

# SIMPLEX TRADING AND AGENCIES LIMITED

CIN NO:L51900GJ1981PLC079859

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To,  
Department of Corporate Service  
BSE Limited  
Mumbai

Dear Sir/Madam,

**Sub: Submission of Annual Report 2016**

Pursuant to Regulation 34 of the SEBI (Listing obligation and Disclosure Requirement), Regulation, 2015 please find attached copy of Annual Report 2015-16 kindly update the same on BSE portal.

This is for your information and records.

Thank you,

Yours faithfully,  
For, SIMPLEX TRADING AND AGENCIES LIMITED

Authorized Signatory

Encl.: a/a



**35TH ANNUAL REPORT 2015-2016**  
**SIMPLEX TRADING AND AGENCIES LIMITED**

**BOARD OF DIRECTOR**

JAYDIPSINH DHIDRAJSINH MEDHAT	- DIRECTOR
RAKESHKUMAR JAYVADANBHAI JARIWALA	- DIRECTOR
DINABEN GANATRA	- DIRECTOR

**AUDITOR**

M/S. DHVANISH SHAH & ASSOCIATES,  
CHARTERED ACCOUNTANTS,  
AHMEDABAD

**SHARE TRANSFER AGENT**

**SATELLITE CORPORATE SERVICES PRIVATE LIMITED**

B-302, Sony Apartment, Opp. St. Judge's High School,  
Off Andheri-Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072 Maharashtra, INDIA

**REGISTERED OFFICE**

3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2,  
PANCHWATI CIRCLE, C. G. ROAD,  
AHMEDABAD-380006

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**N O T I C E**

Notice is hereby given that the **35th ANNUAL GENERAL MEETING** of the members of **SIMPLEX TRADING AND AGENCIES LIMITED** will be held on Thursday the 29th day of September, 2016 at 12.00 p.m. at the registered office of the company 3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006 to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. RAKESHKUMAR JARIWALA (DIN: 07189951) who retires by rotation and being eligible, offers him-self for re-appointment.
3. Re appointment of Statutory Auditors.

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Companies (Audit and Auditors) Rules 2014, ( including any statutory modification(s) or re-enactment thereof for the time being in force), M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W) retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

**By Order of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: AHMEDABAD**

**DATE: 13.08.2016**

**Sd/-  
(DINABEN GANTRA)  
CHAIRPERSON  
DIN: 07265796**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2016 to 29th September, 2016.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.

6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at [service@satellitecorporate.com](mailto:service@satellitecorporate.com) and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

<b>Name of the Director</b>	RAKESHKUMAR JAYVADANBHAI JARIWALA
<b>DIN</b>	07189951
<b>Date of Birth</b>	14/07/1970
<b>Date of Appointment</b>	30.05.2015
<b>PAN</b>	ACQPJ7203C
<b>Experience</b>	Marketing, Accounts and Finance.
<b>Directorships held in other companies in India, as on 31.03.2016</b>	None
<b>Membership of Committees of other companies, in which he is a Director, as on 31.03.2016</b>	None
<b>No. of Shares held in the Company</b>	Nil

#### SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2016 AT 09.00 A.M. and ends on 28.09.2016 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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).

- (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 <SIMPLEX TRADING AND AGENCIES LTD> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

The Company has appointed CA Shankar Prasad Bhagat, Chartered Accountant (in whole-time Practice) as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**PLACE: AHMEDABAD**

**DATE: 13.08.2016**

**By Order of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**Sd/-  
(DINABEN GANATRA)  
CHAIRPERSON  
DIN: 07265796**



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 35th Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2016.

### **OPERATIONS REVIEW:**

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs.909388/-.

### **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:**

The Company does not have any significant business activity and not carried out any business during the year under review.

### **DIVIDEND:**

Considering the loss incurred in the current financial year and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

### **TRANSFER TO RESERVES:**

The Company has not transferred any amount to Reserves for the period under review.

### **CHANGES IN CAPITAL STRUCTURE:**

The issued, subscribed and paid up capital of the Company is Rs 50,00,00,000/- divided into 5,00,00,000 equity shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

The Company does not have any subsidiary, associate companies & joint ventures.

### **DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2015-16 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

### **MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

### **SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:**

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Companies Act, 2013, MR. RAKESHKUMAR JARIWALA retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Mr. ANAND TRIVEDI was appointed as Additional Director of the company as on 11.05.2016 and same resigned as on 13.08.2016. Ms. DAKSHA JAGATSINGH NEGI appointed as Company Secretary of the company as on 02.04.2016

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Chief Financial Officer are less and it is not a full time work and the job of Chief Financial Officer are not attractive commensurate with the scope of work and salary.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**MEETINGS:**

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year Nine Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**AUDIT COMMITTEE:**

The terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

**NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

**BOARD EVALUATION:**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

**REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:**

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

**AUDITORS AND AUDITORS' REPORT:**

Auditors of the Company, **M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W)** will retire at the ensuing Annual General Meeting of the Company and they being eligible have offered themselves for re-appointment. The Shareholders are requested to appoint the auditors of the Company and authorize the Board to fix their remuneration.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. K H & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.



**QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:**

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b)	Updating of website with regard to various policies is pending	The company will take necessary steps to update website with regard to various policies which are pending.
c)	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
d)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Chief Financial Officer. The Company has not appointed Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Chief Financial Officer are less and it is not a full time work and the job of Chief Financial Officer are not attractive commensurate with the scope of work and salary.
e)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
f)	The company has not maintained the attendance register for Board and committee meeting	The company will take necessary steps to maintain the attendance register for board and committee meetings.
g)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
h)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

**COST AUDITOR AND COST AUDIT REPORT:**

Cost Audit is not applicable to your Company.

**INTERNAL CONTROL SYSTEMS:**

As there is no significant business activities hence there was no systems set up for Internal Controls.

**EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith.

**REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:**

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:** Since there are no women employees in the Company hence no comments.

**PARTICULARS OF EMPLOYEES:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

**BUSINESS RISK MANAGEMENT:**

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for: a. Government Policies b. Human Resource Risk

**VIGIL MECHANISM**

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: AHMEDABAD**

**DATE: 13.08.2016**

Sd/-  
**(DINABEN GANATRA)**  
**DIRECTOR**  
**DIN: 07265796**

**Annexure to Director's Report****Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31<sup>st</sup> March, 2016**

	<b>Rupees in Lacs</b>
<b>Particulars</b>	<b>Amount</b>
Loans given	990.31
Guarantee given	Nil
Investments	4096.54

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

**For and on Behalf of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: AHMEDABAD****DATE: 13.08.2016**

Sd/-  
(DINABEN GANATRA)  
DIRECTOR  
DIN: 07265796

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT**

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**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

**2. OVERALL REVIEW:**

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

**3. RISK AND CONCERNS:**

The Company's future development would depend upon the commencement of its operational activities

**4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company did not carry out any activity.

**6. CAUTIONARY STATEMENT:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**For and on Behalf of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: AHMEDABAD**

**DATE: 13.08.2016**

**Sad/-  
(DINABEN GANATRA)  
DIRECTOR  
DIN: 07265796**

Annexure to Director's Report**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**SIMPLEX TRADING AND AGENCIES LIMITED**  
AHMEDABAD

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SIMPLEX TRADING AND AGENCIES LIMITED** (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 **March 31, 2016** 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 **March 31, 2016** according to the provisions of:

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v) The following Regulations and Guidelines 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, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;

- 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 as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above subject to the following qualifications:

- a) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) Updating of website with regard to various policies is pending.**
- c) The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- d) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- e) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- f) The company has not maintained the attendance register for Board and committee meeting**
- g) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- h) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**

We further report that we have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

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 Subject to above qualification stated. 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.

As per the information received from the company Adequate notice is given to all the 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 cannot comment for the same as corresponding documents are not available for inspection.

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 and guidelines. We further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.



We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year. Except ***Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150821-35 dated 21.08.2015 suspend trading of equity shares with effect from 26.08.2015.***

For, K H & Associates  
Company Secretaries

PLACE: Vadodara  
DATE: 13.08.2016

Sd/-  
[Haresh Kapuriya]  
Partner  
ACS No: 26109  
C. P. NO.: 16749

***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.***

## ANNEXURE-A

To,  
The Members,  
**SIMPLEX TRADING AND AGENCIES LIMITED**  
AHMEDABAD

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

1. Maintenance of secretarial records is the responsibility of 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 provide 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. Wherever 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 and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**PLACE: Vadodara**  
**DATE: 13.08.2016**

**For, K H & Associates**  
**Company Secretaries**

Sd/-  
**[Haresh Kapuriya]**  
Partner  
ACS No: 26109  
C. P. NO.: 16749

**Annexure to Director's Report****FORM NO. MGT 9**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2016

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L51900GJ1981PLC079859
Registration Date	09/07/1981
Name of the Company	SIMPLEX TRADING AND AGENCIES LTD
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	3RD I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, SONY APT., OPP. ST. JUDE'S HIGH SCHOOL, 90FT ROAD, JARIMARI, SAKINAKA, MUMBAI-400072

**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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

*The Company does not have any significant business activity and not carried out any business since last 3 to 4 years.*

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

**IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****i Category-wise Share Holding pattern**

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2015				No. of Shares held at the end of the year as on 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	--	--	--	--	--	--	--	--	--
2. Foreign	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = 1+2	--	--	--	--	--	--	--	--	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corporate	25811681	--	25811681	51.62	23812542	--	23812542	47.63	(3.99)
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	4842120	27550	4869670	9.74	7373047	27550	7400597	14.80	5.06

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	15115451	--	15115451	30.23	14024448	--	14024448	28.05	(2.18)
c) Others (specify)									
-NRI REPATRIABLE	7000	--	7000	0.01	7000	--	7000	0.01	--
-HUF	4191340	--	4191340	8.38	4755413	--	4755413	9.51	1.13
-Clearing Member	4858	--	4858	0.01	--	--	--	--	(0.01)
B) = (B) (1) + (B) (2) + c	49972450	27550	50000000	100.00	49972450	27550	50000000	100.00	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	-
Grand Total (A+B+C)	49972450	27550	50000000	100	49972450	27550	50000000	100	--

#### ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding 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	
-----NIL-----								

