



9th August, 2017

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

Dear Sir,

Subject: Annual Report for the Financial Year 2016-17

Ref: Security Code 503229

With reference to captioned subject, please find enclosed herewith the Annual Report for the Financial Year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the Members at the 104th Annual General Meeting of the Company.

Kindly take the note of the same.

Thanking you,

Yours faithfully,
For **Simplex Realty Limited**

Shekhar
Shekhar R Singh
Company Secretary &
Compliance Officer

MS

Encl.: as above



104TH
ANNUAL REPORT
2016-2017

SIMPLEX REALTY LIMITED

Board of Directors

Shri Nandan Damani	Chairman & Managing Director
Shri Sanjay N Damani	Executive Director
Smt. Sandhya R Kini	Executive Director (appointed w.e.f. 21.10.2016)
Shri V B Haribhakti	
Shri S K Somany	
Smt. Anna Malhotra	(ceased w.e.f. 10.10.2016)
Shri T C Suseel Kumar	
Shri Vijay S Jindal	
Shri Sabhapati G Shukla	(appointed w.e.f. 21.10.2016)

Chief Financial Officer

Shri Surendra Kabra

Company Secretary

Shri Shekhar R Singh

Statutory Auditors

M/s. Dayal and Lohia
Chartered Accountants
Mumbai

Secretarial Auditors

M/s. Manish Ghia & Associates
Company Secretaries
Mumbai

Corporate Identification Number (CIN)

L17110MH1912PLC000351

Bankers

State Bank of India, Mumbai
HDFC Bank Ltd., Mumbai

Registered Office

30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai-400 011
Tel. : 23082951

Share Transfer Agent

Freedom Registry Limited
Plot No.101/102, 19th Street,
MIDC, Satpur,
Nashik - 422 007
Tel. : 0253-2354032
Fax : 0253-2351126
Email: support@freedomregistry.in

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Annual General Meeting of the Company will be held on Tuesday, the 8th August, 2017 at 11.30 A.M. at M.C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001.

NOTICE

NOTICE is hereby given that the Hundred and Fourth **ANNUAL GENERAL MEETING** of the Members of **SIMPLEX REALTY LIMITED** will be held on Tuesday, the 8th August, 2017 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai-400001 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 (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.

2. **Declaration of Dividend**

To declare dividend for the financial year ended 31st March, 2017 on Equity Shares.

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

To appoint a Director in place of Shri Sanjay N Damani (DIN 03078104), who retires by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

4. **Ratification of Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai (ICAI Firm Regn. No.102200W), as Statutory Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Hundred and Fifth AGM of the Company, on a remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. **Appointment of Shri Sabhapati G Shukla as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 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 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sabhapati G Shukla (DIN 02799713), who was appointed as an Additional Director of the Company with effect from 21st October, 2016 in terms of Section 161 of the Act read with Article 147 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, signifying his candidature for the office of Director along with the necessary deposit, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 20th October, 2021, not liable to retire by rotation.”

6. **Appointment of Smt. Sandhya R Kini as a Whole-time Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Sandhya R Kini (DIN 03346789), who was appointed as an Additional Director of the Company with effect from

21st October, 2016 in terms of Section 161 of the Act read with Articles 140 and 147 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, signifying her candidature for the office of Director along with the necessary deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Article 189 of the Articles of Association of the Company and pursuant to the resolution passed by the Nomination and Remuneration Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent of the Members of the Company be and is hereby accorded to the appointment of Smt. Sandhya R Kini, Whole-time Director designated as an Executive Director of the Company for a period of five years with effect from 21st October, 2016, liable to retire by rotation, upon the terms and conditions including remuneration, as set out in the draft Agreement (the Agreement) to be executed between the Company and Smt. Sandhya R Kini, as placed before this meeting and duly initialed by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Smt. Sandhya R Kini as referred above, has no profits or its profits are inadequate, Smt. Sandhya R Kini, as

an Executive Director of the Company be paid the remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

7. **Re-appointment of Shri Nandan Damani as a Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Article 186 of the Articles of Association of the Company and pursuant to the resolution passed by the Nomination and Remuneration Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Nandan Damani (DIN 00058396), as the Managing Director designated as a Chairman & Managing Director of the Company for a period of three years with effect from 29th June, 2017, liable to retire by rotation, upon the terms and conditions including remuneration, as set out in the draft Agreement (the Agreement) to be executed between the Company and Shri Nandan Damani, as placed before this meeting and duly initialed by the Company Secretary for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Shri Nandan Damani as referred above, has no profits or its profits are inadequate, Shri Nandan Damani, Chairman & Managing Director be paid the remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

8. **Revision in terms of remuneration of Shri Sanjay N Damani, Whole-time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and pursuant to the resolution passed by the Nomination and Remuneration Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent

of the Members of the Company be and is hereby accorded to the revision in the terms of remuneration of Shri Sanjay N Damani (DIN 03078104), Whole-time Director designated as an Executive Director of the Company to take effect from 1st April, 2017, for the unexpired period of his term, upon the terms and conditions, as set out in the draft Agreement (the Agreement) to be executed between the Company and Shri Sanjay N Damani, as placed before this meeting and duly initialed by the Company Secretary for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof;

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Shri Sanjay N Damani as referred above, has no profits or its profits are inadequate, Shri Sanjay N Damani, as an Executive Director of the Company be paid the remuneration as 'Minimum Remuneration' in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisite approvals;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

By Order of the Board of Directors

Shekhar R Singh
Company Secretary

Mumbai, 10th May, 2017

CIN: L17110MH1912PLC000351

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

SIMPLEX REALTY LIMITED

NOTES:

1. The Explanatory Statement pursuant to the provision of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business under **Item numbers 5, 6, 7 and 8** of the Notice dated 10th May, 2017 is appended hereto. The relevant details of Directors seeking appointment/re-appointment pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is given in Annexure to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies, in order to be valid, should be duly completed, stamped and signed and must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the meeting.
4. **Book Closure and Dividend:**
 - a. **The Register of Members and Transfer Books of the Company will be closed from Wednesday, the 2nd August, 2017 to Tuesday the, 8th August, 2017 (both days inclusive)** for the purpose of payment of dividend for the year ended 31st March, 2017 and for the purpose of the Hundred and Fourth Annual General Meeting (AGM) or any adjournment thereof.
 - b. If dividend on equity shares, as recommended by the Directors, is approved at the meeting, the payment of such dividend will be made on or after Tuesday, the 8th August, 2017 as under:
 - i to all Beneficial Owners in respect of shares held in Demat form, as per details furnished by the Depositories for this purpose on beginning of Wednesday, the 2nd August, 2017.
 - ii to all Members in respect of shares held in physical form, whose names are on the Company's Register of Members on Tuesday, the 8th August, 2017.
5. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM.
6. **Unclaimed Dividends:**
 - (a) **Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years from the date the dividend has become due for payment to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends pertaining to the financial year 2008-09 has been transferred to IEPF.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year ended 31st March, 2010 onwards is requested to approach the Company/the Share Transfer Agent (STA) of the Company for claiming the same as early as possible but not later than 16th September, 2017.
 - (b) **Details of Unclaimed Dividends on Website:**

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2010 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" section on the website of the Company, www.simplex-group.com.

(c) **Transfer of “Underlying Share” into IEPF:**

In terms of Section 125(6) of the Act read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules.

The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under “Investor Relations” section on the website of the Company.

requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number to the Company's STA. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants. A form for NECS is appended at the end of this Annual Report.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its STA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

(c) Members holding shares in physical form are requested to advise any change of address immediately to the Company's STA. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or its STA.

7. Nomination Facility:

As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's STA. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

8. National Electronic Clearing Service (NECS):

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are

9. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/ STA to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details 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 STA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

10. Electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email addresses are registered with the Company/Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.

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11. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company's STA/their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

12. Corporate Members intending to send their Authorized Representatives to attend and vote at the Meeting are requested to ensure that the Authorized Representative carries a duly certified true copy of their Board Resolution.

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 and the 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 at the AGM. The business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. 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 voting period begins on Friday, the 4th August, 2017 (10.00 A.M.) and ends on Monday, the 7th August, 2017 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Tuesday, the 1st August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.

(iii) Click on Members.

(iv) Now Enter your User ID

- a. For CDSL: 16 Digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Non- Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- 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) of the Tuesday, the 1st August, 2017.
- III Shri Manish L. Ghia of M/s. Manish Ghia & Associates, Practising Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process 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

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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 and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- VI All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M. to 6.00 P.M.) on all working days, upto and including the date of the AGM of the Company.

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 business mentioned under **Item numbers 5, 6, 7 and 8** of the accompanying Notice dated 10th May, 2017.

Item No. 5

The Board of Directors at its meeting held on 21st October, 2016 on the recommendation of Nomination and Remuneration Committee, appointed Shri Sabhapati G Shukla as an Additional Director in terms of Section 161(1) of the Act read with Article 147 of the Articles of Association of the Company in the category of Independent Non-Executive Director of the Company for five consecutive years, not liable to retire by rotation, with effect from 21st October, 2016 subject to consent by the Members of the Company at the ensuing AGM.

As an Additional Director, Shri Sabhapati G Shukla holds office upto the date of the AGM and is eligible for being appointed as an Independent Non-Executive Director.

The Company has received a notice from a Member proposing Shri Sabhapati G Shukla as a candidate for the office of Director of the Company. The Company has also received a declaration from Shri Sabhapati G Shukla confirming that he meets the criteria of independence as prescribed under the Act and the

Listing Regulations. Shri Sabhapati G Shukla is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Shri Sabhapati G Shukla is Science and Law graduate and also a post graduate diploma in Hospital & Health Care Management and having experience in the field of General Administration and Management. He currently serves as an Independent Director on the Board of Simplex Mills Company Limited. He is also the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of Simplex Mills Company Limited respectively.

Shri Sabhapati G Shukla holds 135 equity shares in the Company.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the AGM.

Except Shri Sabhapati G Shukla, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under the Regulation 36(3) of the Listing Regulations.

The Board recommends the Resolution at Item No. 5 of the Notice for your approval.

Item No. 6

The Board of Directors at its meeting held on 21st October, 2016 on the recommendation of Nomination and Remuneration Committee, appointed Smt. Sandhya R Kini as an Additional Director in terms of Section 161(1) of the Act read with Articles 140 and 147 of the Articles of Association of the Company in the category of Woman Director of the Company.

As an Additional Director, Smt. Sandhya R Kini holds office upto the date of the AGM and is eligible for being appointed as a Director.

Smt. Sandhya R Kini's appointment as a Director is considered as appointment of a Whole-time Director of the Company. Accordingly, the Board of Directors at its meeting held on 21st October, 2016, on the recommendation of Nomination and Remuneration Committee approved the appointment of Smt. Sandhya R Kini as a Whole-time Director of the Company, designated as an Executive Director, for a term of five years with effect from 21st October, 2016 to 20th October, 2021 at a remuneration, consisting of ₹ 38,500/- per month, subject to the approval of the Members at the ensuing AGM.

Taking into consideration of her efforts given to and involvement in the Company and her present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th May, 2017, has approved the revision in the salary from the existing ₹ 38,500/- per month to ₹ 42,000/- per month with effect from 1st April, 2017.

The Company has received a notice from a Member proposing Smt. Sandhya R Kini as a candidate for the office of Director of the Company. Smt. Sandhya R Kini is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Smt. Sandhya R Kini has been associated with the Company since 2011 and holds 100 equity shares in the Company. She is also a Director on the Board of Lucky Vyapaar and Holdings Private Limited and Simplex Renewable Resources Private Limited.

Smt. Sandhya R Kini is commerce graduate and having experience in the field of general administration. The Agreement to be executed between the Company and Smt. Sandhya R Kini contains, *inter-alia*, the following terms and conditions:

I Remuneration:

i. Salary:

The proposed remuneration is ₹ 42,000/- per month, payable as under:

- a Basic Salary: ₹ 16,800/- per month
- b House Rent Allowance: ₹ 8,400/- per month.
- c Perquisite as shown below upto ₹ 16,800/- per month.

ii Perquisites:

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

A In addition to salary, Smt. Sandhya R Kini will be entitled to perquisites and allowances like personal medical insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, to discharge her duty as the Executive Director.

B Smt. Sandhya R Kini shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a Gratuity: payable at a rate not exceeding half a month's salary for each completed year of service, and
- b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service.

C The Company shall provide a car for use on Company's business purposes.

D The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

iii Commission:

Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.

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II Minimum Remuneration:

Where in respect of any financial year, during the tenure of Smt. Sandhya R Kini as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Smt. Sandhya R Kini shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.

Director, subject to such approvals as may be required.

- g The said Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Executive Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Executive Director reflecting the terms.

III Other Terms and Conditions:

- a The tenure of the Executive Director shall be for a period of five years commencing from 21st October, 2016.
- b The Executive Director will devote her whole time and attention to the business of the Company and carry out such duties, as may be entrusted to her by the Board from time to time and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- c The Executive Director shall not exceed the powers so delegated by the Board pursuant to clause (III)(b) above.
- d The Executive Director undertakes to employ the best of the skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.
- e The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
- f The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive

The appointment of Smt. Sandhya R Kini as the Executive Director and remuneration payable to her are in line with provisions, Schedule V to the Act and subject to the approval of the Members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

The period of office of Smt. Sandhya R Kini shall be liable to determination by retirement of directors by rotation. If Smt. Sandhya R Kini is re-appointed as a director, immediately on retirement by rotation, she shall continue to hold office of the Executive Director of the Company and such re-appointment as director shall not be deemed to constitute break in her appointment as the Executive Director of the Company.

A copy of the Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the AGM.

Except Smt. Sandhya R Kini, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

Item No. 7

Shri Nandan Damani was appointed as Chairman & Managing Director of the Company for a period of three years with effect from 29th June, 2014. The term of his office expires on 28th June, 2017. The Board of Directors at its meeting held on 10th May, 2017 on the recommendation of Nomination and Remuneration

Committee approved the re-appointment of Shri Nandan Damani as Managing Director designated as the Chairman & Managing Director of the Company for a further period of three years with effect from 29th June, 2017, upon the terms and conditions, including as to remuneration as set out in the Agreement, subject to the necessary approvals.

Shri Nandan Damani has been associated with the Company since 1977 and holds 120587 equity shares in the Company. Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

He currently serves as an Independent Director on the Boards of Graphite India Limited, Pudumjee Paper Products Limited and Pudumjee Pulp and Paper Mills Limited.

In addition to his role as an Independent Director on the Board of Pudumjee Paper Products Limited, Shri Nandan Damani is also the Chairman of the Stakeholders Relationship Committee and Member of the Audit Committee and Nomination & Remuneration Committee and in Pudumjee Pulp and Paper Mills Limited, he is a Member of the Audit Committee and Nomination & Remuneration Committee.

The Agreement to be executed between the Company and Shri Nandan Damani contains, *inter-alia*, the following terms and conditions:

I Remuneration:

i Salary:

The proposed remuneration is ₹ 4,48,000/- per month, payable as under:

- a Basic Salary: ₹ 2,80,000/- per month
- b House Rent Allowance: ₹ 1,40,000/- per month.
- c Perquisite as shown below upto ₹ 28,000/- per month.

ii Perquisites:

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

- A In addition to salary, Shri Nandan Damani will be entitled to perquisites and allowances like reimbursement of expenses in respect of gas, electricity and water, furnishing and repairs,

medical reimbursement and leave travel concession for self and his family, club fees, personal accident insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, to discharge his duty as a Managing Director.

- B Shri Nandan Damani shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a Gratuity: payable at a rate not exceeding half a month's salary for each completed year of service, and
- b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service. The leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.

- C The Company shall provide a car for use on Company's business and telephone at the residence of Shri Nandan Damani. Shri Nandan Damani will be billed by the Company for personal long distance calls on telephone and use of car for personal purposes.

- D The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

iii Commission:

Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.

II Minimum Remuneration:

Where in respect of any financial year, during the tenure of Shri Nandan Damani as the Chairman &

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Managing Director of the Company, the Company has no profits or its profits are inadequate, Shri Nandan Damani shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in the Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.

III Other Terms and Conditions:

- a The tenure of the Managing Director shall be for a period of three years commencing from 29th June, 2017.
- b The Managing Director shall be vested with substantial powers of the Management for day to day affairs of the Company subject to the supervision and direction of the Board of Directors of the Company.
- c The Managing Director will devote his time and efforts for the business of the Company.
- d The Managing Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- e The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Managing Director, unless specifically provided otherwise.
- f The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- g The said Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Managing Director have agreed on the terms of employment. After obtaining approval from Members, the Board will formally execute the Agreement with the Managing Director reflecting the terms.

The appointment of Shri Nandan Damani as the Managing Director and remuneration payable to him are in line with provisions, Schedule V to the Act and subject to the approval of the Members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

The period of office of Shri Nandan Damani shall be liable to determination by retirement of directors by rotation. If Shri Nandan Damani is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of the Managing Director designated as the Chairman & Managing Director of the Company and such re-appointment as director shall not be deemed to constitute break in his appointment as the Managing Director.

A copy of the Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the AGM.

Except Shri Nandan Damani and Shri Sanjay N Damani, none of the Directors is interested in the said re-appointment and remuneration payable to Shri Nandan Damani as the Managing Director of the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

The Board recommends the Resolution at Item No. 7 of the Notice for your approval.

Item Nos.3 and 8

The Members of the Company at the 102nd Annual General Meeting of the Company held on 5th August, 2015, approved the appointment of Shri Sanjay N Damani as a Whole – time Director designated as an Executive Director for a period of three years with effect from 1st June, 2015 to 31st May, 2018, at remuneration, consisting of ₹ 50,000/- per month.

The Board of Directors at its meeting held on 10th May, 2017, on the recommendation of the Nomination and Remuneration Committee and taking into consideration of his efforts given to and involvement in the Company's

project and enhancing the brand value through the various initiatives etc. and his present salary and future revisions, if any, approved the revision in the salary from the existing ₹ 50,000/- to ₹ 80,000/- per month. All other terms and condition in relation to his appointment and remuneration as approved by the Members remain unchanged.

Shri Sanjay N Damani has been associated with the Company since 2012 and holds 61553 equity shares in the Company. He is also a Director on the Board of The Nav Bharat Refrigeration and Industries Limited, Shreelekha Global Finance Limited, Lucky Vyapaar and Holdings Private Limited, Enas Foundation and Simplex Renewable Resources Private Limited.

Shri Sanjay N Damani is an MBA from Bryant University, Rhode Island, USA having experience in the area of Marketing, Finance and General Management.

The supplementary Agreement to be executed between the Company and Shri Sanjay N Damani contains, *inter-alia*, the following terms and conditions:

I Remuneration :

i Salary:

The proposed remuneration is ₹ 80,000/- per month, payable as under:

- A Basic Salary: ₹ 40,000/- per month
- B House Rent Allowance: ₹ 20,000/- per month.
- C Perquisite as shown below upto ₹ 20,000/- per month.

ii Perquisites:

Monetary value of the perquisites shall be restricted to the aforesaid amount or such other amount as may be permissible according to law from time to time in force, and as may be determined by the Board of Directors.

- A In addition to salary, Shri Sanjay N Damani will be entitled to perquisites and allowances like reimbursement of expenses in respect of gas, electricity and water, furnishing and repairs, medical reimbursement and leave travel concession for self and his family, club fees, personal accident insurance and such other payments in nature of perquisites and allowances as may be decided by the Board of Directors from

time to time on the recommendation of the Nomination and Remuneration Committee, to discharge his duty as the Executive Director.

- B Shri Sanjay N Damani shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a Gratuity: payable at a rate not exceeding half a month's salary for each completed year of service, and
- b Leave: One month on full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every 11 months of service. The leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.

- C The Company shall provide a car for use on Company's business and telephone at the residence of Shri Sanjay N Damani. Shri Sanjay N Damani will be billed by the Company for personal long distance calls on telephone and use of car for personal purposes.

- D The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

iii Commission:

Such remuneration as calculated with reference to the net profits of the Company in particular financial year, if any, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated in Section 198 of the Act.

II Minimum Remuneration:

Where in respect of any financial year, during the tenure of Shri Sanjay N Damani as the Executive Director of the Company, the Company has no profits or its profits are inadequate, Shri Sanjay N Damani shall be paid the aforementioned remuneration as "Minimum Remuneration" in the respective financial year(s) as set out in

SIMPLEX REALTY LIMITED

Agreement, notwithstanding that the same may exceed the ceiling limit laid down in Section 197, Schedule V to the Act and subject to the requisites approvals.

III Other Terms and Conditions:

- a The Executive Director will devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company
- b The Executive Director shall not exceed the powers so delegated by the Board pursuant to clause (III) (a) above.
- c The Executive Director undertakes to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- d The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
- e The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- f The said Agreement may be terminated by either party giving to other party by Ninety days' notice in writing.
- g The aggregate of the remuneration as aforesaid shall be within the permissible limits laid down under Section 197, Schedule V and all other applicable provisions of the Act. All other terms and conditions of his appointment and remuneration of Shri Sanjay N Damani as

a Whole-time Director of the Company, as approved by the Members at the 102nd Annual General Meeting held 5th August, 2015, remain unchanged.

The Members are being informed of the remuneration package by way of explanatory statement as given above.

The Board of Directors and the Executive Director have agreed in the revision of the terms of remuneration. After obtaining approval from Members, the Board will formally execute the supplementary Agreement with the Executive Director reflecting the terms.

