(1,408.73)</b>	(665.68)
(b)	Weighted average number of shares*	<b>30,004</b>	30,00,475
(c)	Face value of shares (₹ per share)	<b>1,000/-</b>	10/-
(d)	Weighted average number of shares – adjusted for financial year 2022-23 on consolidation*	<b>30,004</b>	30,004
(e)	Face value of shares (₹ per share) – adjusted for financial year 2022-23 on consolidation*	<b>1,000/-</b>	1,000/-
(f)	Basic and Diluted EPS	<b>(46.95)</b>	(22.19)

\*During the year, the effect of National Company Law Tribunal (NCLT) order for consolidation of equity shares of face value from ₹ 10/- to ₹ 1,000/- per share has been given and the BSE Limited (i.e. stock exchange where the Company's shares are listed) has allowed trading of equity shares of the Company having face value of ₹ 1,000/- each share w.e.f. 22nd June, 2023. As per the NCLT order, 75 equity shares of face value of ₹ 10/- have been cancelled and the same has been adjusted in Capital Reserve. After consolidation, paid up equity share capital of the Company is ₹ 300.04 lakhs having 30,004 equity shares of face value of ₹ 1,000/- each.

The basic and diluted EPS for the prior year have been restated considering the face value of ₹ 1,000/- each in accordance with Ind AS 33 - "Earnings per Share" on account of consolidation of the equity shares of face value of ₹ 10/- each into equity shares of face value for ₹ 1,000/- each.

28. The Company's activities are classified as belonging to a single business segment of trading of textile products. The Company's operations are largely limited to India.

### 29. RELATED PARTY DISCLOSURES

(I) List of Related Parties as required by Ind AS-24 "Related Party Disclosures" are given below:

- a) Significant Influence over Reporting Entity : Simplex Realty Limited
- b) Non Executive/Independent Directors : Shri Sabhapati G Shukla  
Shri Manish Harshey  
Smt.Sita Sunil  
Shri Shekhar R Singh
- c) Key Managerial Personnel : Smt. Fatima Fernandes- Chief Executive Officer and  
Chief Financial Officer  
Smt.Harshika Kataria - Company Secretary -  
upto 29.02.2024

# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### II) Transactions with related party

(₹ in '000)

Name of the Related Party	Type of Related Party	Description of the nature of the transactions	Amount of transactions during 2023-24	Amount of transactions during 2022-23	Balance as on 31.03.2024 Receivable/ (Payable)	Balance as on 31.03.2023 Receivable/ (Payable)
Simplex Realty Limited	Significant influence over reporting entity	Reimbursement of expenses (paid) / received	58.03	51.79	-	-
		Non Convertible Redeemable Preference Shares	-	-	(90,000.00)	(90,000.00)
Shri Sabhapati G Shukla	Non Executive / Independent Directors	Sitting fees	23.00	22.00		
Shri Manish Harshey			23.00	22.00		
Smt. Sita Sunil			10.00	7.50		
Shri Shekhar R Singh			23.00	22.00		
Key Managerial Personnel		Remuneration	340.00	360.00		

#### Terms and conditions of transactions with related party:

The transactions with related parties are made on terms, equivalent to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and settlement occurs in cash.

### 30. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

#### a) Accounting classification

The carrying value of financial instruments by categories are as follows:

(₹ in '000)

Particulars	31.03.2024			31.03.2023		
	At cost	FVTOCI	Amortised cost	At cost	FVTOCI	Amortised cost
<b>Financial Assets</b>						
Loans	-	-	18,110.00	-	-	20,175.00
Cash and cash equivalents	-	-	683.21	-	-	1,302.57
Other financial assets	-	-	8,682.20	-	-	8,189.86
	-	-	27,475.41	-	-	29,667.43
<b>Financial Liabilities</b>						
Borrowings	-	-	25,233.97	-	-	23,136.98
Other financial liabilities	-	-	746.06	-	-	558.55
	-	-	25,980.03	-	-	23,695.53

#### b) Fair value hierarchy and Method of valuation

The Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments.

#### c) Risk management framework

The Company's principal financial liabilities includes borrowings, trade and other payables. The Company's principal financial assets include loans, trade receivables, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

### d) Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- i) Credit Risk
- ii) Liquidity Risk
- iii) Market Risk

#### i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment in inter corporate deposit.

The carrying amount of following financial assets represents the maximum credit exposure:

##### Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Each outstanding customer receivables are regularly monitored and if outstanding is above due date the further sales are controlled and can only be released if there is a proper justification.

No impairment is observed on the carrying value of trade receivables.

##### Other financial assets

Credit risk from balances with banks, loans is managed by responsible and authorised person of the Company. Investments of surplus funds are made only with approved counterparties.

#### ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds and inter-corporate loans.

##### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ in '000)

As at 31st March, 2024	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>						
Borrowings	25,233.97	25,233.97	-	-	-	25,233.97
Other financial liabilities	746.06	746.06	746.06	-	-	-
	<b>25,980.03</b>	<b>25,980.03</b>	<b>746.06</b>	-	-	<b>25,233.97</b>



# SIMPLEX MILLS COMPANY LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in '000)

As at 31st March, 2023	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
<b>Financial liabilities</b>						
Borrowings	23,136.98	23,136.98	-	-	-	23,136.98
Other financial liabilities	558.55	558.55	493.41	65.14	-	-
	23,695.53	23,695.53	493.41	65.14	-	23,136.98

### iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

#### Currency risk

There is no currency risk to the Company, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rate is not material as the Company has not taken any loan from outside.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rate at the reporting date would not affect profit or loss.

#### Commodity price risk

Exposure to market risk with respect to commodity prices arises from the cost of procurement of traded goods and this price may be influenced by factors such as demand and supply, production cost. The Company does not buy any new material, if it can not be sold to the customers above the cost of procurement.

## 31. CAPITAL MANAGEMENT

The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents. The net worth of the Company has been fully eroded.

The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows:

(₹ in '000)

	As at 31st March, 2024	As at 31st March, 2023
Borrowings	78,830.95	80,162.96
Less: Cash and cash equivalents	683.21	1,302.57
<b>Net Debt</b>	<b>78,147.74</b>	78,860.39
<b>Total equity</b>	<b>(34,465.56)</b>	(33,056.83)
<b>Debt/Equity ratio</b>	<b>(2.27)</b>	(2.39)

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

### 32. CORPORATE SOCIAL RESPONSIBILITY

During the year, the Company was not required to spend any money as per the provision of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

Gross amount required to be spent by the Company during the year ₹ Nil (previous year Nil )

### 33. ANALYTICAL RATIOS

The following are analytical ratios for the year ended 31st March, 2024 and 31st March, 2023

Ratio	Numerator	Denominator	As at 31 March, 2024	As at 31 March, 2023	% change during the year	Explanation for change by more than 25%
Current ratio	Current assets	Current liabilities	1.03	1.11	-7.22%	NA
Debt-equity ratio	Total debt	Shareholder's equity	-2.29	-2.43	-5.68%	NA
Debt service coverage ratio	Net profit after tax + Non-cash operating expenses + Interest	Interest + Principal repayment	0.51	0.85	-40.25%	Due to decrease in PAT during the current year.
Return on equity (ROE)	Net profit after tax	Average shareholder's equity	-4.17%	-2.03%	105.12%	Due to decrease in PAT during the current year.
Inventory turnover ratio	Cost of goods sold	Average inventory	0.00	1.38	-100.00%	There are no goods sold during the current year
Trade receivables turnover ratio	Net credit sales	Average trade receivables	0.00	5.79	-100.00%	There are no goods sold during the current year
Trade payables turnover ratio	Purchases for services and other expenses	Average trade payables	0.00	0.00	0.00%	Trade payable was nil in both the years.
Net capital turnover ratio	Net sales	Average working capital	0.00%	1.09%	-100.00%	Due to Sales was NIL in the current year
Net profit ratio	Net profit after tax	Total revenue	-23.05%	-10.55%	118.42%	Due to decrease in PAT during the current year.
Return on capital employed (ROCE)	Earning before interest and tax	Tangible net worth + Total debt + Deferred tax liability	1.56%	2.68%	-41.67%	Due to decrease in PAT during the current year.

Return on Investment is not provided as there was no investments in both the years.

34. There are no transactions and balances with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the erstwhile Companies Act, 1956.
35. The Financial Statements of the Company for the year ended 31st March, 2024 were approved by the Board of Directors on 17th May, 2024.
36. Previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

**For Khandelwal and Mehta LLP**  
Chartered Accountants  
Firm's Registration No. W100084

**Fatima Fernandes**  
Chief Executive Officer and  
Chief Financial Officer

For and on behalf of the Board

**Sabhapati G Shukla**  
Director  
DIN:02799713

**Sunil Khandelwal**  
Partner  
Membership No.101388  
Mumbai, 17th May, 2024

**Shekhar R Singh**  
Director  
DIN:03357281  
Mumbai, 17th May, 2024

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# SIMPLEX MILLS COMPANY LIMITED

3	Proof of Address of the first holder	<p>Any one of the documents, only if there is change in the address;</p> <p><input type="checkbox"/> Client Master List (<b>CML</b>) of your Demat Account, provided by DP.</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> The proof of address in the name of the spouse</p>
4	Bank details	<p>Account Number: _____</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p style="text-align: center;">Provide the following:</p> <p><input type="checkbox"/> <u>original cancelled cheque with name of security holder printed on it or Bank Passbook or Bank Statement attested by the Bank #</u></p>
5	E-mail address #	_____
6	Mobile #	_____

\* or any date as may be specified by the CBDT (DP: Depository Participant)

# In case it is not provided, the details available in the CML will be updated in the folio

**Authorization:** I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) \_\_\_\_\_, \_\_\_\_\_, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

S. No.	Name of the Issuer Company	Folio No.	Quantity of securities	Face value of securities	Distinctive number of securities (Optional)

**Declaration:** All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3
Signature	✓		
Name	✓		
Full address	✓		
PIN	✓ □□□□□□	□□□□□□	□□□□□□