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no promoter holding hence it is not applicable.*

#### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding during the year 31.03.2016	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	VISHAL REALTY MANAGEMENT LIMITED	3500000	7.00	3500000	7.00
2	JOSHE BUILDERS	2296000	4.59	2287000	4.57
3	SUBHEKSHA GOODS SUPPLIERS PRIVATE LIMITED	1807500	3.62	1703500	3.41
4	KANIKSHA MERCHANTS PVT LTD	1320370	2.64	1297870	2.60
5	SHREEJI BROKING PRIVATE LIMITED	1226730	2.45	1226730	2.45
6	TWIST BARTER PRIVATE LIMITED	1212620	2.43	1193620	2.39
7	RUDRA SECURITIES AND CAPITAL LIMITED	1193750	2.39	1193750	2.39
8	DINANATH BARTER PRIVATE LIMITED	1183000	2.37	1156000	2.31
9	SARALABEN SHAH	1065090	2.13	1065090	2.13
10	MEENA SHAH	1022580	2.05	1022580	2.05

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*

**V. INDEBTEDNESS:**

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

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	00	19591137	00	19591137
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
<b>Total (i+ii+iii)</b>	00	00	00	00
<b>Change in Indebtedness during the financial year</b>				
Additions	00	00	00	00
Reduction	00	591137	00	591137
Net Change	00	591137	00	591137
<b>Indebtness at the end of the financial year</b>				
i) Principal Amount	00	19000000	00	19000000
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
<b>Total (i+ii+iii)</b>	00	00	00	00

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

<b>A.</b>	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	<b>NIL</b>
<b>B.</b>	REMUNERATION TO OTHER DIRECTORS	<b>NIL</b>
<b>C.</b>	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	<b>NIL</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty			NONE		
Punishment					
Compounding					

For and on Behalf of the Board  
For, SIMPLEX TRADING AND AGENCIES LIMITED

PLACE: AHMEDABAD

DATE: 13.08.2016

Sd/-  
(DINABEN GANATRA)  
DIRECTOR  
DIN: 07265796

**Annexure to Director's Report****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

**BOARD OF DIRECTORS:**

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

**NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD:**

During the financial year 2015-16 the Board met 09 (Ten) times on 29.05.2015, 30.05.2015, 02.06.2015, 26.06.2015, 14.08.2015, 28.08.2015, 31.08.2015, 03.11.2015 and 13.02.2016. Attendance record of Directors attending the Board meetings and Annual General Meetings:

**Attendance record of Directors attending the Board meetings and Annual General Meetings**

Name of the Director	Category	No. of Board Meetings Attended	Last attendance AGM
ANAND BHATT Resigned as on 26.05.2015	Non - Executive (Director)	3	NA
NAYANKUMAR JANI Resigned as on 28.08.2015	Non-Executive Independent Director	5	NA
BHAVESHBHAI TRIVEDI Resigned as on 30.05.2015	Non-Executive Independent Director	1	NA
RAKESHKUMAR JARIWALA Appointed on 30.05.2015	Non-Executive Independent Director	7	Yes
JAYDIPSINH MEDHAT Appointed on 02.06.2015	Non - Executive (Director)	6	No
DINABEN GANATRA Appointed on 28.08.2015	Non-Executive Independent Director	3	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

**AUDIT COMMITTEE:**

The Audit Committee of the Company presently comprises of three Directors being RAKESHKUMAR JAYVADANBHAI JARIWALA, JAYDIPSINH DHIDRAJSINH MEDHAT and DINABEN GANATRA. The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act.

**Role/ Functions of the Committee:**

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

**Powers of the Committee:**

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

**ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:**

During the year the Audit Committee met 4 times on 29.05.2015, 14.08.2015, 03.11.2015 and 13.02.2016 attendance of the members as under:



Name	Attended	Name	Attended
ANAND BHATT	1	RAKESHKUMAR JARIWALA	3
NAYANKUMAR JANI	2	JAYDIPSINH MEDHAT	3
BHAVESHBHAI TRIVEDI	1	DINABEN GANATRA	2

#### NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 29.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being RAKESHKUMAR JAYVADANBHAI JARIWALA, JAYDIPSINH DHIDRAJSINH MEDHAT and DINABEN GANATRA. There were 4 (Four) meetings were held on 30.05.2015, 02.06.2015, 26.06.2015 and 28.08.2015 respectively all members were present in the respective meeting.

#### The following is the terms of reference of Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

#### Nomination and Remuneration Policy:

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

This committee presently consists of three directors namely, RAKESHKUMAR JAYVADANBHAI JARIWALA, JAYDIPSINH DHIDRAJSINH MEDHAT and DINABEN GANATRA.

#### GENERAL BODY MEETINGS

##### Location and time for last 3 years Annual General Meetings:

Financial Year	Location	Date Time A.M./ P.M.	Particulars of the Special Resolution
2014-15	At Registered office Address	29.09.2015 10:00 AM	Change of Statutory Auditor of the company
2013-14	At Registered office Address	27.09.2014 10.00 AM	Adoption of New Set of AOA
2012-13	At Registered office Address	30.09.2013 01.00 P.M.	No Special Resolution was passed in the meeting
The above resolution which was put to vote by show of hands, was passed unanimously. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.			