The revision of the terms of remuneration of Shri Sanjay N Damani as the Executive Director are in line with provisions, Schedule V to the Act and subject to the approval of the Members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

For the purpose of compliance with Section 152 of the Act and for determining the Director liable to retire by rotation, Shri Sanjay N Damani, Executive Director of the Company shall be the director liable to retire by rotation and being eligible, has offered himself for re-appointment.

Shri Sanjay N Damani shall continue to hold his office of Executive Director, and re-appointment as such Director shall not be deemed to constitute a break in his office of the Director.

A copy of the supplementary Agreement is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the AGM.

Except Shri Nandan Damani and Shri Sanjay N Damani, none of the Directors is interested in the said remuneration payable to Shri Sanjay N Damani as the Executive Director of the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act.

The Board recommends the Resolution at Item No. 8 of the Notice for your approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN TERMS OF THE REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Re-appointment of Shri Sanjay N Damani (Item Nos. 3 and 8)

For the details of the re-appointment of Shri Sanjay N Damani as a Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 8 of the Notice of the AGM pursuant to the Companies Act, 2013.

Appointment of Shri Sabhapati G Shukla as an Independent Director (Item No. 5)

For the details of appointment of Shri Sabhapati G Shukla as an Independent Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 5 of the Notice of the AGM pursuant to the Companies Act, 2013.

Appointment of Smt. Sandhya R Kini as a Whole-time Director (Item No. 6)

For the details of appointment of Smt. Sandhya R Kini as a Whole-time Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 6 of the Notice of the AGM pursuant to the Companies Act, 2013.

Re-appointment of Shri Nandan Damani as a Managing Director (Item No. 7)

For the details of re-appointment of Shri Nandan Damani as a Managing Director of the Company, please refer to the above Explanatory Statement in respect to Special Business set out at Item No. 7 of the Notice of the AGM pursuant to the Companies Act, 2013.

By Order of the Board of Directors

Shekhar R Singh
Company Secretary

Mumbai, 10th May, 2017

CIN: L17110MH1912PLC000351

Registered Office:

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

SIMPLEX REALTY LIMITED

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the 104th Annual Report, together with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

(in ₹)

	2016-17	2015-16
Total Income	15,27,14,086	35,43,23,760
(Loss) / Profit before Depreciation, Finance Costs, Extraordinary Item and Taxation	(2,22,28,716)	10,67,33,930
Less: Depreciation	12,36,459	23,97,855
Less: Finance Costs	30,16,897	19,953
(Loss) / Profit before Extraordinary Item and Tax	(2,64,82,072)	10,43,16,122
Less: Extraordinary Item	5,97,59,760	8,38,52,198
(Loss) / Profit before Tax	(8,62,41,832)	2,04,63,924
Less: Current tax	-	3,81,38,062
Deferred tax	(2,54,85,815)	(16,81,161)
Taxes of earlier years (net)	-	92,349
Loss for the year	(6,07,56,017)	(1,60,85,326)
Add: Balance in the statement of Profit and Loss	44,92,63,182	46,89,48,876
Less: Appropriations		
Proposed Dividend on Equity Shares	23,93,106	29,91,382
Tax on Dividend	4,87,189	6,08,986
Closing Balance	38,56,26,870	44,92,63,182

DIVIDEND

The Directors are pleased to recommend Dividend on equity shares for the year ended 31st March, 2017 at ₹ 0.80/- (i.e. 8 %) per equity share of face value of ₹ 10/-, subject to approval of the Members at the Hundred and Fourth Annual General Meeting (AGM). The total cash out flow on account of equity dividend payment, including dividend distribution tax would be ₹ 28,80,295/- for the financial year 2016-17.

OPERATIONS

Your Company has reported total income of ₹ 15,27,14,086/- and the net Loss of ₹ 6,07,56,017/- during the year ended 31st March, 2017. During the year, the Company has written off ₹ 5,97,59,760/- out of advances given towards acquisition of land after adjusting the amount recovered and value of property acquired. As this amount is not recoverable, hence now

been written off and the same has been shown as an extraordinary item.

ASSOCIATE AND JOINT VENTURE COMPANIES

The Company has two associates viz. Simplex Papers Limited and Simplex Mills Company Limited. There are no joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 (the Act).

In terms of proviso to sub-section 3 of Section 129 of the Act, the salient features of the financial statements of the Associate Companies is set out in the prescribed form AOC-1 (Part 'B'—Associates and Joint Ventures) which forms part of the Annual Report.

PROJECT

The Company's project "Simplex KhushAangan" is a cluster of residential and commercial space located on prime location of S. V. Road, Malad (West), Mumbai.

The Company has received full Occupation Certificate for the said project. The Company has sold about 60 percent of carpet area in residential side and about 29 percent of carpet area of commercial. The Company has started giving possession to the buyers. During the year, the Company has recognized revenue from the project based on percentage completion method as per the guidance note issued by the ICAI.

The Company continues to focus on consolidation of its operations, rationalization of business and exploring the opportunities in the development and redevelopment of residential projects.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount of principal or interest on deposits 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

Smt. Anna Malhotra, who was an Independent Director, submitted her resignation on 10th October, 2016 due to her prolonged illness. The Board accepted her resignation and recorded the appreciation for contributions made during her association with the Company.

Shri Sanjay N Damani, an Executive Director, retires by rotation in compliance with Section 152 of the Act, at the AGM of the Company and being eligible, offers himself for re-appointment. The Board of Directors are also of the opinion that he fulfills all the conditions as mentioned in the Act. Upon his re-appointment as a Director, Shri Sanjay N Damani shall continue to hold his office of the Executive Director, and shall not be deemed to constitute a break in his office of the Executive Director.

Shri Sabhapati G Shukla was appointed as an Additional Director of the Company in the category of Independent Director with effect from 21st October, 2016 under Section 161 (1) of the Act read with Article 147 of the Article of Association of the Company. He holds office upto the date of the AGM.

Smt. Sandhya R Kini was appointed as an Additional Director with effect from 21st October, 2016. She holds office up to the date of the AGM. The Board of Directors of the Company at its meeting held on 21st October, 2016 has appointed Smt. Sandhya R Kini, as a Whole-time

Director designated as an Executive Director of the Company for a period of five years with effect from 21st October, 2016.

The Board of Directors of the Company at its meeting held on 10th May, 2017 has re-appointed Shri Nandan Damani, as a Managing Director designated as the Chairman and Managing Director of the Company for a period of three years with effect from 29th June, 2017.

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 under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The details of the Director being recommended for appointment and re-appointment are contained in the accompanying Notice of the AGM.

No Key Managerial Personnel has been appointed or has retired or resigned during the year.

BOARD EVALUATION

Pursuant to the provisions of the Act and the Listing Regulations, a structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering 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 Director was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, four Board meetings were held. The details of the meetings are given in Corporate Governance Report which forms part of this Report.

REMUNERATION AND NOMINATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy is given in the Corporate Governance Report which forms part of this Report.

SIMPLEX REALTY LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization programme for Independent Directors of the Company. The details of the said 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 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 IV** and form part of this Report.

AUDITORS

At the 101st Annual General Meeting held on 6th August, 2014, M/s. Dayal and Lohia, Chartered Accountants, Mumbai (ICAI Firm Regn. No. 102200W) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of that AGM until the conclusion of the 4th consecutive AGM held thereafter (subject to ratification of the appointment by the Members at every AGM held after that AGM).

In terms of the first proviso to Section 139 of the Act read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the appointment of the Auditor shall be subject to ratification by the Members at every AGM till the expiry of his term. Accordingly, the appointment of M/s. Dayal and Lohia, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company, is placed for ratification by the Members.

In this regard, the Company has received a certificate from the Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 139 read with Section 141 of the Act. The Auditors have given an un-modified opinion (s) report on the financial statements for the year under review.

SECRETARIAL AUDIT

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. There is no secretarial audit qualification, reservation or adverse remark for the year under review.

CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance requirements as stipulated under the Listing Regulations. 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 judgments 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, 2017 and 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 to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. there is a proper systems to ensure compliance with the provisions of all applicable laws and that such systems were 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, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no transactions during the year which would require to be reported in Form AOC-2. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or

other designated persons which may have a potential conflict with the interest of the Company at large during the year that would have required Members approval under the Listing Regulations.

The policy on Related Party Transactions as approved by the Board is available on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of Education and Skill development and Health care including preventing health care and providing educational aid under the sector of literacy.

These projects are largely in accordance with Schedule VII of the Act. The details of Committee and its terms of reference are set out in Corporate Governance Report. The Annual Report on CSR activities is attached as **Annexure I** and forms part of this Report.

RISK MANAGEMENT

Risk management Policy has been developed and implemented. The Board is kept informed of the risk mitigation measures being taken through risk mitigation report/operation report. There are no current risks which threaten the existence of the Company.

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company has in place an adequate system of internal controls. It has documented policies and procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations. The details of the internal controls system are given in the Management Discussion and Analysis Report and forms part of this Report.

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 detail of the Policy is explained in the Corporate Governance Report and is also available on the Company's website.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is attached as **Annexure III**.

STOCK EXCHANGE

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2017-18 has been paid.

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

Considering the Company's business activities, 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.

Foreign Exchange Transactions:	2016-17	2015-16
Foreign Exchange Earnings (₹)	Nil	Nil
Foreign Exchange Outgo (₹)	9,34,830/-	9,82,325/-

DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARRASSMENT ACT, 2013

There was no complaint reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGMENT

Your Directors place on record their appreciation for the assistance and support extended by all Government Authorities, Financial Institutions, Banks, Consultants, Solicitors and Members 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

Nandan Damani
Chairman & Managing Director

Mumbai, 10th May, 2017

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy including, overview of projects or programmes proposed to be undertaken.**

Web-link to the CSR Policy:

http://www.simplex-group.com/upload_pdf/21524CSR%20Policy%20-%205.8.2015-SRL.pdf

2. **The composition of the CSR Committee:-**

Shri S K Somany – Chairman
Shri Nandan Damani
Shri Sanjay N Damani

3. **Average net profit of the Company for last 3 financial years:**

Average net profit: ₹ 6,47,27,090/-

4. **Prescribed CSR Expenditure (2% of this amount as in 3 above):**

The Company is required to spend ₹ 12,94,542/- towards CSR.

5. **Details of CSR spend for the financial year:**

a) **Total amount spent for the year:** ₹ 13,00,000/-

b) **Amount unspent, if any :** Nil

c) **Manner in which the amount spent during the financial year is detailed below:**

(In ₹)

Sr No.	Projects/Activities	Sector	Locations	Amount outlay (Budget) project or programmes wise	Amount spent on the project/ programmes	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*
			Districts (State)				
1	Educational Scholarship, Bridge Education , Tuition Support, Book Provisioning, Setting up library and providing educational aid	Literacy	Shahapur (Thane - Maharashtra)	12,94,542	13,00,000	13,00,000	13,00,000
				12,94,542	13,00,000	13,00,000	13,00,000

*The details of the implementing Agency:

Archana Educational Trust

Registration No.E- 18185, Mumbai.

Address: 81, Laspalmas, Little Gibbs Road,

Malbar Hill, Mumbai- 400006

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2017

[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 Realty Limited
Mumbai.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Simplex Realty Limited** (CIN L17110MH1912PLC000351) and having its registered office at 30 Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400011 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 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:

We 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, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the audit period**);

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 2009 (**Not applicable to the Company during the audit period**);
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the audit period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the audit 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 (**Not applicable to the Company during the audit period**);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**); and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The provisions of Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 and the rules made thereunder are specifically applicable to the Company based on their sector/industry.

SIMPLEX REALTY LIMITED

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines etc. mentioned above.

We 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting

members' views are captured and recorded as part of the minutes.

We 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, standards and guidelines.

We further report that during the audit period the Company adopted a new set of Articles of Association in line with the provisions of the Companies Act, 2013 with the approval of the Members by way of Special Resolution passed at the 103rd Annual General Meeting held on 9th August, 2016.

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

For **Manish Ghia & Associates**
Company Secretaries

A. N. Sarma
Partner

FCS 4557 C.P. No. 7812

Mumbai, 10th May, 2017

Annexure A

To
The Members,
Simplex Realty Limited
Mumbai.

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Whenever required, we 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 Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our 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 nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Manish Ghia & Associates**
Company Secretaries

A. N. Sarma
Partner

FCS 4557 C.P. No. 7812

Mumbai, 10th May, 2017

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1	CIN	L17110MH1912PLC000351
2	Registration Date	6 th November, 1912
3	Name of the Company	Simplex Realty Limited
4	Category / Sub-Category of the Company	Company having Share Capital
5	Address of the Registered office Contact details	30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai 400011 Tel No. 022-23082951 E-mail: company-secretary@simplex-group.com
6	Whether listed company	Yes
7	Name, Address and Contact details of Share Transfer Agent, if any	Freedom Registry Limited Plot No. 101/102, 19 th Street, MIDC, Satpur, Nashik – 422007 Tel No. 0253-2354032 E-mail: support@freedomregistry.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Construction & Real Estate Development	4100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Simplex Papers Ltd. 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400011	L21010MH1994PLC078137	Associate	49.01	2(6)
2	Simplex Mills Company Ltd. 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai - 400011	L65900MH1998PLC16585	Associate	48.99	2(6)

SIMPLEX REALTY LIMITED

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	237906	-	237906	7.95	245384	-	245384	8.20	0.25
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1316956	-	1316956	44.03	1316981	-	1316981	44.03	-
e) Banks /FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	1554862	-	1554862	51.98	1562365	-	1562365	52.23	0.25
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Others – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub- Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1) + (A)(2)	1554862	-	1554862	51.98	1562365	-	1562365	52.23	0.25
B. Public Shareholding									
(1) Institutions									
a) Mutual Fund / UTI	-	400	400	0.01	-	400	400	0.01	-
b) Banks / FI	325	9046	9371	0.32	325	9046	9371	0.32	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	776694	-	776694	25.96	776694	-	776694	25.96	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	777019	9446	786465	26.29	777019	9446	786465	26.29	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non – Institutions									
a) Bodies Corporate									
i) Indian	30032	4635	34667	1.16	39152	4217	43369	1.45	0.29
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	380544	206061	586605	19.61	361147	201244	562391	18.80	-0.81
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	14889	-	14889	0.50	21629	-	21629	0.72	0.22
c) Others (HUF, Clearing Members, Foreign National, NRIs, Trusts)	11785	2109	13894	0.46	13054	2109	15163	0.51	0.05
Sub – Total (B)(2)	437250	212805	650055	21.73	434982	207570	642552	21.48	-0.25
Total Public Shareholding (B)=(B)(1)+(B)(2)	1214269	222251	1436520	48.02	1212001	217016	1429017	47.77	-0.25
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2769131	222251	2991382	100.00	2774366	217016	2991382	100.00	-

SIMPLEX REALTY LIMITED

ii. Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% Change in Shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
A. Individual							
a. Nandan Damani	113109	3.78	-	120587	4.03	-	0.25
b. Nandan Damani - HUF	300	0.01	-	300	0.01	-	-
c. Kamladevi Devratan Bagri	33	-	-	33	-	-	-
d. Nalini Somany	511	0.02	-	511	0.02	-	-
e. Sanjay N Damani	61553	2.06	-	61553	2.06	-	-
f. Shashi A Patodia	10414	0.34	-	10414	0.34	-	-
g. Shreelekha N Damani	51936	1.74	-	51936	1.74	-	-
h. Sumita Somany	50	-	-	50	-	-	-
B. Bodies Corporate							
a. Lucky Vyapaar and Holdings Pvt. Ltd.	743040	24.84	-	743040	24.84	-	-
b. New Textiles Pvt. Ltd.	573916	19.19	-	573941	19.19	-	-
Total (A+B)	1554862	51.98	-	1562365	52.23	-	0.25

iii. Change in Promoters' Shareholding (Please specify, if there is no change)

Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (From 01.04.2016 to 31.03.2017)		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1. Nandan Damani					
a. At the Beginning of the year	113109	3.78	-	-	
b. Changes during the year					
Date	Reason				
06.01.2017	Buy	4102	0.14	117211	3.92
13.01.2017	Buy	2162	0.07	119373	3.99
03.02.2017	Buy	1214	0.04	120587	4.03
c. At the end of the year		-	-	120587	4.03
2. New Textiles Pvt. Ltd.					
a. At the Beginning of the year	573916	19.19	-	-	
b. Changes during the year					
Date	Reason				
24.02.2017	Buy	25	0.00	573941	19.19
c. At the end of the year		-	-	573941	19.19

SIMPLEX REALTY LIMITED

iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (From 01.04.2016 to 31.03.2017)		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1. Life Insurance Corporation of India					
a. At the Beginning of the year	685741	22.92	-	-	
b. Changes during the year	No change during the year				
c. At the end of the year	-	-	685741	22.92	
2. The Oriental Insurance Company Ltd.					
a. At the Beginning of the year	90900	3.04	-	-	
b. Changes during the year	No change during the year				
c. At the end of the year	-	-	90900	3.04	
3. Tapan Kumar Dey					
a. At the Beginning of the year	14889	0.50	-	-	
b. Changes during the year					
Date	Reason				
06.05.2016	Buy	271	0.01	15160	0.51
13.05.2016	Buy	100	0.00	15260	0.51
10.06.2016	Buy	421	0.01	15681	0.52
17.06.2016	Buy	300	0.01	15981	0.53
24.06.2016	Buy	800	0.03	16781	0.56
30.06.2016	Buy	678	0.02	17459	0.58
07.07.2016	Buy	600	0.02	18059	0.60
19.08.2016	Buy	328	0.01	18387	0.61
02.09.2016	Buy	431	0.02	18818	0.63
14.10.2016	Buy	500	0.02	19318	0.65
28.10.2016	Buy	117	0.00	19435	0.65
18.11.2016	Buy	76	0.00	19511	0.65
31.12.2016	Buy	118	0.01	19629	0.66
13.01.2017	Buy	1200	0.04	20829	0.70
10.02.2017	Buy	800	0.02	21629	0.72
c. At the end of the year		-	-	21629	0.72

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (From 01.04.2016 to 31.03.2017)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
4. Laxmi Devi Damani				
a. At the Beginning of the year	8500	0.28	-	-
b. Changes during the year				
Date Reason				
20.05.2016 Buy	300	0.01	8800	0.29
c. At the end of the year	-	-	8800	0.29
5. VSL Securities Pvt. Ltd.				
a. At the Beginning of the year	8000	0.27	-	-
b. Changes during the year	No change during the year			
c. At the end of the year	-	-	8000	0.27
6. *Shrinathji Flour Mills Pvt. Ltd.				
a. At the Beginning of the year	0	0.00	-	-
b. Changes during the year				
Date Reason				
17.03.2017 Buy	7989	0.27		
c. At the end of the year	-	-	7989	0.27
7. Pratibha Maheshwari				
a. At the Beginning of the year	7834	0.26	-	-
b. Changes during the year	No change during the year			
c. At the end of the year	-	-	7834	0.26
8. Samanvitha Securities Pvt. Ltd.				
a. At the Beginning of the year	6816	0.23	-	-
b. Changes during the year:				
Date Reason				
30.06.2016 Buy	18	0.00	6834	0.23
c. At the end of the year	-	-	6834	0.23
9. Veena Vallabhadas Gandhi				
a. At the Beginning of the year	6955	0.23	-	-
b. Changes during the year	No change during the year			
c. At the end of the year	-	-	6955	0.23
10. Mahendra Girdharilal				
a. At the Beginning of the year	6266	0.21	-	-
b. Changes during the year	No change during the year			
c. At the end of the year	-	-	6266	0.21

*The Shareholder bought the shares during the year and the same has been reflected as one of the Top ten Shareholder as on 31st March, 2017.

SIMPLEX REALTY LIMITED

v. Shareholding of Directors and Key Managerial Personnel

For Each of the Director and Key Managerial Personnel	Shareholding at the beginning of the year (As on 01.04.2016)		Shareholding at the end of the year (As on 31.03.2017)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1 Nandan Damani Chairman & Managing Director				
At the beginning of the year	113109	3.78	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)				
Date	Reason			
06.01.2017	Buy	4102	0.14	117211
13.01.2017	Buy	2162	0.07	119373
03.02.2017	Buy	1214	0.04	120587
At the end of the year	-	-	120587	4.03
2. Sanjay N Damani Executive Director				
At the beginning of the year	61553	2.06	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	61553	2.06
3. Sandhya R Kini Executive Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	Appointed as an Additional Director w.e.f. 21.10.2016			
At the end of the year	-	-	100	0.00
4. S K Somany Non-Executive Independent Director				
At the beginning of the year	900	0.03	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	900	0.03

For Each of the Director and Key Managerial Personnel	Shareholding at the beginning of the year (As on 01.04.2016)		Shareholding at the end of the year (As on 31.03.2017)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
5. V B Haribhakti Non-Executive Independent Director				
At the beginning of the year	300	0.01	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	-	-	300	0.01
6. Sabhapati G Shukla Non-Executive Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	Appointed as an Additional Director w.e.f. 21.10.2016			
At the end of the year	-	-	135	0.00
7. Surendra Kabra Chief Financial Officer				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
At the end of the year	-	-	-	-
8. Shekhar R Singh Company Secretary				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
At the end of the year	-	-	-	-

Shri T.C. Suseel Kumar and Shri Vijay S. Jindal, Directors of the Company did not hold any Shares during the year.