**Mode of submission of documents to the RTA**

Please use any one of the following mode;

1. In Person Verification (**IPV**): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photocopy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility

**Note**

<ul style="list-style-type: none"> <li>• It is mandatory for holders of physical securities in listed company to furnish PAN, full KYC details (address proof, bank details, e-mail address, mobile number) and Nomination (for all the eligible folios).</li> </ul>	
<ul style="list-style-type: none"> <li>• Upon receipt or up-dation of bank details, the RTA will automatically, pay electronically, all the moneys of / payments to the holder that were previous unclaimed / unsuccessful.</li> </ul>	
<ul style="list-style-type: none"> <li>• RTA shall update the folio with PAN, KYC details and Nominee, within seven working days of its receipt. However, cancellation of nomination, shall take effect from the date on which this intimation is received by the Company / RTA.</li> </ul>	
<ul style="list-style-type: none"> <li>• RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination.</li> </ul>	
<ul style="list-style-type: none"> <li>• Specimen Signature</li> </ul>	<ul style="list-style-type: none"> <li>• Provide banker’s attestation of the signature of the holder(s) as per Form ISR – 2 in SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021) and</li> <li>• <u>original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u></li> </ul>
<ul style="list-style-type: none"> <li>• Nomination**</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Providing Nomination:</b> Please submit the duly filled up Nomination Form (SH-13) or ‘Declaration to Opt out of Nomination’ as per Form ISR–3, in SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021</li> <li>• <b>Change in Existing Nomination:</b> Please use Form SH-14 in SEBI circular <u>SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655</u></li> <li>• <b>Cancellation of Existing Nomination:</b> use Form SH-14 &amp; Form ISR – 3</li> </ul>

\*\* Nomination (**Form SH-13 or SH-14**) / ‘Declaration to Opt-Out of nomination’ (Form ISR – 3), has to be furnished by the holder(s) separately for each listed company.

(Page No. 3 and 4 is for information to investors; print out of the same is not required)

# SIMPLEX MILLS COMPANY LIMITED

## Objection Memo that can be raised by the RTA

(only if the relevant document / details is / are not available in the folio or if there is a mismatch / discrepancy in the same or change thereof)

### Note

RTA shall raise all objections, if any / at all, in one instance only; the RTA shall not raise further objections on the same issue again and again, after the holder / claimant furnishes all the prescribed documents and details, unless there is any deficiency / discrepancy in the same.

No.	Item	Documents / Details to be provided to the RTA by the holder(s) / claimant(s)
1	PAN – Exceptions and Clarification	'Exemptions/clarifications to PAN', as provided in clause D to 'Instructions/Check List for Filing KYC Forms' in Annexure – 1 to SEBI circular No. MIRSD/SE/Cir-21/2011 dated October 05, 2011 on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also applicable for holder(s) / claimant(s) of securities held in physical mode.
2	Minor mismatch in Signature - minor	The RTA shall intimate the holder at the existing address, seeking objection, if any, within 15 days
3	Major mismatch in Signature or its non-availability with the RTA	<p><b>Option A</b></p> <p>i. Security holder shall provide the following documents:            (a) Original cancelled cheque with name of the security holder printed on it; or            (b) Self-attested copy of Bank Passbook/Bank Statement;</p> <p style="text-align: center;"><b>and</b></p> <p>ii. Banker's attestation of the signature of the same bank account as mentioned in (i) above as per Form ISR - 2</p> <p style="text-align: center;"><b>OR</b></p> <p><b>Option B</b></p> <p>The investor may get his or her signature changed or updated by visiting the Office of the RTA in person. In such a case, the investor shall sign before the authorized personnel of the RTA, along with PAN card and any one additional document mentioned at Serial Nos.1-4 of Annexure – E of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in original for verification by the RTA, and submit self-attested copies of the same.</p>
4	Mismatch in Name	Furnish any one of the following documents, explaining the difference in names; <ul style="list-style-type: none"> <li><input type="checkbox"/> Unique Identification Number (UID) (Aadhaar)</li> <li><input type="checkbox"/> Valid Passport</li> <li><input type="checkbox"/> Driving license in Smart Card form, Book form or copy of digital form</li> <li><input type="checkbox"/> Identity card / document with applicant's Photo, issued by any of the following: Central / State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</li> <li><input type="checkbox"/> PAN card with photograph</li> <li><input type="checkbox"/> Marriage certificate</li> <li><input type="checkbox"/> Divorce decree</li> </ul>
5	Present address of the holder is not matching with the address available in the folio	In case the signature of the holder matches with the record available with the RTA, the request for change in address may be processed within the prescribed timelines. In case there is a difference in signature, the RTA shall follow the procedure as prescribed for mismatch in signature as laid down at Para – 1 of Annexure C of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/ 2023/37 dated March 16, 2023





**Simplex Mills Company Limited**

**Corporate Office :**

30, Keshavrao Khadye Marg,  
Sant Gadge Maharaj Chowk,  
Mumbai - 400 011