**DISCLOSURES**

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

**CEO / CFO CERTIFICATION:**

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2015 – 16, was placed at the meeting of Board of Directors held on May 25, 2016.

**MEANS OF COMMUNICATION**

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

**GENERAL SHAREHOLDERS INFORMATION**

Financial Year	1st April to 31st March.
Date and time of Annual General Meeting	29th September, 2016 and 12:00 P.M.
Venue of Annual General Meeting	3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006
Dates of Book Closure	23.09.2016 to 29.09.2016
Listing on Stock Exchange	BSE Limited, Mumbai
Stock Code and Scrip ID	504382 (BSE) and SMPLXTR (BSE)
Demat ISIN No.	INE518H01018
Tentative Calendar for financial year ending 31st March, 2016	
<b>Quarterly Financial Results</b>	<b>Date of Board Meeting</b>
First Quarterly Results	Before 15.08.2016
Second Quarterly Results	Before 15.11.2016
Third Quarterly Results	Before 15.02.2017
Fourth Quarterly Results	Before 15.05.2017

**CATEGORIES OF SHAREOWNERS AS ON 31.03.2016**

Category	No. of Shares Held	Voting Strength (%)
<b>Promoters</b>	Nil	0.00
<b>Bodies Corporate</b>	23812542	47.63
<b>Resident Individuals</b>		
- Share capital up to Rs 1 lakh	7400597	14.80
- share capital in excess of Rs. 1 lakh	14024448	28.05
NRI	7000	0.01
Hindu Undivided Families	4755413	9.51
Clearing Members	Nil	0.00
<b>Total</b>	<b>50000000</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016**

Share Balance	Holders	% of Total	Total Shares	% of Total
0001- 2500	226	14.89	15329	0.03
2501-5000	45	2.96	18853	0.04
5001- 10000	39	2.57	34010	0.07
10001- 20000	42	2.77	63982	0.13
20001- 30000	39	2.57	109162	0.22
30001- 40000	19	1.25	70818	0.14
40001- 50000	108	7.11	532207	1.06
50001-100000	494	32.54	4556711	9.11
100001 and above	506	33.33	44598928	89.20
<b>Total</b>	<b>1518</b>	<b>100.00</b>	<b>50000000</b>	<b>100.00</b>

**STOCK MARKET DATA**

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
Apr-15	153.70	120.00
May-15	215.20	113.10
Jun-15	107.50	77.70
Jul-15	76.15	64.95
Aug-15	63.70	48.45

*Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150821-35 dated 21.08.2015 suspend trading of equity shares with effect from 26.08.2015. Hence data not available.*

**REGISTRAR AND SHARE TRANSFER AGENT**

**M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED** having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri- Kurla Road, Jarimari, Sakinaka, Mumbai-400072, Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

**SHARE TRANSFER SYSTEM**

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2016, 46182454 Equity Shares (95.36%) of the Company was held in dematerialized form.

**ADDRESS FOR CORRESPONDENCE**

3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006

**Investors Correspondence/ Complaints to be address to:**

RAKESHKUMAR JARIWALA -Compliance Officer  
E-mail: SIMPLEXTRADING2007@GMAIL.COM

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS**

To  
The Members of  
**SIMPLEX TRADING AND AGENCIES LIMITED**  
Ahmedabad

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company.

The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2016 as envisaged in SEBI (LODR) Regulation, 2015.

**For and on Behalf of the Board**  
**For, SIMPLEX TRADING AND AGENCIES LIMITED**

**PLACE: AHMEDABAD**  
**DATE: 13.08.2016**

**Sd/-**  
**(DINABEN GANATRA)**  
**DIRECTOR**  
**DIN: 07265796**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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**To the members of SIMPLEX TRADING AND AGENCIES LIMITED:**

We have examined the compliance of conditions of Corporate Governance by **SIMPLEX TRADING AND AGENCIES LIMITED** for the year ended 31st March, 2016 as stipulated in SEBI (LODR), Regulation 2015 of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances 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, DHVANISH SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 139838W**

**Sd/-  
CA DHVANISH SHAH  
PROPRIETOR  
M. No.: 162263**

**PLACE: AHMEDABAD  
DATE: 13.08.2016**

## Independent Auditors' Report

To,  
THE MEMBERS OF  
**SIMPLEX TRADING AND AGENCIES LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **SIMPLEX TRADING AND AGENCIES LIMITED**, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, 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 Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 provision 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 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 provisions of the Act and the Rules made there under.

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 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 financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the 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 March 31, 2016;
- 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**

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- 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, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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 the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For, DHVANISH SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN: 139838W**

**Sd/-**  
**CA DHVANISH SHAH**  
**PROPRIETOR**  
**M. No.: 162263**

**PLACE: AHMEDABAD**  
**DATE: 25.05.2016**



**ANNEXURE "A" TO THE AUDITORS' REPORT****THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S SIMPLEX TRADING AND AGENCIES LIMITED ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016.**

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On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. The company does not have any inventory. Hence, clause (ii) (a) & (b) are not applicable to the Company.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) to (c) are not applicable to the company.
4. 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.
5. The company has not accepted any deposits from the public.
6. The Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
  - a) According to information & explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
  - b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
8. The Company does not have any loans or borrowings from any financial institution, banks, and government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did 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.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.
11. According to the information and explanations give 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.