SIMPLEX REALTY LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(in ₹)

	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	3,74,51,046	-	3,74,51,046
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,74,51,046	-	3,74,51,046
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	17,11,465	-	17,11,465
Net Change	-	(17,11,465)	-	(17,11,465)
Indebtedness at the end of the financial year				
i) Principal Amount	-	3,57,39,581	-	3,57,39,581
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,57,39,581	-	3,57,39,581

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

(in ₹)

Sr. No.	Particulars of Remuneration	Shri Nandan Damani (CMD)	Shri Sanjay N Damani (ED)	Smt. Sandhya R Kini (ED)	Total Amount
	Gross Salary				
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	50,40,000	2,93,076	1,18,969	54,52,045
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	3,36,000	1,95,383	86,062	6,17,445
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	53,76,000	4,88,459	2,05,031	60,69,490

B. Remuneration to other Directors:

(in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Shri V B Haribhakti	Shri S K Somany	Smt Anna Malhotra	Shri Vijay S Jindal	Shri Sabhapati G Shukla	Shri T C Suseel Kumar	
		Independent Director	Independent Director	Independent Director	Independent Director	Independent Director	Non-Executive Director	
1	Independent Directors							
	Fee for attending Board/ Committee Meetings	1,00,000	1,00,000	20,000	30,000	50,000	-	3,00,000
	Commission	-	-	-	-	-	-	-
	Other, please specify	-	-	-	-	-	-	-
	Total (B) (1)	1,00,000	1,00,000	20,000	30,000	50,000	-	3,00,000
2	Other Non-Executive Directors							
	Fee for attending Board/ Committee Meetings	-	-	-	-	-	30,000	30,000
	Commission	-	-	-	-	-	-	-
	Other, please specify	-	-	-	-	-	-	-
	Total (B)(2)	-	-	-	-	-	30,000	30,000
	Total (B) = (1) +(2)	1,00,000	1,00,000	20,000	30,000	50,000	30,000	3,30,000

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri Surendra Kabra	Shri Shekhar R Singh	
		(CFO)	(CS)	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	34,00,000	12,25,000	46,25,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	44,863	44,863
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (C)	34,00,000	12,69,863	46,69,863

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Property/ Punishment/ Compounding fees imposed	Authority	Appeal made, if any (give details)
				[RD/NCLT/ COURT]	
A. COMPANY					
Penalty					
Punishments					
Compounding					
B. DIRECTORS					
Penalty					
Punishments					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishments					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW OF THE ECONOMY

The prospect for economic growth became buoyant with the agrarian and rural economy benefiting from a good monsoon after two successive rain-deficient years. The growth was affected in the last four months of the year by the impact of the demonetization scheme.

The economy of India is the seventh-largest in the world measured by nominal Gross Domestic Product (GDP) and the third-largest by purchasing power parity.

According to the Central Statistical Organisation's first advance estimates for 2016–17, the GDP is expected to grow by 7.1 percent, which is slower than 7.6 percent in the previous year. However, this discounts the impact of demonetization. Factoring in this impact, we expect the growth to decline by another about 50 basis points.

As a momentous year for the country marked by two landmark economic reforms even as the global economic scenario was indifferent. The first is the Goods and Services Tax (GST), a single tax intended to replace the existing Central and State indirect taxes, which is expected to come into force in 2017. The second reform was the rollout of the demonetization scheme in early November. In the long run, this reform aims to usher in greater transparency in financial transactions and a transition towards a cashless economy. In the short term, it has squeezed liquidity and consumption across the economy, notably in the construction sector.

According to The World Bank Report, the Indian economy will likely to grow at 7.6 percent in 2016-17, followed by further acceleration to 7.7 percent in 2017-18 and 7.8 percent in 2018-19.

The outlook for 2017 brightens as liquidity in the economy moves towards normalization, with expectations for early revival and growth in overall consumption across several sectors including construction and building materials.

The Union Budget for 2017-2018 was welcomed for its thrust on the rural sector, infrastructure development, housing and a boost to the overall

investment climate. If 2017 also experiences a normal monsoon, GDP growth is likely to rebound in the second half of the year. Better liquidity and improved tax collections will enhance government's ability to spend on infrastructure and other development projects, leading to faster growth.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The real estate sector is one of the most globally recognised sectors. Real estate and construction is a pivotal cog of economic growth for India, as it contributes the third highest share to the Indian economy and is also the second largest employer after agriculture and is slated to grow at 30 percent over the next decade.

The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

It is also expected that, this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term.

The Indian real estate has come a long way and is today one of the fastest markets in the world. Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country.

The Indian real estate market is expected to touch US \$ 180 billion by 2020. The housing sector alone contributes 5-6 percent to the country's GDP. In the period 2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 percent.

Real estate sector is one of the most critical sector of Indian economy due to its huge multiplier effect on the economy. Any impact on real estate sector has a direct bearing on economic growth. 100 percent Foreign Direct Investment (FDI) was permitted for Indian real estate sector in 2005, which had led to a boom in investment and developmental activities in later years.

The real estate is not only the biggest contributor to GDP of the country but is also the fourth largest sector in terms of FDI inflows in the country.

According to Department of Industrial Policy and Promotion (DIPP), total FDI inflow in construction development sector (including townships, housing, built-up infrastructure) during April 2000 to December, 2016 has been around US\$ 24287 million which is about 8 percent of total FDI inflows (in terms of US\$) from April 2000 to December, 2016.

Residential real estate segment

The residential real estate segment which contributes about 80 percent to the real estate sector is expected to grow significantly over the next few decades. The residential real estate comprises of residential buildings and integrated townships. Integrated townships include multiple residential building complexes along with other amenities like schools and hospitals.

According to a report by the Bain & Company, the Indian residential real estate market has immense potentials. The real estate demand of the nation stands at about 880 million square feet. The report predicts that the real estate market will grow at a pace of 9 percent annually and is likely to reach 1.35 billion square feet by the year 2020. Out of this, the residential real estate market is expected to drive 85 percent of the total demand.

This growth in the real estate market in India is primarily driven by the growing urbanization and increasing affordability of the people, better macroeconomic conditions, and greater access to credit and also due to the shift of unorganized real estate construction to an organized development.

Under the 'Affordable Housing in India', the house for the economically weaker section and lower income group households, is expected to account for 85-90 percent of the total residential development (number of housing units) i.e. about 40-45 million housing units by 2028. Affordable housing in India ranges from 250-650 square feet (one or two bedroom set) and typically costs between USD 8,000-17,000 per unit. Considering an average housing size of 400 square feet, India requires about 18-20 billion square feet of development in this segment alone.

Commercial real estate segment

The commercial real estate segment includes office spaces, IT parks, retail, healthcare, hospitality, industries and Special Economic Zones. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space.

The Commercial real estate much contrary to the residential segment has witnessed sustained demand during 2016 primarily from industries like IT/ ITeS, Consulting, Telecom, E-commerce and start-ups etc. The demand was partially offset due to scarcity of Grade –A quality office spaces, which has led to deferral of leasing or curtailment of the same.

According to the Colliers International, expects the demand for office space to stay strong in 2017 on the back of low supply and lack of availability of Grade A office spaces. It also expects more companies using co-working spaces to adopt a flexible working strategy. According to the agency, while supply in 2017 is expected to remain at 35 million square feet, absorption is being pegged at nearly 42 million square feet reflecting a demand supply mismatch. Even in 2016 and 2015, supply remained at 27.2 million square feet and 33 million square feet across major eight cities while absorption was 41.6 million square feet and 40 million square feet respectively

Office space required by e-Commerce/ start-ups and consulting firms rose, as these sectors are expected to continue with headcount addition to accommodate their business growth in the years to come. This will boost the growth in IT/ITES, Banking Financial Services and Insurance and Manufacturing sectors resulting in significant demand for office space. Together, these three sectors occupy more than 75 percent of the total office space in India.

Corporate entities have already begun rolling out their expansion plans due to improving sentiments in the country. The anticipated revival of the economy is expected to be a key trigger for the segment. Given that the market has seen oversupply in the last few years, the gap between demand and supply is likely to shorten, leading to a further increase in rentals.

Retail real estate segment

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It accounts for over 10 percent of the country's GDP and around 8 percent of the employment. India is the world's fifth largest global destination in the retail space.

The retail sector in India is expected to grow to US\$ 1 trillion by 2020, registering a CAGR of 16.7 percent over 2015-20.

The Boston Consulting Group and Retailers Association of India published a report titled, 'Retail 2020- Retrospect, Reinvent, Rewrite', highlighted that India's retail market is expected to nearly double to US\$ 1 trillion by 2020 from US\$ 600 billion in 2015, driven by income growth, urbanisation and attitudinal shifts.

India's Business to Business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020. Online retail is expected to be at par with the physical stores in the next five years.

India is expected to become the world's fastest growing e-commerce market, driven by robust investment in the sector and rapid increase in the number of internet users. Various agencies have high expectations about growth of Indian e-commerce markets. Indian e-commerce sales are expected to reach US\$ 120 billion by 2020 from US\$ 30 billion in 2016.

E-commerce is expanding steadily in the country. Customers have the ever increasing choice of products at the lowest rates. E-commerce is probably creating the biggest revolution in the retail industry, and this trend would continue in the years to come. Retailers should leverage the digital retail channels (e-commerce), which would enable them to spend less money on real estate while reaching out to more customers in tier-2 and tier-3 cities.

The current size of modern retail is around US\$ 46.5 billion, which is 9 percent of total retail market. As per industry estimates, by 2020, it is likely to see business worth US\$ 150 billion.

The Government has approved a proposal to scrap the distinctions among different types of overseas investments by shifting to a single composite limit, which means portfolio investment up to 49 per cent

will not require government approval nor will it have to comply with sectorial conditions as long as it does not result in a transfer of ownership and/or control of Indian entities to foreigners. As a result, foreign investments are expected to increase, especially in the attractive retail sector.

3. OPPORTUNITIES

India is one of the fastest growing economies in the world and real estate has been one of the thriving sectors. Several steps taken by the Government, from the Real Estate Regulatory Act i.e. The Real Estate (Regulation and Development) Act, 2016 (RERA) and the Goods and Services Tax (GST), to Real Estate Investment Trust (REITs) and the latest demonetization drive have all been steps towards bringing in transparency in the sector and boosting the confidence of consumers, developers and investors. The Union Budget 2017 has proposed several positive measures to strengthen the edifice of the Indian real estate sector

- The tax period for capital gains has been reduced to two years from three years. This means that lesser capital gain tax will be in the offing for those intending to sell their property after a span of two years of purchase, as against three years.
- The announcement of affordable housing being given Infrastructure status is a welcome move and will act as a catalyst to meet the objectives of Housing to all by 2022.
- Additional refinance of ₹ 20,000 crore from National Housing Bank and lower interest rates resulting from increased liquidity in the banking sector would add to the funds for the sector at lower costs to the ultimate consumer.

The Budget 2017-18 has proposed an additional ₹ 50,000 deduction on interest on loans for first home buyers and 100 percent deduction for profit on development of affordable housing, besides exempting REITs from dividend distribution tax. This will boost both housing demand and supply significantly in the affordable housing space.

Growing requirements of space from sectors such as education, healthcare and tourism provide opportunities in the real estate sector with IT parks, retail, hospitality, special economic zones, financial

services, telecom and other new age sectors taking center stage will continue providing tremendous room for growth in commercial office space.

Urban population has been increasing and is expected to cross 600 million by 2030. Urbanization and growing household income are some of the major factors that influence demand for residential real estate and growth in the retail sector.

The Government also amended the rules for FDI in the construction sector by reducing minimum built-up area as well as the capital requirement, while also easing the exit norms. The market expects that these relaxations will go a long way in attracting more investments in the sector.

4. THREATS

- Depressed demand, together with increased construction costs - both material and labour which has been putting pressure on the cost of projects and profit margins.
- Non-availability of land within city limits along with rising land and construction costs, making affordable housing projects unviable.
- Low focus on housing for EWS and LIG segment from the developer fraternity owing to lack of effective policy framework.
- The lengthy and complex approval process leads to a high gestation period which eventually results in project cost escalation by 20-30 percent.
- Any adverse move by the banking sector towards the lending policy on the real estate loans may increase the cost of borrowing.
- The delay in approvals of project and amendments in the various Rules and Regulations can adversely impact new launches and increase in the cost of the projects. Retrospective applicability of policy changes may impact profitability.
- Acute shortage of skilled workforce at all levels.

On Going Project

The Company's project "Simplex KhushAangan" is a cluster of residential and commercial space located on prime location of S. V. Road, Malad (west), Mumbai. The Company has received full Occupation Certificate for the said project. The Company has sold about 60% of carpet area in residential side and about 29% of carpet area of commercial. The Company has started giving possession to the buyers. During the year, the Company has recognized revenue from the project based on percentage completion method as per the guidance note issued by the ICAI.

The Company continues to focus on consolidation of its operations, rationalization of business and exploring the opportunities in the development and redevelopment of residential projects.

5. OUTLOOK

The strong economic growth of the country is one of the factors behind the growth of the real estate sector. While the whole economy is going through the policy reform, real estate sector remained in headlines due to many policy level changes. RERA, Benami Transaction Prohibition (Amendment) Act 2016, amendments in REITs regulations, GST and Demonetisation, were the ones that were considered to have the potential to change the way real estate sector work. All these changes are perceived to be the game changers for the industry in coming years.

Going towards the real improvement and perking up of the sector revival in the economy, reducing inflation and improving regulatory environment in the real estate sector, coupled with schemes like Smart Cities, AMRUT and 'Housing for All by 2022', are beginning to have a positive influence on the real estate sector.

It is imminent that with the moves by the Government like demonetisation and digital economy the un-organized and the less organized segment of Real estate sector like any other trade and services with high cash economy will be all together wiped out in due course. This will, naturally create a 'Demand High' 'Supply Less' situation, more particularly in mid-market and affordable housing segment - given less number of players on the ground. Home buyers should realize this aspect and understand that pricing is a critical

factor in the current market scenario and no player will lose the chance to offer the best possible price in order to secure his business.

6. RISKS AND CONCERNS

The Company's ability to foresee and manage business risks is crucial in achieving favorable results. While management is positive about the Company's long term outlook, we are subject to few risks and uncertainties as given below:

Market price fluctuation

The performance of your company may be affected by the sales at a price which are driven by prevailing market conditions, the nature and location of the projects.

Price risk of the inputs

The primary building materials like steel and cement are subject to price volatility due to general economic conditions, competition, production levels, transportation costs and domestic and import duties and any adverse impact of rise in input cost will have impact on the profitability of the Company.

Development risk

Development depends on several factors which include receipt of required approvals, weather conditions, labour availability, material shortages etc. and any of these factor may have an adverse impact on execution.

Economic risk

Any adverse change in any macroeconomic variables like GDP growth, interest rates, inflation, changes in tax, trade, fiscal and monetary policies etc. may adversely impact the Company's business, profitability and financial condition.

Health and safety risks

Real estate Companies constantly face the risk of injury or illness to the Company's or third parties' construction workers.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of internal control procedure commensurate with its size and nature of the business so as to ensure that all assets are safeguarded from loss, damage or disposition and ensure that all transactions are authorized, recorded and reported correctly and adequately. All operations parameters are periodically monitored and strengthened. The Company continuously upgrades these systems in line with best accounting practices. The internal control system is further supplemented by a programme of internal audit conducted by an independent firm of Chartered Accountants. The Audit Committee reviews the effectiveness of internal controls and suggests improvements for strengthening them whenever required.

8. FINANCIAL AND OPERATING PERFORMANCE

The total income of the Company for the current year is ₹15,27,14,086/- as against ₹35,43,23,760/- during the previous year. The Company has incurred a net loss of ₹6,07,56,017/- during the current year as against the loss of ₹1,60,85,326/- in the previous year. The EPS for the current year is ₹(20.31) as against ₹(5.38) in the previous year. During the year, the Company has written off ₹5,97,59,760/- out of advances given towards acquisition of land after adjusting the amount recovered and value of property acquired. As this amount is not recoverable, hence now been written off and the same has been shown as an extraordinary item.

9. HUMAN RESOURCES

Employees are the key to achieve the Company's objectives and strategies. The Company provides to the employees a fair equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth.

We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment.

The industrial relations remained cordial during the year.

10. CAUTIONARY STATEMENT

The statements in this report on "Management Discussion and Analysis", describing the Company's objectives, estimations, expectations or projections, outlook etc., may constitute forward

looking statements within the meaning of the applicable Rules, Laws and Regulations. Actual results may vary from such expectations, projections etc., whether express or implied. These statements are based on certain assumptions and expectations of future events over which the Company has no direct control.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is aimed to enhance the confidence among shareholders, customers, employees and ensuring a long term relationship of trust by maintaining transparency and disclosures. The Company believes in maintaining highest standards of quality and ethical conduct, in all the activities of the Company.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is given below:

2. BOARD OF DIRECTORS

a) Composition

The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2017, the Board comprises of three Executive Directors and five Non-Executive Directors. The composition of the Board is in compliance with the requirements of Regulation 17 of the Listing Regulations as on 31st March, 2017.

None of the Directors on the Board is a Member of 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, 2017, 4 (four) Board Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2016, 9th August, 2016, 21st October, 2016 and 25th January, 2017.

Attendance of Directors at Board Meetings during 2016-17 and Directorship(s) and Committee Chairmanship(s)/Membership(s) of other companies as on 31st March, 2017

Name of the Director	Category	No. of Board Meetings held - 4	No. of Directorship(s) and Committee Chairmanship(s)/Membership(s)			Attended Last AGM @ 9 th August, 2016
			Attended	Other Directorship(s)*	Committee Chairmanship(s)**	
Shri Nandan Damani	Executive	4	5	1	3	Yes
Shri Sanjay N Damani	Executive	4	2	-	-	Yes
¹ Smt. Sandhya R Kini	Executive	2	-	-	-	NA
Shri V B Haribhakti	Independent Non-Executive	4	2	2	-	Yes
Shri S K Somany	Independent Non-Executive	4	5	3	1	Yes
² Smt. Anna Malhotra	Independent Non-Executive	1	1	-	1	No
Shri T C Suseel Kumar	Non-Executive	3	-	-	-	Yes
Shri Vijay S Jindal	Independent Non-Executive	3	-	-	-	Yes
³ Shri Sabhapti G Shukla	Independent Non-Executive	2	2	2	-	NA

* 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 all Public Limited Companies have been considered.*

Shri Nandan Damani and Shri Sanjay N Damani are related to each other.

¹*Appointed as a Whole-time Director w.e.f. 21st October, 2016.*

²*Ceased to be a Director w.e.f. 10th October, 2016.*

³*Appointed as an Additional Director w.e.f. 21st October, 2016.*

3. AUDIT COMMITTEE

During the year ended 31st March, 2017, 4 (four) Audit Committee Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2016, 9th August, 2016, 21st October, 2016 and 25th January, 2017.

The composition of the Audit Committee and the number of meetings attended by each Member during the year ended 31st March, 2017 is as follows:

Name of the Member	Designation	No. of Meetings held - 4
		Attended
Shri V B Haribhakti	Chairman	4
Shri S K Somany	Member	4
¹ Smt. Anna Malhotra	Member	1
² Shri Sabhapti G Shukla	Member	2

¹*Ceased to be a Member w.e.f. 10th October, 2016.*

²*Appointed as a Member w.e.f. 21st October, 2016.*

All the Members of the Audit Committee are financially literate and one Member has accounting and related financial management expertise.

The Company Secretary acts as the Secretary to the Committee.

The Audit Committee, as and when considers appropriate, invites the Statutory Auditors and Internal 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 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; and
 - 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 and Internal Auditors, adequacy of the internal control systems;

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- 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;
- Discussion with Internal Auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 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;
- 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, 2017, 3 (three) Nomination and Remuneration Committee Meetings were held. The dates on which the said meetings were held are as follows:

10th May, 2016, 21st October, 2016 and 25th January, 2017.

The composition of the Nomination and Remuneration Committee and the number of meetings attended by each Member during the year ended 31st March, 2017 is as follows:

Name of the Member	Designation	No. of Meetings held - 3
		Attended
Shri V B Haribhakti	Chairman	3
Shri S K Somany	Member	3
¹ Smt. Anna Malhotra	Member	1
² Shri Sabhapti G Shukla	Member	2

¹ Ceased to be a Member w.e.f. 10th October, 2016.

² Appointed as a Member w.e.f. 21st October, 2016.

The terms of reference of this Committee includes those specified under Regulation 19 read with Part D of Schedule II of the Listing Regulations in 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;
- To oversee the matters pertaining to HR Policies.

Non-Executive Directors are paid remuneration by way of sitting fees. The Commission payable to Executive and Non-Executive Directors is decided by the Nomination and Remuneration Committee.

The Company Secretary acts as the Secretary to the Committee.

REMUNERATION TO DIRECTORS

The Non-Executive Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them. They are also entitled to commission not exceeding 1% of net profits of the Company, if paid. The Nomination and Remuneration Policy, which was approved by the Board is available on the Company's website and a copy of the Policy is attached as **Annexure –A**.

Details of remuneration paid to Executive/Non-Executive Directors during the year ended 31st March, 2017 are as under:

Name of the Director	Designation	Remuneration (₹)
Shri Nandan Damani	Chairman & Managing Director	53,76,000
Shri Sanjay N Damani	Executive Director	4,88,459
Smt. Sandhya R Kini	Executive Director	2,05,031

Name of the Non- Executive Directors	Sitting fees (₹)
Shri V B Haribhakti	1,00,000
Shri S K Somany	1,00,000
Smt. Anna Malhotra	20,000
Shri T C Suseel Kumar	30,000
Shri Vijay S Jindal	30,000
Shri Sabhapati G Shukla	50,000

Details of shares of the Company held by Non-Executive Directors are as under:

Name of Member	No. of Equity Shares held
Shri V B Haribhakti	300
Shri S K Somany	900
Shri Sabhapati G Shukla	135

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended 31st March, 2017, 4 (four) Stakeholders' Relationship Committee Meetings

were held. The dates on which the said meetings were held are as follows:

10th May, 2016, 9th August, 2016, 21st October, 2016 and 25th January, 2017.

The composition of the Stakeholders' Relationship Committee and the number of meetings attended by each Member during the year ended 31st March, 2017 is as follows:

Name of Member	Designation	Number of Meetings held- 4
		Attended
Shri S K Somany	Chairman	4
Shri Nandan Damani	Member	4

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 Agents (STA) for handling the work related to securities and to delegate powers to the STA as may be deemed fit and to monitor all activities of the STA;

SIMPLEX REALTY LIMITED

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

Shri Shekhar R Singh, the Company Secretary is the Compliance officer.

INVESTOR RELATIONS

The total number of complaints received, resolved and pending during the year ended 31st March, 2017 was Nil.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with Section 135 of the Act, the Board has constituted a Corporate Social Responsibility Committee. The Corporate Social Responsibility Policy, which was approved by the Board is available on the Company's website and a copy of the Policy is attached as **Annexure –B**.

During the year ended 31st March, 2017, 1 (one) Corporate Social Responsibility Committee Meeting was held on 20th March, 2017.

The composition of the Corporate Social Responsibility Committee and the number of meetings attended by each Member during the year ended 31st March, 2017 is as follows:

Name of Member	Designation	Number of Meetings held- 1
		Attended
Shri S K Somany	Chairman	1
Shri Nandan Damani	Member	1
Shri Sanjay N Damani	Member	1

The terms of reference of the Committee is to comply with the requirements of Section 135 of the Act, the Companies (Corporate Social

Responsibility Policy) Rules, 2014 and all other relevant compliances.

7. INDEPENDENT DIRECTORS' MEETING

During the year under review, Independent Directors met on 25th January, 2017, *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 Executive and Non-Executive Directors.
- Evaluation of the quality, quantity content and timeliness of flow of information between the Management and the Board.

8. GENERAL BODY MEETINGS

(i) Location, Time and Date of the AGMs held during the last three years:

Financial Year	Date of AGM	Time	Location of the Meeting
2013 – 2014	06.08.2014	11.30 A. M.	M. C. Ghia Hall, 4 th Floor, Bhogilal Hargovindas Building, 18/20, K. D. Marg, Kala Ghoda, Mumbai – 400 001
2014 – 2015	05.08.2015	11.30 A. M.	
2015 – 2016	09.08.2016	11.30 A. M.	

(ii) Special Resolutions passed in previous three AGMs:

AGM	Date of AGM	Special Resolutions
101 st	06.08.2014	Ratification of borrowing limit.
102 nd	05.08.2015	Nil
103 rd	09.08.2016	Adoption of New Set of the Articles of Association of the Company

No special resolution was put through Postal ballot at the last AGM nor is proposed at the forthcoming AGM.

9. DIRECTORS

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

10. 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 were in the ordinary course of business and 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.

The detailed suitable disclosure as required by the Accounting Standards (AS18) on material significant related party transactions has been made in the notes to the Financial Statements.

b) Compliance by the Company

The Company has adopted complied with the requirements of the Stock Exchange, 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 the Stock Exchange, 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. Such programmes provide an opportunity to the Independent Directors to interact with Senior Leadership team of the

Company and help them to understand the Company's strategy models, operations, services, product-offerings, finance, human resources and such other areas may arise from time to time.

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 has 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 Managing Director of the Company, forms part of this report.

f) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed Accounting Standards issued by the Institute of Chartered Accountant of India to the extent applicable.

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

The Chairman & Managing Director and Chief Financial Officer of the Company gave Annual Certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part 8 of Schedule II of the Listing Regulations and they also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the Listing Regulations. The annual certification is being annexed to this report.

i) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2017 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

11. MEANS OF COMMUNICATION

- The quarterly, half-yearly, nine months and full year results are published in The Financial Express (English edition) and Mumbai Lakshdeep (Regional edition).
- The Company has its own website i.e. **www.simplex-group.com** and has been uploading financial results and quarterly shareholding pattern along with other relevant information useful to investors on Company's website.
- At present, the Company does not make presentation to Institutional Investors or to the Analysts.
- The Management Discussion and Analysis is given separately in this Annual Report.

12. CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading in the shares of the Company which is in line with the Model Code as prescribed by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. 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.

13. GENERAL INFORMATION FOR MEMBERS

i)	Date, Time and Venue of forthcoming AGM	Date : Tuesday, the 8 th August, 2017 Time : 11.30 A.M. Venue: M.C. Ghia Hall, 4 th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001
ii)	Financial Calendar (2017 – 2018)	i) First Quarterly Results Upto 15 th August, 2017 ii) Second Quarterly Results Upto 15 th November, 2017 iii) Third Quarterly Results Upto 15 th February, 2018 iv) Annual Results Upto 30 th May, 2018
iii)	Date of Book Closure	From Wednesday, the 2 nd August, 2017 to Tuesday, the 8 th August, 2017 (both days inclusive)
iv)	Dividend payment date	On or after Tuesday, the 8 th August, 2017
v)	Listing on Stock Exchanges	BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai – 400 001
vi)	Security Code ISIN	503229 INE167H01014

vii) Market Price Data

The monthly high and low quotations of shares traded on the BSE from April, 2016 to March, 2017 are as follows:

Month	Volume	Price (₹)		BSE Sensex	
	(No. of shares)	High	Low	High	Low
April, 2016	3,476	93.20	77.25	26,100.54	24,523.20
May, 2016	3,484	100.10	82.50	26,837.20	25,057.93
June, 2016	6,403	92.00	78.50	27,105.41	25,911.33
July, 2016	10,545	90.40	77.95	28,240.20	27,034.14
August, 2016	3,993	84.90	76.30	28,532.25	27,627.97
September, 2016	4,694	86.90	77.65	29,077.28	27,716.78
October, 2016	6,456	95.00	78.10	28,477.65	27,488.30
November, 2016	3,917	95.35	80.00	28,029.80	25,717.93
December, 2016	9,537	99.75	81.90	26,803.76	25,753.74
January, 2017	3,882	104.80	87.65	27,980.39	26,447.06
February, 2017	8,534	100.50	85.00	29,065.31	27,590.10
March, 2017	15,077	105.20	87.15	29,824.62	28,716.21

viii) Share Transfer Agent

Freedom Registry Limited
 Plot No. 101/102, 19th Street,
 MIDC, Satpur, Nashik – 422 007
 Tel.: (0253) 2354032 Fax : (0253) 2351126
 E-mail: support@freedomregistry.in

ix) Share Transfer System

All shares sent or transferred in physical form are registered by the STA within 30 days of the lodgment, if documents, are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and confirmations are given to the respective Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited within 15 days.

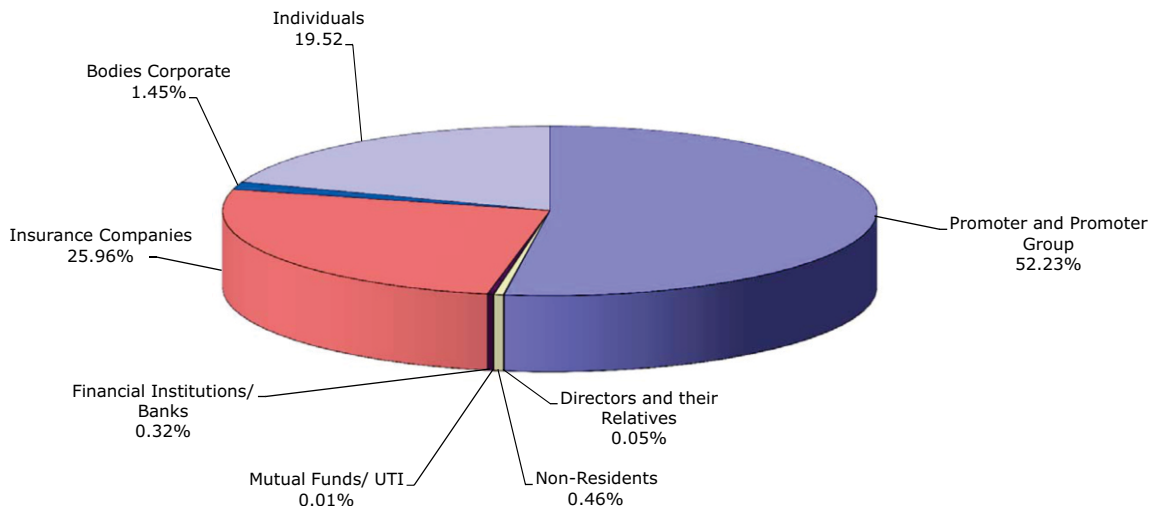
x) Shareholding Pattern as at 31st March, 2017.

	Category	Number of shares held	Percentage of Shareholding
(A)	Shareholding of Promoter and Promoter Group	15,62,365	52.23
(B)	Public shareholding		
(1)	Institutions		
	(a) Mutual Funds/ UTI	400	0.01
	(b) Financial Institutions/ Banks	9,371	0.32
	(c) Insurance Companies	7,76,694	25.96

SIMPLEX REALTY LIMITED

	Category	Number of shares held	Percentage of Shareholding
(2)	Non-Institutions		
	(a) Bodies Corporate	43,369	1.45
	(b) Individuals -		
	i. holding nominal share capital up to ₹ 2 lakh.	5,62,391	18.80
	ii. holding nominal share capital in excess of ₹ 2 lakh.	21,629	0.72
	(c) Non-Residents	13,728	0.46
	(d) Directors and their Relatives	1,435	0.05
	Total Public Shareholding (B)= (B)(1)+(B)(2)	14,29,017	47.77
	TOTAL (A)+(B)	29,91,382	100

Shareholding Pattern as on 31st March, 2017



Distribution of Shareholding as on 31st March, 2017

Category	Number of Shareholders	Percentage of Total number of Shareholders	Total Number of Shares	Percentage of Total Number of Shares
1 to 500	5,167	96.42	3,53,063	11.81
501 to 1,000	107	2.00	77,777	2.60
1,001 to 5,000	61	1.14	1,21,397	4.06
5,001 to 10,000	12	0.22	79,404	2.65
10,001 & above	12	0.22	23,59,741	78.88
Total	5,359	100	29,91,382	100

xi) Dematerialization of Shares and Liquidity

About 92.75 percent shares have been dematerialized as on 31st March, 2017. The Equity shares of the Company are traded on BSE Limited.

The Company has paid the Listing fees for the year 2017–2018 to the BSE Limited on which its shares are listed.

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

The Company has not made any ADRs, GDRs, Warrants or any convertible instruments issues in the recent past. Thus, there are no outstanding ADRs, GDRs, Warrants or any convertible instruments till date.

xiii) Corporate Identification Number (CIN):

L17110MH1912PLC000351

Registered Office:

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

xiv) Address for Investor Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, or any other query relating to shares, please write to:

Shri Shekhar R Singh
Company Secretary and Compliance Officer
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai – 400 011
Tel. : (022) 2308 2951
Fax : (022) 2307 2773
E-mail: investors@simplex-group.com
Website : www.simplex-group.com

OR

Freedom Registry Limited
Registered Office
Plot No. 101/102, 19th Street,
MIDC, Satpur, Nashik – 422 007
Tel. : (0253) 2354032
Fax : (0253) 2351126
E-mail: support@freedomregistry.in

Liasioning Office
104, BaySide Mall,
35/C, M.M. Malviya Marg,
Tardeo Road, Haji Ali,
Mumbai-400 034
Tel. : (022) 23525589

xv) Compliance with Listing Regulations

The Company has complied with all the mandatory requirements of the Listing Regulations. The certificate from Statutory Auditors of the Company on compliance of the conditions of Corporate Governance by the Company is annexed and form part of this Report.

xvi) Dematerialisation of Shares

Members are requested to convert their physical holdings to demat/electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held by them.

NOMINATION AND REMUNERATION POLICY

PREAMBLE

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and other employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company.

The Board of Directors (the Board) of Simplex Realty Limited (the Company) at its meeting held on 10th May, 2014 re-constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee in order to align with the terms of the provisions of Section 178 of the Companies Act, 2013 (the Act) read with Rules made thereunder and revised Clause 49 (IV) of the Listing Agreement with Stock Exchange now Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and subsequent amendments thereto from time to time.

The policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors at its meeting held on 12th November, 2014.

OBJECT AND PURPOSE

This policy shall act as a guideline for determining, *inter-alia*, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees. The policy is framed with the objective(s):

- That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the Company;
- That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- That the remuneration to Directors, Key Managerial Personnel, and other employees of the Company involves a balance between fixed

and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial Personnel and to determine their remuneration;
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry;
- To carry out evaluation of the performance of Directors, as well as Key Managerial Personnel and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

APPLICABILITY AND GOVERNING LAW

This policy is applicable to all Directors viz: Executive, Non-Executive and Independent, Key Managerial Personnel, Senior Management Personnel and other employees of the Company.

This policy shall be governed by the Act read with Rules made thereunder, as may be in force for the time being as well as the Listing Regulations or such other Rules/Regulations, as may be notified by the SEBI from time to time. Any references to statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other statutory provisions (whether before or after the date hereof) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).

DEFINITIONS

In this policy unless the context otherwise requires:

“**Act**” shall mean the Companies Act, 2013 and the Rules and Regulations notified thereunder.

“**Board of Directors**” or “**Board**” in relation to the Company means the collective body of the Directors of the Company.

“**Company**” means Simplex Realty Limited.

“**Directors**” means Directors of the Company.

“**Independent Director**” means a Director referred to in Section 149(6) of the Companies Act, 2013.

“**Key Managerial Personnel**” (**KMP**) in relation to a Company means

- i. the Chief Executive Officer, or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time director;
- iv. Chief Financial Officer; and
- v. such other officer as may be prescribed under the Act.

“**Senior Management Personnel**” mean employees of the Company who are members of its core management team excluding Board of Directors including the functional/vertical heads.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall have minimum three Directors as Members and out of which not less than one half shall be Independent Directors. The Nomination and Remuneration Committee comprises of the following Directors:

Shri V B Haribhakti	Non- executive Independent Director	Chairman
Shri S K Somany	Non- executive Independent Director	Member
Shri Sabhapati G Shukla	Non- executive Independent Director	Member

The Board has the power to reconstitute the Committee consistent with the Company’s policy and applicable statutory requirement.

ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The role of the Committee *inter-alia* will be the following:

- Identify person who is qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performances;
- Formulate a criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, KMP and Employees;
- Devising a policy on Board diversity;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Ensure that the Board comprises of a balanced combination of Executive Directors and Non-executive Directors and also the Independent Directors; and
- Decide/approve details of fixed components and performance linked incentives along with criteria.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

i. Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board about his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Shareholders of the Company.

ii. Term/Tenure

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION FOR DIRECTOR, KMP AND SENIOR MANAGEMENT

The general features of Remuneration for Director, KMP and Senior Management Personnel are as under:

- The remuneration/compensation/commission etc. to the Whole-time Director, Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director and Managing Director shall be in accordance with the provisions of the Act and the rules made thereunder.
- Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director and Managing Director.
- This Remuneration Policy shall apply to all future/continuing employment/ engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board meeting minutes.

i. Remuneration to Whole-time/ Executive/ Managing Director

Fixed pay

The Whole-time Director, Managing Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to Provident and Pension Fund, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director/ Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration

If any Whole-time Director/Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, or without the prior approval of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

ii. Remuneration/Commission to Non - Executive/ Independent Director

Remuneration/Commission

The remuneration/commission shall be in accordance with the provisions of the Act and the Rules made thereunder.

Sitting Fees

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. Further the boarding and lodging expenses shall be reimbursed to the Directors.

Commission

Commission may be paid within the monetary limit approved by Shareholders, subject to the limit not exceeding 1 percentage of the profits of the Company computed as per the applicable provisions of the Act.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

Review

This Policy shall be reviewed by the Board of Directors on its own and/or as per the recommendations of the Nomination and Remuneration Committee, as and when deemed fit.

CORPORATE SOCIAL RESPONSIBILITY POLICY

PREAMBLE

Corporate Social Responsibility (CSR) in India has traditionally been seen as a philanthropic activity and in keeping with the Indian tradition, it was an activity that was performed but not deliberated. India has seen a period of sustained economic growth during the last ten years. The Country however still continues to face major challenges like poverty, illiteracy, malnutrition, health hazards, gender bias, environmental problems etc. These have resulted in a large section of the population remaining as 'un-included' from the mainstream. It is necessary to address these challenges through sustainable efforts, both by Government and Private Sector Organizations. The Indian Business has traditionally been socially responsible. While a lot of human and economic resources are available for utilization in the corporate world; a suitable mechanism is necessary to channelize these resources for socio-economic development.

Keeping this in mind, the Ministry of Corporate Affairs had come out with a voluntary CSR Guidelines in 2009. The Companies Act, 2013 (the Act) has made it mandatory for certain class of Companies to adopt a Corporate Social Responsibility Policy and spend every year an amount prescribed in the Act, towards discharging its obligations towards the Society in terms of the CSR Policy adapted by it.

SHORT TITLE AND APPLICABILITY

This Policy may be termed as Simplex Realty Limited (SRL) Corporate Social Responsibility Policy. The Policy shall apply to all CSR initiatives and activities of SRL. The Policy has been framed in line with the provisions of Section 135 of the Act and Rules made thereunder.

OBJECTIVE

The Policy has been formulated in compliance with Section 135 of the Act read with applicable Rules made thereunder.

DEFINITIONS

In this policy unless the context otherwise requires:

“**Corporate Social Responsibility (CSR)**” means and includes but is not limited to projects/programmes

relating to activities specified in Schedule VII to the Act.

“**CSR Committee**” means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.

“**CSR Policy**” relates to the activities to be undertaken by the Company as specified in Schedule VII to the Act.

“**Net Profit**” means the net profit of the Company as per its financial statement prepared in accordance with applicable provisions of the Act (Section 198), but shall not include the following viz;

- i. Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise and
- ii. Any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act

Provided that net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956 shall not be required to be re-calculated in accordance with the provisions of the Act

CSR COMMITTEE

The SRL Corporate Social Responsibility Committee shall consist of three Directors amongst which one shall be an Independent Director. The Committee shall hold meetings as and when required, to discuss various issues on implementation of the CSR Policy of SRL.

The CSR Committee shall:

- a) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by SRL as specified in Schedule VII of the Act;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- c) Monitor the CSR Policy of SRL from time to time; and
- d) Any other matter as may be considered expedient

in furtherance of and to comply with the CSR Policy of SRL.

utilization of funds on such projects/programmes and also monitoring and reporting mechanism.

CSRACTIVITIES

SRL's CSR activities shall primarily include one or more of the items covered under Schedule VII of the Act with special focus on the following:

1. Promoting preventive health care, sanitation and making available safe drinking water and other activities contained in Schedule VII(i). The Company may be involved in these activities by way of adoption of one or more villages for overall development and livelihood enhancement.
2. Promoting education, other related activities and livelihood enhancement projects covered under Schedule VII(ii).
3. Activities relating to environmental sustainability, ecological balance and other activities contained in Schedule VII(iv).
4. Protection of national heritage, art and culture as contained in Schedule VII(v).
5. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports covered under Schedule VII(vii).
6. Contribution to various funds contained under Schedule VII.

The Board of Directors shall ensure that SRL spends at least 2 percent of the average net profits of the Company made during the 3 immediately preceding financial years in pursuance of its CSR Policy.

Apart from the CSR projects/programmes taken up by the Company itself, the Board of Directors may decide to undertake its CSR activities recommended by the CSR Committee, through a registered Trust or a registered society or a company established by SRL under Section 8 of the Act. Provided that –

- If such trust, society or company is not established by SRL or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programmes or projects;
- SRL shall specify the project/programmes to be undertaken through these entities by modalities or

SRL may also collaborate with other Companies for undertaking projects/programmes for CSR activities in such a manner that the Committees of the respective Companies are in a position to report separately on such projects/programmes.

SRL may build CSR capacities of their own personnel as well as of their implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed 5(five) percentage of the total CSR expenditure of SRL in a financial year.

CSR EXPENDITURE

For achieving, CSR objectives through implementation of meaningful and sustainable CSR programmes, SRL will allocate 2 percent of its average net profits made during the 3 immediately preceding financial years as its Annual CSR Budget.

The Annual CSR Budget shall be spent on activities laid down as above. The CSR projects / programmes or activities undertaken in India shall only amount to CSR Expenditure.

Any unspent/unutilized CSR allocation of a particular year, will be carried forward to the following year, i.e., the CSR Budget will be non-lapsable in nature.

CSR expenditure shall include all expenditure including contribution to corpus, for projects / programmes relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.

EXCLUSIONS

The CSR activities shall be undertaken by SRL (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

Any contribution of any amount directly or indirectly to any political party under Section 182 of the Act, by the Company shall not be considered as CSR activity.

The CSR projects/programmes or activities that benefit only to the employees of SRL and their families shall not be considered as CSR activities in accordance with Section 135 of the Act. Any surplus arising out of the

SIMPLEX REALTY LIMITED

CSR projects/programmes or activities shall not form part of the business profit of SRL.