12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. 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 him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, DHVANISH SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN: 139838W**

**Sd/-**  
**CA DHVANISH SHAH**  
**PROPRIETOR**  
**M. No.: 162263**

**PLACE: AHMEDABAD**  
**DATE: 25.05.2016**

BALANCE SHEET AS AT 31ST MARCH 2016			
(Amount in Rupees)			
Particulars	Notes	March 31, 2016	March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>Shareholder's Funds</u></b>			
(a) Share Capital	2	500000000	500000000
(b) Reserves and Surplus	3	66229051	67138439
<b><u>Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	4	19000000	19591137
(b) Deferred Tax Liabilities (Net)		23355	23355
<b><u>Current Liabilities</u></b>			
(a) Short-Term Borrowings		0	0
(b) Trade Payables		0	0
(c) Other Current Liabilities	5	191980	20230
(d) Short-Term Provisions	6	11000	11000
<b>Total Equity &amp; Liabilities</b>		<b>585455386</b>	<b>586784161</b>
<b>II. ASSETS</b>			
<b><u>Non-Current Assets</u></b>			
(a) Fixed Assets		0	0
(b) Non-current investments	7	266647259	368644639
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances	8	81160000	116255409
(e) Other non-current assets	9	300000	300000
<b><u>Current Assets</u></b>			
(a) Current investments	10	143006910	99405000
(b) Trade receivables	11	76142500	0
(c) Cash and cash equivalents	12	236104	334878
(d) Short-term loans and advances	13	17962612	1844234
<b>Total Assets</b>		<b>585455386</b>	<b>586784161</b>
<b>Notes to Accounts</b> <span style="float: right;"><b>1 to 26</b></span>			
Notes attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of even date.			
<b>FOR DHVANISH SHAH &amp; ASSOCIATES</b> <b>CHARTERED ACCOUNTANTS</b> Firm Reg. No. 139838 W		<b>FOR AND ON BEHALF OF THE BOARD</b> For, SIMPLEX TRADING AND AGENCIES LIMITED	
<b>Sd/-</b> <b>CA DHVANISH SHAH</b> <b>PROPRIETOR</b> Membership No. 162263 Place: Ahmedabad Date: 25.05.2016	<b>Sd/-</b> <b>DINABEN GANATRA</b> <b>DIRECTOR</b> Place: Ahmedabad Date: 25.05.2016	<b>Sd/-</b> <b>ANAND TRIVEDI</b> <b>DIRECTOR</b>	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016				
(Rupees)				
Sr. No	Particulars	Notes	2015-16	2014-15
I	Revenue from operations		00	00
II	Other Income	14	278	00
III	<b>III. Total Revenue (I +II)</b>		<b>278</b>	<b>00</b>
IV	<b><u>Expenses:</u></b>			
	Employee Benefit Expense	0	0	0
	Financial Costs	15	999	432
	Depreciation and Amortization Expense	16	0	49717
	Other Expenses	17	908667	108130
	<b>Total Expenses (IV)</b>		<b>909666</b>	<b>158279</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>(909388)</b>	<b>(158279)</b>
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax	(V - VI)	<b>(909388)</b>	<b>(158279)</b>
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		<b>(909388)</b>	<b>(158279)</b>
X	<b><u>Tax expense:</u></b>		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	<b>(909388)</b>	<b>(158279)</b>
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	<b>00</b>	<b>00</b>
XV	Profit/(Loss) for the period (XI + XIV)		<b>(909388)</b>	<b>(158279)</b>
XVI	Earning per equity share:			
	(1) Basic		(0.02)	(0.00)
	(2) Diluted		(0.02)	(0.00)
<b>Notes to Accounts</b>		<b>1 to 26</b>		
Notes attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of even date.				
<b>FOR DHVANISH SHAH &amp; ASSOCIATES</b>		<b>FOR AND ON BEHALF OF THE BOARD</b>		
<b>CHARTERED ACCOUNTANTS</b>		<b>For, SIMPLEX TRADING AND AGENCIES LIMITED</b>		
Firm Reg. No. 139838 W				
Sd/-	Sd/-	Sd/-		
CA DHVANISH SHAH	DINABEN GANATRA	ANAND TRIVEDI		
PROPRIETOR	DIRECTOR	DIRECTOR		
Membership No. 162263				
Place: Ahmedabad	Place: Ahmedabad			
Date: 25.05.2016	Date: 25.05.2016			