IMPLEMENTATION

CSR programmes will be undertaken by SRL to the best possible extent within the defined ambit of the identified projects/programmes.

The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programmes.

By and large, it may be ensured that the CSR programmes shall be executed in and around the areas adjoining Company's workplace, Project sites, work centres, etc.

POWERS FOR APPROVAL

CSR programmes as may be identified by each work centre/corporate office will be required to be put up to the CSR Committee of the Board at the beginning of each financial year.

MONITORING AND FEEDBACK

To ensure effective implementation of the CSR programmes undertaken, a monitoring mechanism will be put in place by the Company. The progress of CSR programmes will be reported to corporate office on a monthly/quarterly basis.

The CSR Committee at the corporate office may conduct impact studies on a periodic basis through independent professional, third parties or professional institutions especially on the strategic and high value programmes.

Appropriate documentation of SRL's CSR Policy, annual CSR activities, executing partners, if any and expenditure entailed will be undertaken on a regular basis.

CSR initiatives of the Company will be reported in the Annual Report of SRL and the Board's Report in compliance with Section 135 and rules made thereunder. The CSR policy recommended by the CSR Committee and approved by the Board shall be displayed on the web-site of the Company at www.simplex-group.com.

GENERAL

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation and decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. SRL reserves the right to modify, add, or amend any of this Policy Rules / Guidelines.

**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 Management Personnel of the Company have affirmed adherence to and compliance with the Code of Conduct for the year ended 31st March, 2017.

For **Simplex Realty Limited**

Nandan Damani
Chairman & Managing Director

Mumbai, 10th May, 2017

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Simplex Realty Limited

We have examined the compliance of the conditions of Corporate Governance by Simplex Realty Limited for the year ended 31st March, 2017 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) with the BSE Limited.

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

In our opinion and based on the information and according to explanations given to us and the representations made by the management and to the best of our knowledge and belief, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Chapter IV of the Listing Regulations.

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

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No.31626

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

CERTIFICATION BY CEO/CFO UNDER REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors
Simplex Realty Limited

We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:

- a) i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in

the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- d) We have indicated, to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman &
Managing Director

Mumbai, 10th May, 2017

INDEPENDENT AUDITORS' REPORT

To
**The Members of
Simplex Realty Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Simplex Realty Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made thereunder.

We conducted our audit in accordance with the

Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the 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, 2017;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016('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", a statement on the matters specified in paragraph 3 and 4 of the Order.

SIMPLEX REALTY LIMITED

2. 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 purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. 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. 25 of the financial statement);
- ii) The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, and
- iv) The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the disclosures are in accordance with the books maintained by the Company.

For Dayal and Lohia
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner

Mumbai, 10th May, 2017

Membership No. 31626

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our report to the members of Simplex Realty Limited ('the Company') for the year ended on 31st March, 2017. We report that:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Management of the Company has physically verified the fixed assets 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- ii) a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the 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.
- c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
- iii) According to the information and explanations given to us and on the basis of our examination of books of account, the Company has granted unsecured loan to company covered in the register maintained under section 189 of the Companies Act, 2013.
 - a) The terms and conditions of the loan given are not prejudicial to the Company's interest.
 - b) The schedule of repayment of principal and payment of interest has not been stipulated by the Company and hence, we are unable to make any comment on the regularity of repayment of principal and payment of interest.
 - c) The repayment terms are 'On demand' and hence, there is no overdue amount of principal and interest.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made; the Company has not given any guarantee or security.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Act, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any 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, 2017 for a period of more than six months from the date it became payable.
- b) According to the records of the Company and information and explanations given to us the following Income tax is due on account of dispute:

SIMPLEX REALTY LIMITED

Name of the Statute	Amount Involved (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax	37,96,850/-	AY 2014-15	CIT(Appeals)

According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax or service tax or duty of customs or duty of excise or value added tax on account of any disputes.

- viii) On the basis of our examination of the books and according to the information and explanations given to us, during the year, there are no defaults in repayment of dues to financial institutions, banks, Government or debenture holders.
- ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Dyal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SIMPLEX REALTY 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 Realty Limited** ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone 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 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 Companies Act, 2013.

Auditor's 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 ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, 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 31st March, 2017, 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.

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner

Mumbai, 10th May, 2017

Membership No. 31626

SIMPLEX REALTY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

	Note	As at 31.03.2017 ₹	As at 31.03.2016 ₹
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
Share capital	2	2,99,36,870	2,99,36,870
Reserves and surplus	3	1,10,69,22,037	1,17,05,58,349
		<u>1,13,68,58,907</u>	<u>1,20,04,95,219</u>
2. Non-Current Liabilities			
Long-term borrowings	4	3,33,95,141	3,58,21,025
Other long-term liability	6	6,40,000	-
Long-term provisions	7	15,73,613	12,69,801
		<u>3,56,08,754</u>	<u>3,70,90,826</u>
3. Current Liabilities			
Trade payables		88,89,594	2,19,72,875
Other current liabilities	8	4,28,69,694	4,47,88,923
Short-term provisions	9	67,93,072	3,23,68,433
		<u>5,85,52,360</u>	<u>9,91,30,231</u>
TOTAL		<u>1,23,10,20,021</u>	<u>1,33,67,16,276</u>
II ASSETS			
1. Non-Current Assets			
Fixed assets			
Tangible assets	10	1,27,08,112	1,37,84,301
Non-current investments	11	2,93,36,231	2,93,36,231
Deferred tax asset (net)	5	2,75,24,836	20,39,021
Long-term loans and advances	13	7,92,685	3,11,04,962
		<u>7,03,61,864</u>	<u>7,62,64,515</u>
2. Current Assets			
Current investments	12	8,22,293	7,96,970
Inventories	14	50,58,99,148	45,07,41,272
Trade receivables	15	49,33,547	3,66,657
Cash and cash equivalents	16	1,11,06,599	1,14,66,477
Short-term loans and advances	17	61,06,18,369	76,56,80,888
Other current assets	18	2,72,78,201	3,13,99,497
		<u>1,16,06,58,157</u>	<u>1,26,04,51,761</u>
TOTAL		<u>1,23,10,20,021</u>	<u>1,33,67,16,276</u>

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 1
NOTES FORMING PART OF FINANCIAL STATEMENTS 1 to 35

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	Note	2016-17 ₹	2015-16 ₹
I Revenue from operations	19	9,17,18,515	28,51,50,975
II Other income	20	6,09,95,571	6,91,72,785
III Total Revenue (I+II)		15,27,14,086	35,43,23,760
IV Expenses			
Cost of development/sales	21	11,59,42,068	19,63,28,296
Employee benefits expense	22	2,15,43,949	2,07,27,761
Finance costs	23	30,16,897	19,953
Depreciation	10	12,36,459	23,97,855
Other expenses	24	3,74,56,785	3,05,33,773
Total Expenses		17,91,96,158	25,00,07,638
V (Loss)/Profit before extraordinary item and tax (III-IV)		(2,64,82,072)	10,43,16,122
VI Extraordinary item (refer note 32)		5,97,59,760	8,38,52,198
VII (Loss)/Profit before tax (V-VI)		(8,62,41,832)	2,04,63,924
Current tax		-	3,81,38,062
Deferred tax		(2,54,85,815)	(16,81,161)
Taxes of earlier years (net)		-	92,349
VIII Loss for the period		(6,07,56,017)	(1,60,85,326)
Earnings per equity share	29		
(Face value of share ₹ 10/- each)			
Basic and Diluted earnings per share		(20.31)	(5.38)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 1 NOTES FORMING PART OF FINANCIAL STATEMENTS 1 to 35

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	₹	2016-17 ₹	₹	2015-16 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :				
NET (LOSS)/PROFIT BEFORE EXTRAORDINARY ITEM AND TAX		(2,64,82,072)		10,43,16,122
Adjustments for :				
Depreciation	12,36,459		23,97,855	
Interest expenses	30,16,897		19,953	
Dividend income	(82,450)		(87,336)	
Interest income	(5,09,02,044)		(5,94,53,409)	
Sundry balances written off/(back)-(net)	(376)		4,928	
Adjustments to the carrying amount of investments	(25,323)	(4,67,56,837)	77,039	(5,70,40,970)
OPERATING (LOSS) / PROFIT BEFORE WORKING CAPITAL CHANGES		(7,32,38,909)		4,72,75,152
(Increase)/Decrease in:				
Inventories	(5,51,57,876)		3,74,19,711	
Trade receivables	(45,66,890)		98,74,679	
Long-term loans and advances	3,03,12,277		(31,591)	
Short-term loans, advances and other assets	4,40,14,163		2,51,85,662	
Long-term provisions	3,03,812		8,61,124	
Trade payables	(1,30,82,799)		2,03,32,620	
Other long-term liabilities	6,40,000		(25,00,000)	
Other current liabilities	(19,19,229)		(7,57,11,741)	
Short-term provisions	2,97,080	8,40,538	10,36,706	1,64,67,170
CASH (USED IN)/GENERATED FROM OPERATIONS		(7,23,98,371)		6,37,42,322
Direct taxes paid		(3,46,40,284)		(1,03,69,180)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	(A)	(10,70,38,655)		5,33,73,142
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of fixed assets		(1,60,270)		(3,12,863)
Dividend received		82,450		87,336
Interest received		5,17,08,282		4,96,70,847
Inter corporate deposits (given) - net		6,40,91,464		(10,49,45,703)
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES	(B)	11,57,21,926		(5,55,00,383)

	2016-17 ₹	2015-16 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from/(Repayment) of borrowings (net)	(24,25,884)	(17,99,786)
Interest paid	(30,16,897)	(19,953)
Dividend paid (including dividend distribution tax)	(36,00,368)	(36,00,368)
NET CASH USED IN FINANCING ACTIVITIES (C)	(90,43,149)	(54,20,107)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(3,59,878)	(75,47,348)
CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR	1,14,66,477	1,90,13,825
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	1,11,06,599	1,14,66,477
Cash and cash equivalents comprise of :	As on	As on
	31.03.17	31.03.16
Balances with Banks :		
- in Current accounts	91,99,307	26,23,449
Cheques on hand	-	63,16,000
Cash on hand	41,409	1,85,522
Unclaimed dividend accounts*	18,65,883	23,41,506
	1,11,06,599	1,14,66,477

* Unclaimed dividend accounts which are not available for use by the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS - 1 TO 35

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

CORPORATE INFORMATION

Simplex Realty Limited ("the Company") is into real estate development. The Company develops residential as well as commercial properties in and around Mumbai. The Company is a public limited Company and is listed on BSE Limited.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation:

These financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. The GAAP comprises mandatory Accounting Standards notified by the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied.

(ii) Revenue Recognition:

The Company is following "Percentage of Completion Method" and revenue is recognized accordingly.

The "Guidance Note on Accounting for Real Estate Transactions (Revised 2012)" has been followed in respect of the Company's on-going project for which revenue is recognized for the first time.

The Company recognizes revenue in respect of sales in proportion to the actual cost incurred as against the total estimated project cost subject to achieving the threshold levels.

Determination of stage of completion is arrived based on the project cost incurred against the estimated cost.

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of technical nature, concerning where relevant, the percentage of completion, cost to completion, the expected revenue from the activity and the foreseeable losses to completion. Estimates of project income, as well as project cost, are reviewed periodically. The effect of changes, if any, to estimates is recognized in the financial statements for the period in which such changes are determined. Losses, if any, are fully provided for immediately. The Company recognizes revenue (i.e. its share in revenue) as per the terms of the agreements entered into with Developer or Land Owner following percentage of completion method.

All other income is recognized on accrual basis.

Dividend income is accounted when right to receive is established.

(iii) Tangible Fixed Assets:

All fixed assets are carried at cost less accumulated depreciation and impairment, if any. The cost of fixed assets includes expenses incidental to acquisition and installation. Interest on specific borrowings, obtained for the purposes of acquiring fixed assets is capitalized upto the date of commissioning of the assets.

(iv) Capital work-in-progress:

Capital work-in-progress is carried at cost. Cost comprises direct costs, related incidental expenses and interest on borrowings.

(v) Investments:

Investments are either classified as current or long term based on Management's intention at the time of purchase. Long term investments are carried at cost less provision recorded to recognize any decline, other than of a temporary nature, in the carrying value of each investment. Current investments are valued at cost or fair value whichever is lower and the resultant decline, if any, are charged to Statement of Profit and Loss.

(vi) Inventories:

Construction work-in-progress are valued at cost which includes cost of land, premium for development rights, construction cost, allocated interest and expenses incidental to the project undertaken by the Company. Inventory of completed flats is valued at lower of cost or net realisable value.

(vii) Borrowing Costs:

Borrowing costs attributable to the acquisition, construction or production 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. Interest and finance charges incurred in connection with borrowing of funds, which are

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

incurred for the development of long term projects are transferred to construction work-in- progress. All other borrowing costs are recognized as expense in the period in which these are incurred.

(viii) Depreciation:

Depreciation is provided on all fixed assets (excluding furniture and office equipments) on straight-line method and on furniture and office equipments on the written down value method based on the useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 and for the assets acquired prior to 1st April, 2014 the carrying amount as on 1st April, 2014 is depreciated over the remaining useful life based on the useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013.

(ix) Retirement Benefits:

Liabilities on account of gratuity and leave encashment benefit are determined by actuarial valuation at each balance sheet date using the Projected Unit Credit Method. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss for the period in which they occur. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The Company's contributions to provident fund, family pension fund and superannuation fund are recognised as expenses in the Statement of Profit and Loss in the period in which they are incurred.

(x) Taxation:

Current income tax is determined as the amount of tax payable in respect of taxable income for the period based on applicable tax rate and laws. Deferred tax is recognized on timing difference, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax effect is calculated using the tax rates and the tax laws enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty of realization, except in case of unabsorbed depreciation and business losses in respect of which, deferred tax asset is recognized only if the Company is virtually certain of having sufficient future taxable income against which the losses/depreciation can be set off. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realization.

(xi) Impairment of Assets:

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price 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. Assessment is also done at each Balance Sheet date as to whether there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased.

(xii) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

(xiii) Cash and Cash Equivalents:

Cash and cash equivalents include cash on hand, cheques on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(xiv) Use of Estimates:

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the date of financial statements and the reported amount of income and expenses during the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

2. SHARE CAPITAL	31.03.2017	31.03.2016
	₹	₹
AUTHORISED		
1,00,00,000 Equity Shares of ₹10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
29,91,382 (Previous year 29,91,382) Equity shares of ₹10/- each fully paid up (of which 360 (Previous year 360) shares remain to be exchanged for fractional certificates)	2,99,13,820	2,99,13,820
Add : Forfeited shares account	23,050	23,050
Total issued, subscribed and fully paid up share capital	<u>2,99,36,870</u>	<u>2,99,36,870</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2017		31.03.2016	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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 March, 2017		As at 31 March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Lucky Vyapaar and Holdings Pvt. Ltd.	7,43,040	24.84	7,43,040	24.84
Life Insurance Corporation of India	6,85,741	22.92	6,85,741	22.92
New Textiles Pvt. Ltd.	5,73,941	19.19	5,73,916	19.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

3. RESERVES AND SURPLUS	31.03.2017	31.03.2016
	₹	₹
CAPITAL RESERVE	60,71,263	60,71,263
SECURITIES PREMIUM ACCOUNT	1,43,23,904	1,43,23,904
GENERAL RESERVE		
Opening balance	70,09,00,000	70,09,00,000
Add: Amount transferred from surplus balance in Statement of Profit and Loss	-	-
Closing Balance	70,09,00,000	70,09,00,000
SURPLUS IN THE STATEMENT OF PROFIT AND LOSS		
Opening balance	44,92,63,182	46,89,48,876
Loss for the year	(6,07,56,017)	(1,60,85,326)
Less: Appropriations:		
Proposed dividend*	23,93,106	29,91,382
Tax on proposed dividend	4,87,189	6,08,986
Closing Balance	38,56,26,870	44,92,63,182
Total Reserves and Surplus	1,10,69,22,037	1,17,05,58,349

*The Board of Directors of the Company has proposed dividend of ₹ 0.80 (i.e. 8%) per equity share for the year 2016-17 amounting to ₹ 23,93,106/- (Previous year ₹ 1/- (i.e. 10%) amounting to ₹ 29,91,382/-)

4. LONG-TERM BORROWINGS	31.03.2017	31.03.2016
	₹	₹
Unsecured loan from other Term loan	3,33,95,141	3,58,21,025
	3,33,95,141	3,58,21,025

(Unsecured loan availed against the security of assets given by a company in which Directors are interested and carries interest @ 10.75% per annum and is repayable in equated monthly installment over a period of 10 years)

5. DEFERRED TAX (ASSET) / LIABILITY (NET)	31.03.2017	31.03.2016
	₹	₹
Deferred Tax Liability		
Long term capital gain on conversion of land into stock in trade	6,71,139	7,51,676
Gross deferred tax liability	6,71,139	7,51,676
Deferred Tax Assets		
1. Provision for gratuity	7,98,378	7,89,264
2. Provision for leave benefits	8,96,917	9,01,510
3. Property tax payable	4,25,689	2,43,675
4. Difference between tax depreciation and depreciation charged for financial reporting	6,56,027	8,56,248
5. Unabsorbed depreciation	4,90,929	-
6. Carried forward business losses	2,49,28,035	-
Gross deferred tax assets	2,81,95,975	27,90,697
Net deferred tax asset	(2,75,24,836)	(20,39,021)

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

6. OTHER LONG-TERM LIABILITY	31.03.2017	31.03.2016
	₹	₹
Security deposit	6,40,000	-
	6,40,000	-

7. LONG-TERM PROVISIONS	31.03.2017	31.03.2016
	₹	₹
For employee benefits (refer note 22)		
Gratuity	15,73,613	12,69,801
	15,73,613	12,69,801

8. OTHER CURRENT LIABILITIES	31.03.2017	31.03.2016
	₹	₹
Current maturities of long term debt	23,44,440	16,30,021
Advance received from customers	-	1,26,50,053
Lease rent payable	36,53,223	36,53,223
Unclaimed dividends	18,65,883	23,41,506
Other liabilities	2,85,62,994	1,06,39,216
Other payables		
Statutory dues	11,41,020	32,68,293
Liabilities for expenses	38,99,850	92,04,327
Others*	14,02,284	14,02,284
	4,28,69,694	4,47,88,923

* Others includes ex-employees dues (pending claims)

9. SHORT-TERM PROVISIONS	31.03.2017	31.03.2016
	₹	₹
For employee benefits - (refer note 22)		
Gratuity	10,10,133	10,10,780
Leave benefits	29,02,644	26,04,917
Others		
For taxation (net of advance payments)	-	2,51,52,368
Proposed dividend	23,93,106	29,91,382
Tax on proposed dividend	4,87,189	6,08,986
	67,93,072	3,23,68,433

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

10. TANGIBLE ASSETS

(In ₹)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2016	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2017	Upto 31st March, 2016	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016
Freehold Land (at cost)	50,00,318	-	-	50,00,318	-	-	-	-	50,00,318	50,00,318
Buildings	46,96,512	-	-	46,96,512	14,39,346	70,770	-	15,10,116	31,86,396	32,57,166
Plant and Machinery including Computers and Electrical Installations	18,60,279	1,54,780	-	20,15,059	15,95,981	99,646	-	16,95,627	3,19,432	2,64,298
Furniture and Office Equipments	39,66,644	5,490	-	39,72,134	32,71,200	2,14,025	-	34,85,225	4,86,909	6,95,444
Vehicles	1,24,16,375	-	-	1,24,16,375	78,49,300	8,52,018	-	87,01,318	37,15,057	45,67,075
Total	2,79,40,128	1,60,270	-	2,81,00,398	1,41,55,827	12,36,459	-	1,53,92,286	1,27,08,112	1,37,84,301
Previous Year	2,76,27,265	3,12,863	-	2,79,40,128	1,17,57,972	23,97,855	-	1,41,55,827		

11. NON-CURRENT INVESTMENTS

Details of other Investments - (valued at cost, unless stated otherwise)											
Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted / Unquoted	Partly/ Fully paid	Extent of Holding (%)		Value (₹)	
				31.03.2017	31.03.2016			31.03.2017	31.03.2016	31.03.2017	31.03.2016
I	Investments in Equity Instruments										
(a)	Simplex Mills Company Ltd.	Associate	10	14,70,000	14,70,000	Quoted	Fully Paid	48.99	48.99	1,46,10,800	1,46,10,800
(b)	Simplex Papers Ltd.	Associate	10	14,71,000	14,71,000	Quoted	Fully Paid	49.01	49.01	1,47,25,431	1,47,25,431
(c)	Universal Conveyor Beltings Ltd.	Others	10	27,500	27,500	Unquoted	Fully Paid	-	-	-	-
	Total Non-Current Investments									2,93,36,231	2,93,36,231

Particulars	31.03.2017 ₹	31.03.2016 ₹
Aggregate amount of quoted investments (Market value as on 31.03.2017 ₹ 3,60,05,290/- (31.03.2016 ₹ 1,51,58,010/-)	2,93,36,231	2,93,36,231
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	2,75,000	2,75,000

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

12. CURRENT INVESTMENTS - (At the lower of cost and fair value)

Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted/ Unquoted	Partly/ Fully paid	Value (₹)	
				31.03.2017	31.03.2016			31.03.2017	31.03.2016
I	Investments in Equity Instruments								
(a)	Peninsula Land Ltd.	Others	2	10,750	10,750	Quoted	Fully Paid	2,01,562	1,84,900
(b)	Prime Urban Development (I) Ltd.	Others	2	2,500	2,500	Quoted	Fully Paid	36,180	36,180
(c)	HDFC Ltd.	Others	2	1,400	1,400	Quoted	Fully Paid	4,483	4,483
(d)	Piramal Enterprises Ltd.	Others	2	2,832	2,832	Quoted	Fully Paid	2,36,224	2,36,224
(e)	Piramal Phytocare Ltd.	Others	10	276	276	Quoted	Fully Paid	22,784	19,486
(f)	Hindustan Unilever Ltd.	Others	1	360	360	Quoted	Fully Paid	2,38,835	2,38,835
(g)	Delta Magnets Ltd.	Others	10	750	750	Quoted	Fully Paid	27,225	21,862
(h)	Morarjee Textiles Ltd.	Others	7	2,109	2,109	Quoted	Fully Paid	55,000	55,000
(i)	Integra Garments and Textiles Ltd.	Others	3	2,109	2,109	Quoted	Fully Paid	-	-
	Total Current Investments							8,22,293	7,96,970

Particulars	31.03.2017 ₹	31.03.2016 ₹
Aggregate amount of quoted investments (Market value ₹ 82,82,931/- (Previous Year ₹ 51,40,680/-)	8,22,293	7,96,970
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	4,27,495	4,52,818

13. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good)

	31.03.2017 ₹	31.03.2016 ₹
Security deposits	6,62,685	9,78,962
Deposit towards property development	-	3,00,00,000
Loans to employees	1,30,000	1,26,000
	7,92,685	3,11,04,962

14. INVENTORIES

Construction work-in-progress

Realty stock

	31.03.2017 ₹	31.03.2016 ₹
Construction work-in-progress	46,15,23,030	41,72,91,042
Realty stock	4,43,76,118	3,34,50,230
	50,58,99,148	45,07,41,272

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

15. TRADE RECEIVABLES	31.03.2017	31.03.2016
(Unsecured, considered good)	<u>₹</u>	<u>₹</u>
Outstanding for a period of six months from the date they are due for payment	-	3,66,657
Others	49,33,547	-
	<u>49,33,547</u>	<u>3,66,657</u>
<hr/>		
16. CASH AND BANK BALANCES	31.03.2017	31.03.2016
	<u>₹</u>	<u>₹</u>
Cash and cash equivalents		
Balances with banks:		
In current accounts	91,99,307	26,23,449
Cheques on hand	-	63,16,000
Cash on hand	41,409	1,85,522
Unclaimed dividend accounts	18,65,883	23,41,506
	<u>1,11,06,599</u>	<u>1,14,66,477</u>
<hr/>		
17. SHORT-TERM LOANS AND ADVANCES	31.03.2017	31.03.2016
	<u>₹</u>	<u>₹</u>
Loans and advances to related parties		
Unsecured - considered good	7,76,71,632	7,76,71,632
- considered doubtful	-	-
	<u>7,76,71,632</u>	<u>7,76,71,632</u>
Provision for doubtful loans and advances	-	-
	(a) 7,76,71,632	<u>7,76,71,632</u>
Other Loans and Advances		
(Unsecured, considered good)		
Advance income tax (net of provisions for taxation)	94,87,915	-
Income tax paid against disputed demand	8,27,17,054	8,27,17,054
Advance towards land acquisition	-	9,81,00,000
Loans to employees*	3,60,500	5,61,000
Inter corporate deposits	34,39,78,004	40,80,69,467
Service tax receivables	58,65,733	66,81,451
Prepaid expenses	4,35,300	4,55,280
Advances paid towards project approvals	8,85,72,527	8,78,48,927
Other advances	15,29,704	35,76,077
	(b) 53,29,46,737	<u>68,80,09,256</u>
Total (a+b)	<u>61,06,18,369</u>	<u>76,56,80,888</u>
* includes due from officers of the Company	1,75,000	3,30,000

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

18. OTHER CURRENT ASSETS	31.03.2017	31.03.2016
	₹	₹
Revenue accrued but not due	4,54,720	79,24,762
Interest receivable	2,26,05,519	2,34,11,757
Others	42,17,962	62,978
	<u>2,72,78,201</u>	<u>3,13,99,497</u>

19. REVENUE FROM OPERATIONS	2016-17	2015-16
	₹	₹
Sale of products	9,17,18,515	28,51,50,975
	<u>9,17,18,515</u>	<u>28,51,50,975</u>

20. OTHER INCOME	2016-17	2015-16
	₹	₹
Interest on		
Bank deposits	35,458	3,68,904
Inter corporate deposits	4,97,40,665	5,46,74,964
Other deposits	11,25,921	44,09,541
Dividend on current investments	82,450	87,336
Building rent	99,35,754	96,32,040
Other non-operating income	50,000	-
Adjustments to the carrying amount of investments	25,323	-
	<u>6,09,95,571</u>	<u>6,91,72,785</u>

21. COST OF DEVELOPMENT / SALES	2016-17	2015-16
	₹	₹
Opening stock	41,72,91,042	41,51,70,429
Add: Expenditure/Transfers from advances during the year		
Materials, Structural, Labour and contract cost incurred	7,93,68,963	10,84,68,540
Rates and taxes	13,89,441	13,14,652
Professional charges	41,80,381	46,38,506
Other cost	8,17,74,460	3,95,08,792
Finance cost	43,86,699	49,78,095
Cost of realty stock	-	4,57,30,513
	<u>17,10,99,944</u>	<u>20,46,39,098</u>
Less: Transferred to realty stock	1,09,25,888	61,90,189
Less: Closing stock	46,15,23,030	41,72,91,042
Cost of sales	<u>11,59,42,068</u>	<u>19,63,28,296</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

22. EMPLOYEE BENEFITS EXPENSE

	2016-17 ₹	2015-16 ₹
Salaries and wages	1,95,10,646	1,88,41,720
Contribution to provident, superannuation and other funds	7,21,658	7,18,851
Staff welfare expenses	13,11,645	11,67,190
	<u>2,15,43,949</u>	<u>2,07,27,761</u>

Retirement benefit plans

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

I) Defined Contribution Plans

- a) Provident Fund
- b) Superannuation Fund and Pension Scheme, 1995

The Company has recognized the following amounts in the Statement of Profit and Loss which are included under Contribution to Provident, Superannuation and other fund;

	2016-17 ₹	2015-16 ₹
Contribution to:		
Provident fund	72,759	67,045
Superannuation fund	5,60,000	5,59,809
Pension fund	88,899	91,997

II) Defined Benefit Plans

- a) Contribution to Gratuity fund (Non- funded)
- b) Leave encashment (Non- funded)

In accordance with the Accounting Standard (AS 15) (Revised 2005) Employee Benefits, actuarial valuation was done in respect of the aforesaid defined benefit plans of gratuity and leave encashment based on the following assumptions:

	2016-17	2015-16
Actuarial assumptions		
Discount rate	7.31%	8.00%
Salary escalation rate	9.00%	10.00%
Attrition rate	0.50%	0.50%

GRATUITY

	2016-17 ₹	2015-16 ₹
A. Changes in value of obligations		
Liability at the beginning of the year	22,80,581	15,73,467
Interest cost	1,82,446	1,19,431
Current service cost	2,27,398	16,609
Benefit paid	-	(1,61,161)
Actuarial (gain)/loss on obligations	(1,06,679)	7,32,235
Liability at the end of the year	25,83,746	22,80,581

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

	2016-17 ₹	2015-16 ₹
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	25,83,746	22,80,581
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	25,83,746	22,80,581
- Current liability	10,10,133	10,10,780
- Non-current liability	15,73,613	12,69,801
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	1,82,446	1,19,431
Current service cost	2,27,398	16,609
Net Actuarial (gain)/loss recognized	(1,06,679)	7,32,235
Expenses recognized in the Statement of Profit and Loss	3,03,165	8,68,275
LEAVE ENCASHMENT	2016-17 ₹	2015-16 ₹
A. Changes in value of obligations		
Liability at the beginning of the year	26,04,917	14,14,201
Interest cost	2,08,393	1,11,980
Current service cost	12,68,842	1,25,720
Benefit paid	-	(28,908)
Actuarial (gain)/loss on obligations	(11,79,508)	9,81,924
Liability at the end of the year	29,02,644	26,04,917
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	29,02,644	26,04,917
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	29,02,644	26,04,917
- Current liability	29,02,644	26,04,917
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	2,08,393	1,11,980
Current service cost	12,68,842	1,25,720
Actuarial (gain)/loss recognized	(11,79,508)	9,81,924
Expenses recognized in the Statement of Profit and Loss	2,97,727	12,19,624

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

23. FINANCE COSTS	2016-17	2015-16
	₹	₹
Interest expenses on		
Term loan	43,61,699	49,78,095
Income tax	30,11,116	-
Others	5,781	19,953
Total finance costs	73,78,596	49,98,048
Less: Transferred to construction work-in-progress	43,61,699	49,78,095
Net finance costs	30,16,897	19,953

24. OTHER EXPENSES	2016-17	2015-16
	₹	₹
Electricity	4,72,348	4,75,534
Repairs to		
Buildings	3,48,442	6,14,222
Machinery	1,98,693	1,45,259
Others	1,94,639	3,22,831
Insurance	1,04,597	1,07,010
Rent	51,771	50,417
Rates and taxes	18,34,388	5,91,642
Advertisements	64,733	55,871
Business promotion expenses	3,85,495	1,71,034
Travelling and conveyance expenses	24,33,057	29,74,288
Legal and professional fees	1,60,86,540	1,46,49,446
Retainership fees	2,47,620	3,09,065
Printing, stationery and communication expenses	11,20,040	9,97,194
Bank charges	12,833	9,482
Interest receivable written off	60,32,845	-
Vehicles expenses	13,11,558	14,28,470
Flat maintenance expenses	12,45,326	29,19,280
Commission and Brokerage	3,00,000	-
Membership and subscription charges	5,12,974	3,94,574
Security charges	14,48,097	14,27,666
Sundry expenses	7,11,361	7,32,947
Directors' sitting fees	3,31,650	2,35,250
Corporate social responsibility expenses	13,00,000	13,00,000
Auditors' remuneration		
As Auditor		
Audit fee	2,77,010	2,75,000
Tax audit fee	25,253	25,000
For taxation matters	4,02,378	2,39,624
For reimbursement of expenses	3,137	5,628
Adjustments to the carrying amount of investments	-	77,039
	3,74,56,785	3,05,33,773

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

25. Contingent Liabilities not provided for

a) Claims against the Company not acknowledged as debt:

(In ₹)

	2016-17	2015-16
Appeals filed in respect of disputed demands:		
Relating to income tax where the Company is in appeal	7,70,57,999	7,32,61,149
Relating to income tax where Department is in appeal	54,46,63,110	54,46,63,110
Labour matters	1,35,327	1,35,327
Legal cases	34,05,600	34,05,600

b) The Company has received a demand notice of ₹ 17,15,65,324/- from the State Revenue Department on account of permission required for transfer of flats built out of FSI relating to Leasehold land in project "Planet Godrej". The Company filed a writ petition against the demand in the Hon'ble High Court of Bombay ("the Court") and the Court has stayed the demand order until a formal policy applicable to all leasehold lands is framed by the State. Further, the Court has ordered that as and when the policy is framed by the State, thereafter, the State shall approach the Hon'ble High Court of Bombay for amending the present order.

26. 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.

27. The lease of the land at Mumbai has expired and it is yet to be renewed by the Collector of Mumbai ("the Collector"). Pending renewal of the lease, the previously agreed lease rent continues to be paid by the Company on the basis of the expired lease agreement. The demands previously raised by the Collector have been set aside by the Hon'ble High Court of Bombay ("the Court"), and the Court has directed the Collector to re-assess the lease rent. As of the Balance Sheet date, no revised demand is received.

28. During the year, the Company has recognized ₹ 9,17,18,515/- as revenue from the on-going project "Simplex Khushaangan". The aggregate amount of cost incurred and the profit/(loss) recognized to date is ₹ 87,99,79,534/- and ₹ (15,35,59,496/-) respectively.

29. 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 / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

	Particulars	2016-17	2015-16
1	Loss after tax – ₹	(6,07,56,017)	(1,60,85,326)
2	Weighted average number of shares outstanding during the year	29,91,382	29,91,382
3	Face value of shares – ₹	10/-	10/-
4	Basic / Diluted EPS - ₹	(20.31)	(5.38)

30. The Company's main business activity constitutes developing real estate, which is the only reporting segment. The Company does not have any reportable geographical segment.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

31. Related party disclosure

(i) Related party relationship during the year

(a) Associates	Simplex Papers Ltd. Simplex Mills Company Ltd.
(b) Key Management Personnel	Mr. Nandan Damani - Managing Director Mr. Surendra Kabra - Chief Financial Officer Mr. Shekhar R Singh - Company Secretary
(c) Relative of Key Management Personnel	Mr. Sanjay N Damani Mrs. Shashi Patodia Mrs. Shivani Jatia
(d) Where persons mentioned in (b) or (c) exercise significant influence	The Nav Bharat Refrigeration and Industries Ltd. Lucky Vyapaar and Holdings Pvt. Ltd.

(ii) Transactions with related parties

(In ₹)

Type of related party	Description of the nature of transaction	Volume of transactions during 2016-17	Volume of transactions during 2015-16	As on 31.03.2017	As on 31.03.2016
(a) Associates					
Simplex Papers Ltd.	Loan given / (repaid) - net Amount written off	- -	(1,00,00,000) 11,33,15,805	- -	- -
Simplex Mills Company Ltd.	Loan given / (repaid) - net Receivable Interest received / accrued Interest amount written off	- - 60,32,845 60,32,845	5,35,000 - 60,45,678 -	- - 7,76,71,632 -	- 7,76,71,632 - -
(b) Key Management Personnel	Remuneration Sale of products* Installments/Other charges received against sale of flat	1,00,45,863 5,83,404 14,83,050	1,00,40,438 6,38,071 4,68,875	- - -	- - -
(c) Relative of Key Management Personnel	Salaries Directors' sitting fees Sale of products* Installments/ Other charges received against sale of flats *To the extent of revenue recognized during the year	4,88,459 - 11,46,759 29,26,352	4,21,547 10,000 12,50,543 9,17,876	- - - -	- - - -
(d) Where persons mentioned in (b) or (c) exercise significant influence					
a) Reimbursement of expenses received					
The Nav Bharat Refrigeration and Industries Ltd.		5,695	5,356	-	-
b) Security					
Security offered by Lucky Vyapaar and Holdings Pvt. Ltd. for loan availed		-	-	3,57,39,581	3,74,51,046

SIMPLEX REALTY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

32. During the year, the Company has written off ₹ 5,97,59,760/- out of advances given towards land acquisition after adjusting the amount realised and value of property acquired. The Company had given advances to a party towards land acquisition at Bangalore, but the title to the land was not clear and marketable and there are so many claimants on the same land parcels. Hence, the Company had entered into agreement with an intending buyer who was interested in acquiring the land parcels in that area and agreed to buy our rights on those land parcels against part payment and in exchange of 4 villas at Goa. The Company has acquired 4 villas at Goa from the buyer and after adjusting the amount realised and value of the property acquired at Goa, the balance amount of ₹ 5,97,59,760/- has been written off during the year and the same has been shown as an extraordinary item.

33. Expenditure in foreign currency	2016-17 ₹	2015-16 ₹
Travelling expenses	9,34,830	9,82,325

34. Specified Bank Notes

As per notification GSR 308 (E) dated 30th March, 2017 the details of Specified Bank Notes (SBN's) held and transacted during the period from 08th November, 2016 to 30th December, 2016 are provided as under:

(In ₹)

	SBN's	Other denomination notes	Total
Closing cash on hand as on 08.11.2016	78,000	25,000	1,03,000
Add: Permitted receipts	-	2,39,500	2,39,500
Less: Permitted payments	-	1,84,120	1,84,120
Less: Amount deposited in Bank	78,000	-	78,000
Closing cash on hand as on 30.12.2016	-	80,380	80,380

35. Previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

INDEPENDENT AUDITOR'S REPORT

To
**The Members of
Simplex Realty Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Simplex Realty Limited** ('the Company') and its associates (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

Board of Directors of the Company is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these

consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder:

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at 31st March, 2017;

SIMPLEX REALTY LIMITED

- b) in the case of the Consolidated Statement of Profit and Loss, of the consolidated Loss for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 31(iii) and 31(iv) to the Consolidated Financial statements which, indicates that the two associates which have been audited by another auditor has accumulated losses and its net worth has been fully eroded. This situation, along with other matters indicates the existence of an uncertainty that may cast doubt about the two associates ability to continue as a going concern. However, the financial statements of both the associates have been prepared on a going concern basis for the reason stated in the said note.

Other Matters

- a) The consolidated financial statements include the Group's share of net loss of ₹ Nil out of the total loss of ₹ 1,12,46,807/- for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of associates which are Simplex Mills Company Limited and Simplex Papers Limited, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

- 1. As required by Section 143 (3) of the Act, we report,

to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and the reports of the other auditors;
- c. The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors of the Company as on 31st March, 2017 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate companies incorporated in India, none of the directors of the Group is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g. 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – (refer note no. 25 of the consolidated financial statement).
- ii) Provision has been made in the consolidated

financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

ANNEXURE – 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SIMPLEX REALTY LIMITED AND ITS ASSOCIATE COMPANIES

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting of **Simplex Realty Limited** ("the Company") and its associate companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group 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 respective 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group'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 ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Group'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 Group'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 Group; (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 Group are being made only in accordance with authorizations of management and directors of the Group; and (3) provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the Group'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 and its associate companies, which are companies incorporated in India, have, 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 31st March, 2017, based on the internal control over financial reporting criteria established by the Group 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Mumbai, 10th May, 2017

Anil Lohia
Partner
Membership No. 31626

SIMPLEX REALTY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

	Note	As at 31.03.2017 ₹	As at 31.03.2016 ₹
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
Share capital	2	2,99,36,870	2,99,36,870
Reserves and surplus	3	1,07,75,85,806	1,14,12,22,118
		<u>1,10,75,22,676</u>	<u>1,17,11,58,988</u>
2. Non-Current Liabilities			
Long-term borrowings	4	3,33,95,141	3,58,21,025
Other long-term liability	6	6,40,000	-
Long-term provisions	7	15,73,613	12,69,801
		<u>3,56,08,754</u>	<u>3,70,90,826</u>
3. Current Liabilities			
Trade payables		88,89,594	2,19,72,875
Other current liabilities	8	4,28,69,694	4,47,88,923
Short-term provisions	9	67,93,072	3,23,68,433
		<u>5,85,52,360</u>	<u>9,91,30,231</u>
TOTAL		<u>1,20,16,83,790</u>	<u>1,30,73,80,045</u>
II ASSETS			
1. Non-Current Assets			
Fixed assets			
Tangible assets	10	1,27,08,112	1,37,84,301
Non-current investments	11	-	-
Deferred tax asset (net)	5	2,75,24,836	20,39,021
Long-term loans and advances	13	7,92,685	3,11,04,962
		<u>4,10,25,633</u>	<u>4,69,28,284</u>
2. Current Assets			
Current investments	12	8,22,293	7,96,970
Inventories	14	50,58,99,148	45,07,41,272
Trade receivables	15	49,33,547	3,66,657
Cash and cash equivalents	16	1,11,06,599	1,14,66,477
Short-term loans and advances	17	61,06,18,369	76,56,80,888
Other current assets	18	2,72,78,201	3,13,99,497
		<u>1,16,06,58,157</u>	<u>1,26,04,51,761</u>
TOTAL		<u>1,20,16,83,790</u>	<u>1,30,73,80,045</u>

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 1
NOTES FORMING PART OF FINANCIAL STATEMENTS 1 to 37

As per our report of even date attached

For and on behalf of the Board

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2017**

	Note	2016-17 ₹	2015-16 ₹
I Revenue from operations	19	9,17,18,515	28,51,50,975
II Other income	20	6,09,95,571	6,91,72,785
III Total Revenue (I+II)		15,27,14,086	35,43,23,760
IV Expenses			
Cost of development/sales	21	11,59,42,068	19,63,28,296
Employee benefits expense	22	2,15,43,949	2,07,27,761
Finance costs	23	30,16,897	19,953
Depreciation	10	12,36,459	23,97,855
Other expenses	24	3,74,56,785	3,05,33,773
Total Expenses		17,91,96,158	25,00,07,638
V (Loss)/Profit before extraordinary item and tax (III-IV)		(2,64,82,072)	10,43,16,122
VI Extraordinary item (refer note 33)		5,97,59,760	8,38,52,198
VII (Loss)/Profit before tax (V-VI)		(8,62,41,832)	2,04,63,924
Current tax		-	3,81,38,062
Deferred tax		(2,54,85,815)	(16,81,161)
Taxes of earlier years (net)		-	92,349
VIII Loss for the period		(6,07,56,017)	(1,60,85,326)
Share in losses of associates		-	54,03,127
IX Net loss after tax		(6,07,56,017)	(2,14,88,453)
Earnings per equity share	29		
(Face value of share ₹ 10/- each)			
Basic and Diluted earnings per share		(20.31)	(7.18)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 1
NOTES FORMING PART OF FINANCIAL STATEMENTS 1 to 37

As per our report of even date attached

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Surendra Kabra
Chief Financial Officer