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016</b>		
	( Rupees)	
	2015-16	2014-15
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(909388)	(158279)
<b>Adjustments for</b>		
Depreciation & impairment	0	0
<b>Operating Profit before Working Capital Changes</b>	(909388)	(158279)
<b>Adjustments for</b>		
Change in Receivables	(76142500)	4265600
Change in Current Liabilities & Provisions	171750	(15153393)
Change in Current assets, Loans & Advances	(16118378)	191263499
<b>Cash generated from Operations</b>	(92998516)	180217427
Direct Taxes paid	0	0
<b>Net cash from Operating Activities</b>	<b>(92998516)</b>	<b>180217427</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Proceeds from borrowings	(591137)	(94529590)
Purchases of Fixed Assets	0	25640
Purchases of Investment	58395470	22772157
Dividend Received	0	0
Profit /(Loss) on Investment	0	0
<b>Net cash flow from Investing Activities</b>	<b>57804333</b>	<b>(71731793)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term loans	35095409	(116205692)
Proceeds from Short term borrowings	0	0
<b>Net cash flow from Financing Activities</b>	<b>35095409</b>	<b>(116205692)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>	(98774)	(7720058)
Cash & Cash Equivalents at the beginning of the year	334878	8054936
Cash & Cash Equivalents at the end of the year	<b>236104</b>	<b>334878</b>
<b>Note: Previous Year figures have been regrouped/rearranged, wherever necessary</b>		
<b>FOR DHVANISH SHAH &amp; ASSOCIATES</b>	<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>CHARTERED ACCOUNTANTS</b>	<b>For, SIMPLEX TRADING AND AGENCIES LIMITED</b>	
<b>Firm Reg. No. 139838 W</b>		
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>CA DHVANISH SHAH</b>	<b>DINABEN GANATRA</b>	<b>ANAND TRIVEDI</b>
<b>PROPRIETOR</b>	<b>DIRECTOR</b>	<b>DIRECTOR</b>
<b>Membership No. 162263</b>		
<b>Place: Ahmedabad</b>	<b>Place: Ahmedabad</b>	
<b>Date: 25.05.2016</b>	<b>Date: 25.05.2016</b>	

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Note: 1 SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Accounting :-**

The Accounts have been prepared on historical cost basis and accrual system of accounting unless otherwise stated.

**2. Income Recognition :-**

2.1 Interest on investments is accounted for on accrual basis.

2.2 Dividend income is accounted for on receipt basis.

2.3 Profit or loss on sale of investments is accounted for as and when the transactions are entered into.

**3. Expenses :-**

The Company provides for all expenses on accrual basis.

**4. Investments :-**

(a) Long term investments are valued at cost.

(b) All investments have been classified as long term investments.

**5. Taxation**

5.1 Provision for current tax is made on the estimated taxable income at the tax rate applicable to the relevant assessment year. Deferred tax assets and deferred tax liabilities are calculated by applying the rate and tax laws that have been enacted or substantively enacted as on balance sheet date. Deferred tax assets are reviewed at each Balance sheet date.

5.2 Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under Tax laws are recognised, only to the extent of a virtual certainty of its realisation. Deferred Tax Assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.

**6. Contingent Liabilities: -**

All known liabilities are provided for in the books of account except liabilities of contingent nature which have been adequately disclosed by way of "Notes to the Account".

**7. Other Accounting Policies: -**

These are consistent with the generally accepted accounting policies.

**Note : 2 Share Capital**

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	<b>AUTHORIZED CAPITAL</b> 5,00,00,000 Equity Shares of Rs. 10/- each	500000000	500000000
		<b>500000000</b>	<b>500000000</b>
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> Paid up Share capital 2500000 Equity shares of Rs.10 each fully paid up 2500000 Preferential warrant converted to equity 45000000 E.S. issued as bonus	25000000 25000000 450000000	25000000 25000000 450000000
	<b>Total in</b>	<b>500000000</b>	<b>500000000</b>



**Note : 3 Reserve & Surplus**

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Capital Reserve	109162	109162
2	Securities Premium reserve(After bonus issue)	38400000	38400000
	Statutory Reserve	8230000	8230000
3	General Reserve	10200000	10200000
4	Surplus (Profit & Loss Account)	9289889	10199277
	Balance brought forward from previous year	10199277	10357556
	Less: Prior Period Item TDS written Off	0	0
	Less: Tax on Regular Assessment Paid	0	0
	Add: Profit for the period	(909388)	(158279)
	<b>Total in</b>	<b>66229051</b>	<b>67138439</b>

**Note : 4 Long Term Borrowings( Unsecured)**

	Other Loans & Advances	19000000	19591137
	<b>Total in</b>	<b>19000000</b>	<b>19591137</b>

**Note : 5 Other Current Liabilities**

	Other Payables	191980	20230
	Other Payable includes unclaimed dividend of Unclaimed Dividend		
	<b>Total in</b>	<b>191980</b>	<b>20230</b>