Shekhar R Singh
Company Secretary

For and on behalf of the Board

Nandan Damani
Chairman and Managing Director

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	₹	2016-17 ₹	₹	2015-16 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :				
NET (LOSS)/PROFIT BEFORE EXTRAORDINARY ITEM AND TAX		(2,64,82,072)		10,43,16,122
Adjustments for :				
Depreciation	12,36,459		23,97,855	
Interest expenses	30,16,897		19,953	
Dividend income	(82,450)		(87,336)	
Interest income	(5,09,02,044)		(5,94,53,409)	
Sundry balances written off/(back)-(net)	(376)		4,928	
Adjustments to the carrying amount of investments	(25,323)	(4,67,56,837)	77,039	(5,70,40,970)
OPERATING (LOSS)/PROFIT BEFORE WORKING CAPITAL CHANGES		(7,32,38,909)		4,72,75,152
(Increase)/Decrease in:				
Inventories	(5,51,57,876)		3,74,19,711	
Trade receivables	(45,66,890)		98,74,679	
Long-term loans and advances	3,03,12,277		(31,591)	
Short-term loans, advances and other assets	4,40,14,163		2,51,85,662	
Long-term provisions	3,03,812		8,61,124	
Trade payables	(1,30,82,799)		2,03,32,620	
Other long-term liabilities	6,40,000		(25,00,000)	
Other current liabilities	(19,19,229)		(7,57,11,741)	
Short-term provisions	2,97,080	8,40,538	10,36,706	1,64,67,170
CASH (USED IN)/GENERATED FROM OPERATIONS		(7,23,98,371)		6,37,42,322
Direct taxes paid		(3,46,40,284)		(1,03,69,180)
NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES	(A)	(10,70,38,655)		5,33,73,142
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of fixed assets		(1,60,270)		(3,12,863)
Dividend received		82,450		87,336
Interest received		5,17,08,282		4,96,70,847
Inter corporate deposits (given) - net		6,40,91,464		(10,49,45,703)
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	(B)	11,57,21,926		(5,55,00,383)

	2016-17	2015-16
	₹	₹
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from/(Repayment) of borrowings (net)	(24,25,884)	(17,99,786)
Interest paid	(30,16,897)	(19,953)
Dividend paid (including dividend distribution tax)	(36,00,368)	(36,00,368)
NET CASH USED IN FINANCING ACTIVITIES (C)	(90,43,149)	(54,20,107)
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(3,59,878)	(75,47,348)
CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR	1,14,66,477	1,90,13,825
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	1,11,06,599	1,14,66,477
Cash and cash equivalents comprise of :	As on	As on
	31.03.17	31.03.16
Balances with Banks :		
- in Current accounts	91,99,307	26,23,449
Cheques on hand	-	63,16,000
Cash on hand	41,409	1,85,522
Unclaimed dividend accounts*	18,65,883	23,41,506
	1,11,06,599	1,14,66,477

* Unclaimed dividend accounts which are not available for use by the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS - 1 TO 37

As per our report of even date attached

For **Dayal and Lohia**
Chartered Accountants
Firm's Registration No.102200W

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Surendra Kabra
Chief Financial Officer

Shekhar R Singh
Company Secretary

For and on behalf of the Board

Nandan Damani
Chairman and Managing Director

S.K.Somany
Independent Director

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

CORPORATE INFORMATION

Simplex Realty Limited ("the Company") is into real estate development. The Company develops residential as well as commercial properties in and around Mumbai. The Company is a public limited Company and is listed on BSE Limited.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation:

These financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. The GAAP comprises mandatory Accounting Standards notified by the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied.

(ii) Principles of consolidation :

In the case of Associate Company, the Audited Financial Statements as on 31st March, 2017 have been consolidated as per the Accounting Standard – AS 23 "Accounting for Investments in Associates in Consolidated Financial Statements".

(iii) Revenue Recognition:

The Company is following "Percentage of Completion Method" and revenue is recognized accordingly.

The "Guidance Note on Accounting for Real Estate Transactions (Revised 2012)" has been followed in respect of the Company's on-going project for which revenue is recognized for the first time.

The Company recognizes revenue in respect of sales in proportion to the actual cost incurred as against the total estimated project cost subject to achieving the threshold levels.

Determination of stage of completion is arrived based on the project cost incurred against the estimated cost.

Determination of revenue under percentage of completion method necessarily involves making estimates, some of which are of technical nature, concerning where relevant, the percentage of completion, cost to completion, the expected revenue from the activity and the foreseeable losses to completion. Estimates of project income, as well as project cost, are reviewed periodically. The effect of changes, if any, to estimates is recognized in the financial statements for the period in which such changes are determined. Losses, if any, are fully provided for immediately. The Company recognizes revenue (i.e. its share in revenue) as per the terms of the agreements entered into with Developer or Land Owner following percentage of completion method.

All other income is recognized on accrual basis.

Dividend income is accounted when right to receive is established.

(iv) Tangible Fixed Assets:

All fixed assets are carried at cost less accumulated depreciation and impairment, if any. The cost of fixed assets includes expenses incidental to acquisition and installation. Interest on specific borrowings, obtained for the purposes of acquiring fixed assets is capitalized upto the date of commissioning of the assets.

(v) Capital work-in-progress:

Capital work-in-progress is carried at cost. Cost comprises direct costs, related incidental expenses and interest on borrowings.

(vi) Investments:

Investments are either classified as current or long term based on Management's intention at the time of purchase. Long term investments are carried at cost less provision recorded to recognize any decline, other than of a temporary nature, in the carrying value of each investment. Current investments are valued at cost or fair value whichever is lower and the resultant decline, if any, are charged to Statement of Profit and Loss.

(vii) Inventories:

Construction work-in-progress are valued at cost which includes cost of land, premium for development rights, construction cost, allocated interest and expenses incidental to the project undertaken by the Company. Inventory of completed flats is valued at lower of cost or net realizable value.

(viii) Borrowing Costs:

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are considered as

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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. Interest and finance charges incurred in connection with borrowing of funds, which are incurred for the development of long term projects are transferred to construction work-in- progress. All other borrowing costs are recognized as expense in the period in which these are incurred.

(ix) Depreciation:

Depreciation is provided on all fixed assets (excluding furniture and office equipment) on straight-line method and on furniture and office equipment on the written down value method based on the useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013 and for the assets acquired prior to 1st April, 2014, the carrying amount as on 1st April, 2014 is depreciated over the remaining useful life based on the useful life of the assets as prescribed in the Schedule II to the Companies Act, 2013.

(x) Retirement Benefits:

Liabilities on account of gratuity and leave encashment benefit are determined by actuarial valuation at each balance sheet date using the Projected Unit Credit Method. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss for the period in which they occur. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The Company's contributions to provident fund, family pension fund and superannuation fund are recognized as expenses in the Statement of Profit and Loss in the period in which they are incurred.

(xi) Taxation:

Current income tax is determined as the amount of tax payable in respect of taxable income for the period based on applicable tax rate and laws. Deferred tax is recognized on timing difference, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax effect is calculated using the tax rates and the tax laws enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty of realization, except in case of unabsorbed depreciation and business losses in respect of which, deferred tax asset is recognized only if the Company is virtually certain of having sufficient future taxable income against which the losses/depreciation can be set off. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realization.

(xii) Impairment of Assets:

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price 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. Assessment is also done at each Balance Sheet date as to whether there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased.

(xiii) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

(xiv) Cash and Cash Equivalents:

Cash and cash equivalents include cash on hand, cheques on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(xv) Use of Estimates:

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the date of financial statements and the reported amount of income and expenses during the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

2. SHARE CAPITAL	31.03.2017	31.03.2016
	₹	₹
AUTHORISED		
1,00,00,000 Equity Shares of ₹10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
29,91,382 (Previous year 29,91,382) Equity shares of ₹10/- each fully paid up (of which 360 (Previous year 360) shares remain to be exchanged for fractional certificates)	2,99,13,820	2,99,13,820
Add : Forfeited shares account	23,050	23,050
Total issued, subscribed and fully paid up share capital	<u>2,99,36,870</u>	<u>2,99,36,870</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	31.03.2017		31.03.2016	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,91,382	2,99,13,820	29,91,382	2,99,13,820

b. Terms/rights attached to the equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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 March, 2017		As at 31 March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Lucky Vyapaar and Holdings Pvt.Ltd.	7,43,040	24.84	7,43,040	24.84
Life Insurance Corporation of India	6,85,741	22.92	6,85,741	22.92
New Textiles Pvt.Ltd.	5,73,941	19.19	5,73,916	19.19

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

3. RESERVES AND SURPLUS	31.03.2017	31.03.2016
	₹	₹
CAPITAL RESERVE	60,71,263	60,71,263
Add: Capital reserve on investments in associates	13,00,34,532	13,00,34,532
Closing Balance	13,61,05,795	13,61,05,795
SECURITIES PREMIUM ACCOUNT	1,43,23,904	1,43,23,904
GENERAL RESERVE		
Opening balance	70,09,00,000	70,09,00,000
Add: Amount transferred from surplus balance in Statement of Profit and Loss	-	-
Less: Share of loss in associates	11,84,41,308	11,84,41,308
Closing Balance	58,24,58,692	58,24,58,692
SURPLUS IN THE STATEMENT OF PROFIT AND LOSS		
Opening balance	40,83,33,727	43,34,22,548
Loss for the year	(6,07,56,017)	(2,14,88,453)
Less: Appropriations:		
Proposed dividend*	23,93,106	29,91,382
Tax on proposed dividend	4,87,189	6,08,986
Closing Balance	34,46,97,415	40,83,33,727
Total Reserves and Surplus	1,07,75,85,806	1,14,12,22,118
*The Board of Directors of the Company has proposed dividend of ₹ 0.80 (i.e. 8%) per equity share for the year 2016-17 amounting to ₹ 23,93,106/- (Previous year ₹ 1/- (i.e. 10%) amounting to ₹ 29,91,382/-)		
4. LONG-TERM BORROWINGS	31.03.2017	31.03.2016
	₹	₹
Unsecured loan from other		
Term loan	3,33,95,141	3,58,21,025
	3,33,95,141	3,58,21,025
(Unsecured loan availed against the security of assets given by a company in which Directors are interested and carries interest @ 10.75% per annum and is repayable in equated monthly installment over a period of 10 years)		
5. DEFERRED TAX (ASSET) / LIABILITY (NET)	31.03.2017	31.03.2016
	₹	₹
Deferred Tax Liability		
Long term capital gain on conversion of land into stock in trade	6,71,139	7,51,676
Gross deferred tax liability	6,71,139	7,51,676
Deferred Tax Assets		
1. Provision for gratuity	7,98,378	7,89,264
2. Provision for leave benefits	8,96,917	9,01,510
3. Property tax payable	4,25,689	2,43,675
4. Difference between tax depreciation and depreciation charged for financial reporting	6,56,027	8,56,248
5. Unabsorbed depreciation	4,90,929	-
6. Carried forward business losses	2,49,28,035	-
Gross deferred tax assets	2,81,95,975	27,90,697
Net deferred tax asset	(2,75,24,836)	(20,39,021)

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

6. OTHER LONG-TERM LIABILITY	31.03.2017	31.03.2016
	₹	₹
Security deposit	6,40,000	-
	6,40,000	-

7. LONG-TERM PROVISIONS	31.03.2017	31.03.2016
	₹	₹
For employee benefits (refer note 22)		
Gratuity	15,73,613	12,69,801
	15,73,613	12,69,801

8. OTHER CURRENT LIABILITIES	31.03.2017	31.03.2016
	₹	₹
Current maturities of long term debt	23,44,440	16,30,021
Advance received from customers	-	1,26,50,053
Lease rent payable	36,53,223	36,53,223
Unclaimed dividends	18,65,883	23,41,506
Other liabilities	2,85,62,994	1,06,39,216
Other payables		
Statutory dues	11,41,020	32,68,293
Liabilities for expenses	38,99,850	92,04,327
Others*	14,02,284	14,02,284
	4,28,69,694	4,47,88,923

* Others includes ex-employees dues (pending claims)

9. SHORT-TERM PROVISIONS	31.03.2017	31.03.2016
	₹	₹
For employee benefits - (refer note 22)		
Gratuity	10,10,133	10,10,780
Leave benefits	29,02,644	26,04,917
Others		
For taxation (net of advance payments)	-	2,51,52,368
Proposed dividend	23,93,106	29,91,382
Tax on proposed dividend	4,87,189	6,08,986
	67,93,072	3,23,68,433

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

10. TANGIBLE ASSETS

(In ₹)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April, 2016	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2017	Upto 31st March, 2016	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016
Freehold Land (at cost)	50,00,318	-	-	50,00,318	-	-	-	-	50,00,318	50,00,318
Buildings	46,96,512	-	-	46,96,512	14,39,346	70,770	-	15,10,116	31,86,396	32,57,166
Plant and Machinery including Computers and Electrical Installations	18,60,279	1,54,780	-	20,15,059	15,95,981	99,646	-	16,95,627	3,19,432	2,64,298
Furniture and Office Equipments	39,66,644	5,490	-	39,72,134	32,71,200	2,14,025	-	34,85,225	4,86,909	6,95,444
Vehicles	1,24,16,375	-	-	1,24,16,375	78,49,300	8,52,018	-	87,01,318	37,15,057	45,67,075
Total	2,79,40,128	1,60,270	-	2,81,00,398	1,41,55,827	12,36,459	-	1,53,92,286	1,27,08,112	1,37,84,301
Previous Year	2,76,27,265	3,12,863	-	2,79,40,128	1,17,57,972	23,97,855	-	1,41,55,827		

11. NON-CURRENT INVESTMENTS

Details of other Investments - (valued at cost, unless stated otherwise)											
Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted / Unquoted	Partly/ Fully paid	Extent of Holding (%)		Value (₹)	
				31.03.2017	31.03.2016			31.03.2017	31.03.2016	31.03.2017	31.03.2016
I	Investments in Equity Instruments										
(a)	Simplex Mills Company Ltd.	Associate	10	14,70,000	14,70,000	Quoted	Fully Paid	48.99	48.99	-	-
(b)	Simplex Papers Ltd.	Associate	10	14,71,000	14,71,000	Quoted	Fully Paid	49.01	49.01	-	-
(c)	Universal Conveyor Beltings Ltd.	Others	10	27,500	27,500	Unquoted	Fully Paid	-	-	-	-
	Total Non-Current Investments									-	-

Particulars	31.03.2017 ₹	31.03.2016 ₹
Aggregate amount of quoted investments (Market value as on 31.03.2017 ₹ 3,60,05,290/- (31.03.2016 ₹ 1,51,58,010/-)	-	-
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	2,75,000	2,75,000

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

12. CURRENT INVESTMENTS - (At the lower of cost and fair value)

Sr. No.	Particulars	Associate/ Others	Face value	No. of Shares		Quoted/ Unquoted	Partly/ Fully paid	Value (₹)	
				31.03.2017	31.03.2016			31.03.2017	31.03.2016
I	Investments in Equity Instruments								
(a)	Peninsula Land Ltd.	Others	2	10,750	10,750	Quoted	Fully Paid	2,01,562	1,84,900
(b)	Prime Urban Development (I) Ltd.	Others	2	2,500	2,500	Quoted	Fully Paid	36,180	36,180
(c)	HDFC Ltd.	Others	2	1,400	1,400	Quoted	Fully Paid	4,483	4,483
(d)	Piramal Enterprises Ltd.	Others	2	2,832	2,832	Quoted	Fully Paid	2,36,224	2,36,224
(e)	Piramal Phytocare Ltd.	Others	10	276	276	Quoted	Fully Paid	22,784	19,486
(f)	Hindustan Unilever Ltd.	Others	1	360	360	Quoted	Fully Paid	2,38,835	2,38,835
(g)	Delta Magnets Ltd.	Others	10	750	750	Quoted	Fully Paid	27,225	21,862
(h)	Morarjee Textiles Ltd.	Others	7	2,109	2,109	Quoted	Fully Paid	55,000	55,000
(i)	Integra Garments and Textiles Ltd.	Others	3	2,109	2,109	Quoted	Fully Paid	-	-
	Total Current Investments							8,22,293	7,96,970

Particulars	31.03.2017 ₹	31.03.2016 ₹
Aggregate amount of quoted investments (Market value ₹ 82,82,931/- (Previous Year ₹ 51,40,680/-)	8,22,293	7,96,970
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	4,27,495	4,52,818

13. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good)

	31.03.2017 ₹	31.03.2016 ₹
Security deposits	6,62,685	9,78,962
Deposit towards property development	-	3,00,00,000
Loans to employees	1,30,000	1,26,000
	7,92,685	3,11,04,962

14. INVENTORIES

Construction work-in-progress

Realty stock

	31.03.2017 ₹	31.03.2016 ₹
Construction work-in-progress	46,15,23,030	41,72,91,042
Realty stock	4,43,76,118	3,34,50,230
	50,58,99,148	45,07,41,272

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

15. TRADE RECEIVABLES	31.03.2017	31.03.2016
(Unsecured, considered good)	<u>₹</u>	<u>₹</u>
Outstanding for a period of six months from the date they are due for payment	-	3,66,657
Others	49,33,547	-
	<u>49,33,547</u>	<u>3,66,657</u>

16. CASH AND BANK BALANCES	31.03.2017	31.03.2016
	<u>₹</u>	<u>₹</u>
Cash and cash equivalents		
Balances with banks:		
In current accounts	91,99,307	26,23,449
Cheques on hand	-	63,16,000
Cash on hand	41,409	1,85,522
Unclaimed dividend accounts	18,65,883	23,41,506
	<u>1,11,06,599</u>	<u>1,14,66,477</u>

17. SHORT-TERM LOANS AND ADVANCES	31.03.2017	31.03.2016
	<u>₹</u>	<u>₹</u>
Loans and advances to related parties		
Unsecured - considered good	7,76,71,632	7,76,71,632
- considered doubtful	-	-
	<u>7,76,71,632</u>	<u>7,76,71,632</u>
Provision for doubtful loans and advances	-	-
	(a) <u>7,76,71,632</u>	<u>7,76,71,632</u>
Other Loans and Advances		
(Unsecured, considered good)		
Advance income tax (net of provisions for taxation)	94,87,915	-
Income tax paid against disputed demand	8,27,17,054	8,27,17,054
Advance towards land acquisition	-	9,81,00,000
Loans to employees*	3,60,500	5,61,000
Inter corporate deposits	34,39,78,004	40,80,69,467
Service tax receivables	58,65,733	66,81,451
Prepaid expenses	4,35,300	4,55,280
Advances paid towards project approvals	8,85,72,527	8,78,48,927
Other advances	15,29,704	35,76,077
	(b) <u>53,29,46,737</u>	<u>68,80,09,256</u>
Total (a+b)	<u>61,06,18,369</u>	<u>76,56,80,888</u>

* includes due from officers of the Company 1,75,000 3,30,000

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

18. OTHER CURRENT ASSETS	31.03.2017	31.03.2016
	₹	₹
Revenue accrued but not due	4,54,720	79,24,762
Interest receivable	2,26,05,519	2,34,11,757
Others	42,17,962	62,978
	<u>2,72,78,201</u>	<u>3,13,99,497</u>

19. REVENUE FROM OPERATIONS	2016-17	2015-16
	₹	₹
Sale of products	9,17,18,515	28,51,50,975
	<u>9,17,18,515</u>	<u>28,51,50,975</u>

20. OTHER INCOME	2016-17	2015-16
	₹	₹
Interest on		
Bank deposits	35,458	3,68,904
Inter corporate deposits	4,97,40,665	5,46,74,964
Other deposits	11,25,921	44,09,541
Dividend on current investments	82,450	87,336
Building rent	99,35,754	96,32,040
Other non-operating income	50,000	-
Adjustments to the carrying amount of investments	25,323	-
	<u>6,09,95,571</u>	<u>6,91,72,785</u>

21. COST OF DEVELOPMENT / SALES	2016-17	2015-16
	₹	₹
Opening stock	41,72,91,042	41,51,70,429
Add: Expenditure/Transfers from advances during the year		
Materials, Structural, Labour and contract cost incurred	7,93,68,963	10,84,68,540
Rates and taxes	13,89,441	13,14,652
Professional charges	41,80,381	46,38,506
Other cost	8,17,74,460	3,95,08,792
Finance cost	43,86,699	49,78,095
Cost of realty stock	-	4,57,30,513
	<u>17,10,99,944</u>	<u>20,46,39,098</u>
Less: Transferred to realty stock	1,09,25,888	61,90,189
Less: Closing stock	46,15,23,030	41,72,91,042
Cost of sales	<u>11,59,42,068</u>	<u>19,63,28,296</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

22. EMPLOYEE BENEFITS EXPENSE	2016-17	2015-16
	₹	₹
Salaries and wages	1,95,10,646	1,88,41,720
Contribution to provident, superannuation and other funds	7,21,658	7,18,851
Staff welfare expenses	13,11,645	11,67,190
	<u>2,15,43,949</u>	<u>2,07,27,761</u>

Retirement benefit plans

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

I) Defined Contribution Plans

- a) Provident Fund
- b) Superannuation Fund and Pension Scheme, 1995

The Company has recognized the following amounts in the Statement of Profit and Loss which are included under Contribution to Provident, Superannuation and other fund;

Contribution to:	2016-17	2015-16
	₹	₹
Provident fund	72,759	67,045
Superannuation fund	5,60,000	5,59,809
Pension fund	88,899	91,997