**Note : 6 Short Term Provisions**

1	Provision for Taxation A/Y 2008-09	11000	11000
2	Other Provision	0	0
	<b>Total in</b>	<b>11000</b>	<b>11000</b>

**Note : 7 Non Current Investment consist of the following**

1	Investment in Equity Instrument( At Cost)		
<b>A</b>	<b>Quoted</b>		
1	1410268 Equity Shares of XO Infotech Ltd	18269641	18269641
2	10000000 Eq Shares of wellworth Overseas Ltd	10000000	10000000
3	275846(5418) E.S. of Malabar Ltd	4118058	381438
4	63000 E.S. of Presha Mettalurigical Ltd	3150000	3150000
5	1800000 E.S. of Seven Hill Industries Ltd	6642000	6642000
6	448276 E.S. of Sun and shine worldwide Ltd	25596560	25596560
		67776259	64039639
<b>B</b>	<b>UNQUOTED (F.V. Rs.10/- each)</b>		
1	Eq. Shares of Induram Developers Pvt. Ltd	217000	217000
2	Eq. Shares of Pratik Minerals P.Ltd	12686000	18795000
3	Eq. Shares of Angel Finvest Pvt Ltd	39468000	39468000
4	2600 Shiva Textfabs Ltd. Ludhiyana	26000000	26000000
5	Eq. Shares of Naam Dhari Ind P.Ltd	0	1500000
6	Eq. Shares of Aurogold Jewellery Ltd	120500000	120500000
7	Eq. Shares of Shankeshwer Metals P.Ltd	0	30225000
8	Eq. Shares of Prakausali Invt. (I)Pvt. Ltd.	0	62500000
9	Eq. Shares of Sitashree Food Product Ltd.	0	5400000
		198871000	304605000
	<b>Total in</b>	<b>266647259</b>	<b>368644639</b>

**Note : 8 Long Term Loans and Advances**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Other Loans & Advances	81160000	116255409
	<b>Total in `</b>	<b>81160000</b>	<b>116255409</b>

**Note : 9 Other Non Current Assets includes following**

1	Others	300000	349717
	<b>Total in `</b>	<b>300000</b>	<b>349717</b>

**Note :10 Current Investment**

1	Investment in Equity		
	<b>Quoted</b>		
1	19300 E.S. of Divine impex Ltd	357050	0
2	12000 E.S. of Anar Industries Limited	282000	0
3	174384 E.S. of Camex Ind Ltd	5486260	0
4	500000 E.S. of Golden Legend Leasing Ltd	42500000	0
5	91925 E.S. of Kappac Pharma Ltd	9927900	0
		58553210	0
	<b>Unquoted</b>		
1	Eq. Shares of Colama Commercials Ltd	4000	0
2	Eq. Shares of Direction Builders P.Ltd	75000	0
3	Eq. Shares of Production Needs Gases P.Ltd	0	2200000
4	Eq. Shares of Rudra Securities Ltd	20000000	20000000
5	Eq. Shares of Sannidhya Tradelink P.Ltd	0	4410000
6	Eq. Shares of Girish Metal P.Ltd	10000000	10000000
7	Eq. Shares of Northpole Finance Ltd	41788000	55500000
8	Eq. Shares of Myfair capital p. Ltd	10000000	0
9	Eq. Shares of Reetika Properties P.Ltd	1616700	0
10	Eq. Shares of Vashi Construction P.Ltd	970000	7295000
		84453700	99405000
	<b>Total in `</b>	<b>143006910</b>	<b>99405000</b>

**Note : 11 Trade Receivables(unsecured)**

2	Others		
	a) Secured, Considered Good	0	0
	b) Unsecured, Considered Good: (Related to balance of Investment)	76142500	0
	c) Doubtful	0	0
	<b>Total in `</b>	<b>76142500</b>	<b>0</b>

**Note : 12 Cash & Cash Equivalent**

1	<b>Cash-in-Hand</b>		
	Cash Balance	180876	59296
	<b>Sub Total (A)</b>	<b>180876</b>	<b>59296</b>
2	<b>Bank Balance</b>		
	Bank Balance with Scheduled Banks		
	(i) In Current Accounts	55228	275582
	<b>Sub Total (B)</b>	<b>55228</b>	<b>275582</b>
	<b>Total [ A + B ]</b>	<b>236104</b>	<b>334878</b>

**Note :13 Short Terms Loans and Advances**

1	Advance Income Tax/Refund Due	91362	94234
2	Others	17871250	1750000
	<b>Total in `</b>	<b>17962612</b>	<b>1844234</b>

**Note : 14 Other Income includes following**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Interest on Income Tax Refund	278	0
	<b>Total in `</b>	<b>278</b>	<b>0</b>

**Note : 15 Financial Cost consist of following**

1	Interest on Other loans	0	0
2	Bank Charges	999	432
	<b>Total in `</b>	<b>999</b>	<b>432</b>

**Note : 16 Depreciation & Amortised Cost**

1	Depreciation	0	0
2	Preliminary Expenses W/O	0	49717
	<b>Total in `</b>	<b>0</b>	<b>49717</b>

**Note : 17 Other Expenses**

1	Audit Fees	10000	10000
2	Annual Custody Fees	171750	19100
3	Delay Payment Charges	8469	0
4	Demat Expenses	900	0
5	Evoting Expenses	2850	0
6	Listing Fees	112360	33708
7	Loss on sale of Investment	164485	17422
8	Legal & Professional Fees	95000	3900
9	Rent Expenses	324000	0
10	Roc Exp.	0	24000
11	Security Transaction Tax	18853	0
	<b>Total in `</b>	<b>908667</b>	<b>108130</b>

**Note: 18** The Company has not accepted any public deposits during the year.

**Note: 19** Based on information available, the Company is of the opinion that as on the Balance Sheet date, no amounts are payable to Small Scale undertakings.

**Note: 20** The Company has only one business segment .In view of the AS-17 "Segment Reporting" issued by The Institute of Chartered Accountant of India, is not applicable.