II) Defined Benefit Plans

- a) Contribution to Gratuity fund (Non- funded)
- b) Leave encashment (Non- funded)

In accordance with the Accounting Standard (AS 15) (Revised 2005) Employee Benefits, actuarial valuation was done in respect of the aforesaid defined benefit plans of gratuity and leave encashment based on the following assumptions:

Actuarial assumptions	2016-17	2015-16
Discount rate	7.31%	8.00%
Salary escalation rate	9.00%	10.00%
Attrition rate	0.50%	0.50%

GRATUITY	2016-17	2015-16
	₹	₹
A. Changes in value of obligations		
Liability at the beginning of the year	22,80,581	15,73,467
Interest cost	1,82,446	1,19,431
Current service cost	2,27,398	16,609
Benefit paid	-	(1,61,161)
Actuarial (gain)/loss on obligations	(1,06,679)	7,32,235
Liability at the end of the year	25,83,746	22,80,581

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

	2016-17 ₹	2015-16 ₹
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	25,83,746	22,80,581
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	25,83,746	22,80,581
- Current liability	10,10,133	10,10,780
- Non-current liability	15,73,613	12,69,801
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	1,82,446	1,19,431
Current service cost	2,27,398	16,609
Net Actuarial (gain)/loss recognized	(1,06,679)	7,32,235
Expenses recognized in the Statement of Profit and Loss	3,03,165	8,68,275
LEAVE ENCASHMENT		
	2016-17 ₹	2015-16 ₹
A. Changes in value of obligations		
Liability at the beginning of the year	26,04,917	14,14,201
Interest cost	2,08,393	1,11,980
Current service cost	12,68,842	1,25,720
Benefit paid	-	(28,908)
Actuarial (gain)/loss on obligations	(11,79,508)	9,81,924
Liability at the end of the year	29,02,644	26,04,917
B. Amount recognized in the Balance Sheet		
Present value of defined benefit obligation as at the year end	29,02,644	26,04,917
Fair value of plan assets as at the year end	-	-
Liability/(Net asset) recognized in the Balance Sheet	29,02,644	26,04,917
- Current liability	29,02,644	26,04,917
C. Expenses recognized in the Statement of Profit and Loss		
Interest cost	2,08,393	1,11,980
Current service cost	12,68,842	1,25,720
Actuarial (gain)/loss recognized	(11,79,508)	9,81,924
Expenses recognized in the Statement of Profit and Loss	2,97,727	12,19,624

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

23. FINANCE COSTS	2016-17	2015-16
	₹	₹
Interest expenses on		
Term loan	43,61,699	49,78,095
Income tax	30,11,116	-
Others	5,781	19,953
Total finance costs	73,78,596	49,98,048
Less: Transferred to construction work-in-progress	43,61,699	49,78,095
Net finance costs	30,16,897	19,953

24. OTHER EXPENSES	2016-17	2015-16
	₹	₹
Electricity	4,72,348	4,75,534
Repairs to		
Buildings	3,48,442	6,14,222
Machinery	1,98,693	1,45,259
Others	1,94,639	3,22,831
Insurance	1,04,597	1,07,010
Rent	51,771	50,417
Rates and taxes	18,34,388	5,91,642
Advertisements	64,733	55,871
Business promotion expenses	3,85,495	1,71,034
Travelling and conveyance expenses	24,33,057	29,74,288
Legal and professional fees	1,60,86,540	1,46,49,446
Retainership fees	2,47,620	3,09,065
Printing, stationery and communication expenses	11,20,040	9,97,194
Bank charges	12,833	9,482
Interest receivable written off	60,32,845	-
Vehicles expenses	13,11,558	14,28,470
Flat maintenance expenses	12,45,326	29,19,280
Commission and brokerage	3,00,000	-
Membership and subscription charges	5,12,974	3,94,574
Security charges	14,48,097	14,27,666
Sundry expenses	7,11,361	7,32,947
Directors' sitting fees	3,31,650	2,35,250
Corporate social responsibility expenses	13,00,000	13,00,000
Auditors' remuneration		
As Auditor		
Audit fee	2,77,010	2,75,000
Tax audit fee	25,253	25,000
For taxation matters	4,02,378	2,39,624
For reimbursement of expenses	3,137	5,628
Adjustments to the carrying amount of investments	-	77,039
	3,74,56,785	3,05,33,773

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

25. Contingent Liabilities not provided for

a) Claims against the Company not acknowledged as debt: (In ₹)

	2016-17	2015-16
a) Appeals filed in respect of disputed demands:		
Relating to income tax where the Company is in appeal	7,70,57,999	7,32,61,149
Relating to income tax where Department is in appeal	54,46,63,110	54,46,63,110
b) Labour matters	1,35,327	1,35,327
c) Legal cases	34,05,600	34,05,600

b) Contingent liabilities of associates, to the extent of Company's holding in associates: (In ₹)

	2016-17	2015-16
a) Appeals filed in respect of disputed demands:		
i) Central Excise	16,88,94,020	17,63,80,470
ii) Labour Matters	52,65,689	89,53,592
b) Other claims	35,35,926	35,35,926
c) SICOM/Joint Director of Industries	88,64,891	83,40,157

c) The Company has received a demand notice of ₹ 17,15,65,324/- from the State Revenue Department on account of permission required for transfer of flats built out of FSI relating to Leasehold land in project "Planet Godrej". The Company filed a writ petition against this demand in the Hon'ble High Court of Bombay ("the Court") and the Court has stayed the demand order until a formal policy applicable to all leasehold lands is framed by the State. Further, the Court has ordered that as and when the policy is framed by the State, thereafter the State shall approach the Hon'ble High Court of Bombay for amending the present order.

26. 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.

27. The lease of the land at Mumbai has expired and it is yet to be renewed by the Collector of Mumbai ("the Collector"). Pending renewal of the lease, the previously agreed lease rent continues to be paid by the Company on the basis of the expired lease agreement. The demands previously raised by the Collector have been set aside by the Hon'ble High Court of Bombay ("the Court"), and the Court has directed the Collector to re-assess the lease rent. As of the Balance Sheet date, no revised demand is received.

28. During the year, the Company has recognized ₹ 9,17,18,515/- as revenue from the on-going project "Simplex Khushaangan". The aggregate amount of cost incurred and the profit/(loss) recognized to date is ₹ 87,99,79,534/- and ₹(15,35,59,496/-) respectively.

29. **Earnings per share** – EPS 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 is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

	Particulars	2016-17	2015-16
1	Loss after tax – ₹	(6,07,56,017)	(2,14,88,453)
2	Weighted average number of shares outstanding during the year	29,91,382	29,91,382
3	Face value of shares – ₹	10/-	10/-
4	Basic / Diluted EPS - ₹	(20.31)	(7.18)

30. Details of Associates:

Name of the Company	Country of Incorporation	% of voting power as at 31.03.2017	% of voting power as at 31.03.2016
Associates			
Simplex Papers Ltd.	India	49.01%	49.01%
Simplex Mills Company Ltd.	India	48.99%	48.99%

31. Investments in Associates:

- (i) During the year, in Consolidated Financial Statements, investments in associates have been recorded as per the equity method of accounting as provided in Accounting Standard AS-23 “Accounting for Investments in Associates in Consolidated Financial Statements”, and accordingly Capital Reserve arised at the time when these Companies became associates has been shown under Reserves and Surplus in the Consolidated Financial Statements. Investments in associates are accounted for in Consolidated Financial Statements in accordance with the Accounting Standard AS-23, the carrying amount of investment in associates has been shown as per the equity method of the accounting and corresponding adjustment in this regard has been made in the retained earnings in Consolidated Financial Statements. Share of loss in Associates for the current year is shown in Consolidated Statement of Profit and Loss and carrying value of investment is reduced by this amount.
- (ii) Investments in associates includes capital reserve of ₹ 13,00,34,532/- in respect of associate companies.
- (iii) The net worth of the Simplex Mills Company Ltd. (Associate Company) has been fully eroded due to continuous losses. During the year, the Company has trading activity in clothes and fabrics. Further, the Management is in the process of evaluating other viable textile business options and accordingly, the accounts have been prepared on going concern basis.
- (iv) The net worth of the Simplex Papers Ltd. (Associate Company) has been fully eroded due to continuous losses. During the year, the Company has trading activity in paper products i.e. Paper board and Craft paper. Further, the Management is in the process of evaluating other viable business options in similar line of activity and accordingly, the accounts have been prepared on going concern basis.
- (v) As Company's share of losses of associates exceeds its value of its investments, the company has discontinued recognizing any further losses.

32. The Company's main business activity constitutes developing real estate, which is the only reporting segment. The Company does not have any reportable geographical segment.

33. During the year, the Company has written off ₹ 5,97,59,760/- out of advances given towards land acquisition after adjusting the amount realised and value of property acquired. The Company had given advances to a party towards land acquisition at Bangalore, but the title to the land was not clear and marketable and there are so many claimants on the same land parcels. Hence, the Company had entered into agreement with an intending buyer who was interested in acquiring the land parcels in that area and agreed to buy our rights on those land parcels against part payment and in exchange of 4 villas at Goa. The Company has acquired 4 villas at Goa from the buyer and after adjusting the amount realised and value of the property acquired at Goa, the balance amount of ₹ 5,97,59,760/- has been written off during the year and the same has been shown as an extraordinary item.

SIMPLEX REALTY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

34. Related party disclosure

(i) Related party relationship during the year

(a) Associates	Simplex Papers Ltd. Simplex Mills Company Ltd.
(b) Key Management Personnel	Mr. Nandan Damani - Managing Director Mr. Surendra Kabra - Chief Financial Officer Mr. Shekhar R Singh - Company Secretary
(c) Relative of Key Management Personnel	Mr. Sanjay N Damani Mrs. Shashi Patodia Mrs. Shivani Jatia
(d) Where persons mentioned in (b) or (c) exercise significant influence	The Nav Bharat Refrigeration and Industries Ltd. Lucky Vyapaar and Holdings Pvt. Ltd.

(ii) Transactions with related parties

(In ₹)

Type of related party	Description of the nature of transaction	Volume of transactions during 2016-17	Volume of transactions during 2015-16	As on 31.03.2017	As on 31.03.2016
(a) Associates					
Simplex Papers Ltd.	Loan given / (repaid) - net Amount written off	- -	(1,00,00,000) 11,33,15,805	- -	- -
Simplex Mills Company Ltd.	Loan given / (repaid) - net Receivable Interest received / accrued Interest amount written off	- - 60,32,845 60,32,845	5,35,000 - 60,45,678 -	- - 7,76,71,632 -	- 7,76,71,632 - -
(b) Key Management Personnel	Remuneration Sale of products* Installments/Other charges received against sale of flat	1,00,45,863 5,83,404 14,83,050	1,00,40,438 6,38,071 4,68,875	- - -	- - -
(c) Relative of Key Management Personnel	Salaries Directors' sitting fees Sale of products* Installments/ Other charges received against sale of flats *To the extent of revenue recognized during the year	4,88,459 - 11,46,759 29,26,352	4,21,547 10,000 12,50,543 9,17,876	- - - -	- - - -
(d) Where persons mentioned in (b) or (c) exercise significant influence					
a) Reimbursement of expenses received					
The Nav Bharat Refrigeration and Industries Ltd.		5,695	5,356	-	-
b) Security					
Security offered by Lucky Vyapaar and Holdings Pvt. Ltd. for loan availed		-	-	3,57,39,581	3,74,51,046

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

35. Expenditure in foreign currency	2016-17	2015-16
	₹	₹
Travelling expenses	<u>9,34,830</u>	<u>9,82,325</u>

36. Specified Bank Notes

As per notification GSR 308 (E) dated 30th March, 2017 the details of Specified Bank Notes (SBN's) held and transacted during the period from 08th November, 2016 to 30th December, 2016 are provided as under:

(In ₹)

	SBN's	Other denomination notes	Total
Closing cash on hand as on 08.11.2016	78,000	25,000	1,03,000
Add: Permitted receipts	-	2,39,500	2,39,500
Less: Permitted payments	-	1,84,120	1,84,120
Less: Amount deposited in Bank	78,000	-	78,000
Closing cash on hand as on 30.12.2016	-	80,380	80,380

37. Previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

For and on behalf of the Board

For Dayal and Lohia
Chartered Accountants
Firm's Registration No.102200W

Surendra Kabra
Chief Financial Officer

Nandan Damani
Chairman and Managing Director

Anil Lohia
Partner
Membership No. 31626
Mumbai, 10th May, 2017

Shekhar R Singh
Company Secretary

S.K.Somany
Independent Director
Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

FINANCIAL REVIEW

(₹ in lakhs)

	2016-17	2015-16	2014-15	2013-14	2012-13
FINANCIAL POSITION					
Share Capital	299	299	299	299	299
Reserves and Surplus	11,069	11,706	11,902	11,869	11,059
Loan Funds	340	358	376	385	-
Deferred Tax Liability (Net)	-	-	-	1	19
Total Funds Employed	11,708	12,363	12,577	12,554	11,377
Gross Block	281	279	276	274	268
Depreciation	154	141	117	89	75
Net Block	127	138	159	185	193
Deferred Tax Asset (Net)	275	20	3	-	-
Net Current and Other Assets	11,306	12,205	12,415	12,369	11,184
Total Assets	11,708	12,363	12,577	12,554	11,377

OPERATING RESULTS

Revenue and other income	1,527	3,543	1,184	4,073	568
Operating and other expenses	2,347	3,314	971	2,343	344
Depreciation	12	24	28	18	17
Finance costs	30	-	59	105	19
Profit before tax	(862)	205	126	1,607	188
Current tax	-	381	54	665	55
Deferred tax	(255)	(17)	(2)	(17)	1
(Loss) / Profit after tax for the year	(607)	(159)	74	959	132
Tax expenses of earlier years	-	1	-	45	-
(Loss) / Profit after tax	(607)	(160)	74	914	132
Dividend for the year	24	30	30	90	45
Dividend %	8	10	10	30	15

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associates Companies and Joint Ventures

(In ₹)

Sr. No.	Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associates /Joint Ventures held by the Company			Description of how there is significant influence	Reason why the associates/ joint ventures is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/(Loss) for the year	
			No	Amount of Investment in Associates/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Simplex Papers Limited	31.03.2017	14,71,000	1,47,25,431	49.01	Based on shareholding	N.A.	(5,31,66,378)	N.A.	(89,78,343)
2	Simplex Mills Company Limited	31.03.2017	14,70,000	1,46,10,800	48.99	Based on shareholding	N.A.	(2,13,39,043)	N.A.	(22,68,464)

For and on behalf of the Board

Nandan Damani
Chairman and Managing Director

Mumbai, 10th May, 2017

SIMPLEX REALTY LIMITED

FORM NO. SH-13

NOMINATION FORM

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai - 400 011

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's / Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail Id. & Telephone No.:
- h. Relationship with the security holder(s):

3. IN CASE NOMINEE IS A MINOR –

- a. Date of birth:
- b. Date of attaining majority:
- c. Name of guardian:
- d. Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- a. Name:
- b. Date of Birth:
- c. Father's / Mother's / Spouse's name:
- d. Occupation:
- e. Nationality:
- f. Address:
- g. E-mail Id. & Telephone No.:
- h. Relationship with the security holder(s)
- i. Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name(s) and Address of Witness

Signature

FORM NO. SH-14

CANCELLATION OR VARIATION OF NOMINATION FORM

[Pursuant to sub- section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To
 Simplex Realty Limited
 30, Keshavrao Khadye Marg,
 Sant Gadge Maharaj Chowk,
 Mumbai - 400 011

I/We hereby cancel the nomination(s) made by me/us in favour of _____ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. (a) PARTICULARS OF NOMINEE/S –

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No.:
- viii. Relationship with the security holder(s):

(b) IN CASE NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority:
- iii. Name of guardian:
- iv. Address of guardian:

3. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No.:
- viii. Relationship with the security holder(s)
- ix. Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name(s) and Address of Witness

Signature

SIMPLEX REALTY LIMITED

To
Freedom Registry Limited
Unit: Simplex Realty Limited
Plot No. 101/102, 19th Street,
MIDC, Satpur,
Nashik- 422 007

Updation of Shareholder Information

I/ We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/ Registration No.:* (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No:	
Email ID:	

**Self-attested copy of the document(s) enclosed*

Bank Details

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.:*
Name of the Bank:	
Bank Branch Address:	

** A blank cancelled cheque is enclosed to enable verification of bank details.*

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ STA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder



CIN: L17110MH1912PLC000351

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

ATTENDANCE SLIP

I hereby record my presence at the 104th Annual General Meeting held at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001 at 11.30. A.M. on Tuesday, the 8th day of August, 2017.

DP.ID.No. _____

Client I.D.No. _____

Folio No. _____

Full Name of Member

Signature

Full Name of Proxy (in Block Letters)

Signature

- Members/Proxy holders are requested to bring the attendance slip duly completed when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.
- Members/Proxy holders should bring their copy of the Annual Report for reference at the Meeting.



CIN: L17110MH1912PLC000351

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		e-mail Id:	
Registered address:		Folio No/ *Client Id: *DP ID	

I/We, being the member(s) holding shares of the Simplex Realty Limited, hereby appoint:

- Name : Address:
E. mail ID: Signature: or failing him
- Name : Address:
E. mail ID: Signature: or failing him
- Name : Address:
E. mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 104th Annual General Meeting of the Company, to be held on Tuesday, the 8th day of August, 2017 at 11.30 A.M. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai - 400 001 or at any adjournment thereof in respect of such resolutions as are indicated below:



I/ We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolutions	For	Against
Ordinary Business:		
1. Adoption of the Audited Financial Statements (including the Consolidated Financial Statements), the Reports of the Directors' and Auditors.		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Shri Sanjay N Damani as a Director, who retires by rotation.		
4. Ratification of Appointment of the Statutory Auditors.		
Special Business:		
5. Appointment of Shri Sabhapati G Shukla as an Independent Director.		
6. Appointment of Smt. Sandhya R Kini as a Whole -time Director.		
7. Re- appointment of Shri Nandan Damani as a Managing Director.		
8. Revision in terms of remuneration of Shri Sanjay N Damani, Whole-time Director of the Company.		

Signed this.....day of2017.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp
(Signature)

Note:

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company alongwith the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting. A Proxy need not be a member of the Company.
2. **This is only optional. Please put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



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

Dear Shareholder(s)

10th May, 2017

Option for NECS Mandate/Bank Mandate

NECS Mandate

As an added service to our shareholders, we are pleased to offer the facility of electronic credit of dividend directly to the respective bank accounts of our shareholders through National Electronic Clearing Service (NECS). This facility is currently available to shareholders located at Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Guwahati, Jaipur, Hyderabad, Kanpur, Kolkata, Mumbai, Nagpur, New Delhi, Patna, Pune and Thiruvananthapuram, Shareholders in these locations who would like to avail of this facility are requested to fill up the mandate form provided on the reverse of this letter and submit the same so as to reach the Company's Share Transfer Agent latest by 8th August, 2017. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants.

Kindly note that as per directives of Securities and Exchange Board of India (SEBI), in respect of shareholders holding shares in dematerialized form, dividend shall be paid through NECS (where such facility is available) directly into the bank account furnished by the shareholders to their respective Depository Participant. Such shareholders therefore need not submit the mandate form provided on the reverse of this letter. In case it is desired to receive dividend in a bank account other than the one specified while opening the Demat Account, such shareholders may please inform the same to their respective Depository Participant immediately.

Bank Mandate

Shareholders holding shares of the Company in physical form and who, for any reason, would not like to avail of the NECS facility being offered as mentioned above, are requested to furnish (if not done earlier) in the mandate form provided on the reverse of this letter, details of their bank account number and name of the bank and the branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof.

Kindly note the NECS/ Bank mandate instructions should be under the signature of the shareholder(s) as per specimen lodged with Company.

Thank you,

Yours sincerely,

For **Simplex Realty Limited**

Shekhar R Singh
Company Secretary

To,
Freedom Registry Limited
Plot No. 101/102, 19th Street, MIDC,
Satpur, Nasik - 422 007

Date:

FORM FOR NECS MANDATE / BANK MANDATE

(Not required to be filled by Shareholders holding shares in dematerialized form)

I/We _____
do hereby authorise Simplex Realty Limited to:-

1. Credit my dividend amount directly to my Bank Account as per details furnished below by National Electronic Clearing Service (NECS) - NECS Mandate*
2. Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me - Bank Mandate*

(*Please strike out whichever is not applicable)

Folio No.

A.	Bank Name	
B.	Branch	
C.	Bank Address	
D.	Bank Account No.	
E.	Account Type (Saving/Current)	
F.	9 Digit Code number of the bank and branch as appearing on the MICR Cheque (for NECS Mandate only) Please attach photo copy of the cheque	
G.	Telephone Number (with STD code) of shareholder (optional)	
H.	Email address of Shareholder (Optional)	

I/We shall not hold the Company responsible if the NECS mandate cannot be implemented for reasons beyond the control of the Company.

Signature of Shareholder
(as per specimen lodged with the Company)

Notes:

1. In case of shares held in dematerialized form, shareholders are requested to intimate the updated bank account details to their Depository Participant (DP).
2. You may contact the Company's Share Transfer Agent, M/s. Freedom Registry Limited, for any clarifications you may need on the NECS/Bank Mandate at : Tel: (0253) - 2354032 Fax: (0253) - 2351126
Email:support@freedomregistry.in

NOTES

If undelivered, please return to:

Simplex Realty Limited

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