**Note: 21** There are no "Related Party transactions during the year."

**Note: 22 EARNINGS PER SHARE**

Earnings per share is calculated by dividing profit/(loss) attributable to the equity share holder by the weighted average number of equity shares outstanding during the period.

Particulars	31.03.2016	31.03.2015
Profit/(Loss) after taxation (Rs.)	(909388)	(158279)
Weighted Avg. No. of Shares outstanding during the year (Nos.)	500000000	500000000
Basic / diluted earnings per share (Rs.)	0.00	0.00

**Note: 23** In the opinion of the board, the value of the realisation of Current Assets, Loans and Advances, in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

**Note: 24** Auditors Remuneration:

Particulars	(In Rs.)	
	2015-16	2014-15
For Audit	10000	10000

**Note: 25** Previous year's figures have been regrouped, rearranged and reclassified, wherever necessary

**Note: 26** Figures have been rounded off to the nearest rupee.

**Signature to Notes '1' to '26'**

**As per our report on even date**

**FOR DHVANISH SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 139838 W**

**FOR AND ON BEHALF OF THE BOARD  
For, SIMPLEX TRADING AND AGENCIES LIMITED**

**Sd/-  
CA DHVANISH SHAH  
PROPRIETOR  
Membership No. 162263  
Place: Ahmedabad  
Date: 25.05.2016**

**Sd/-  
DINABEN GANATRA  
DIRECTOR  
Place: Ahmedabad  
Date: 25.05.2016**

**Sd/-  
ANAND TRIVEDI  
DIRECTOR**

**SIMPLEX TRADING AND AGENCIES LIMITED**

CIN: L51900GJ1981PLC079859

Reg. Office: 3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD,  
AHMEDABAD-380006

35th ANNUAL GENERAL MEETING On 29.09.2016 at 12.00 P.M. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 35th Annual General Meeting of the Company

\_\_\_\_\_  
*Signature of Member/s/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

**PROXY FORM****Form No MGT-11**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

CIN	L51900GJ1981PLC079859
Name of Company	SIMPLEX TRADING AND AGENCIES LIMITED
Reg. Office Address	3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006.
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SIMPLEX TRADING AND AGENCIES LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

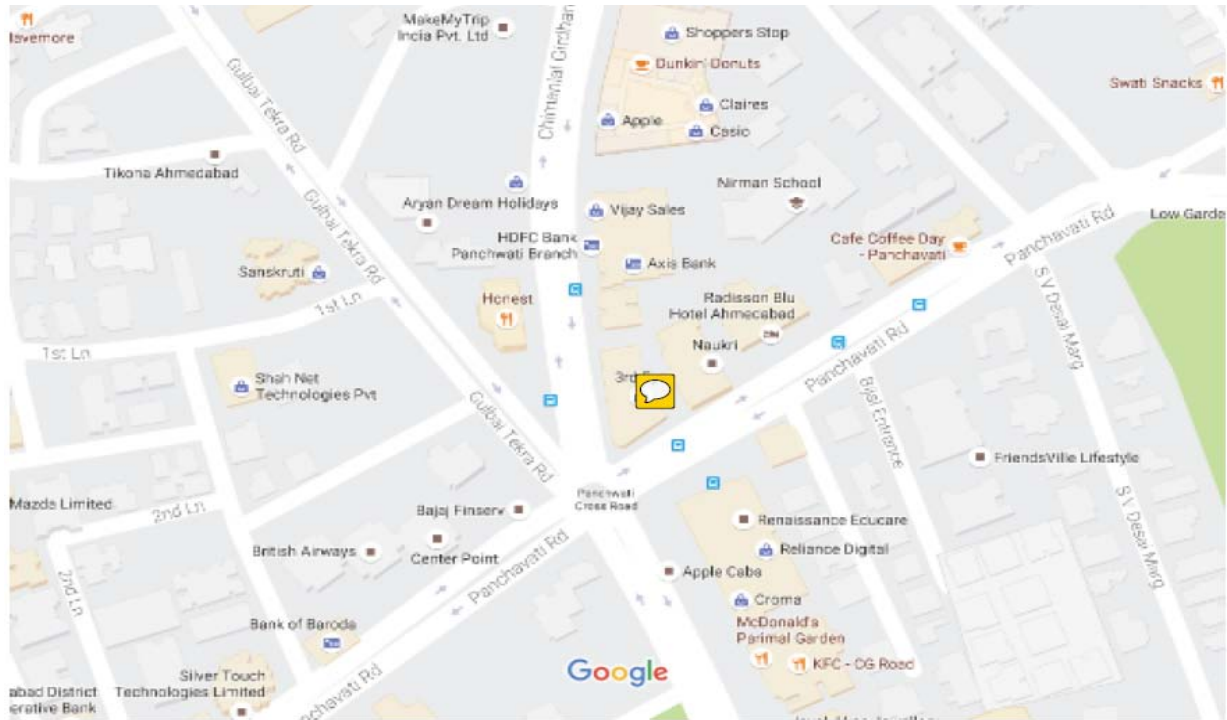
OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

## Route Map to the venue of the AGM



As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 35th Annual General Meeting of the Company to be held on 29.09.2016 at 12.00 P.M. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

### BALLOT FORM

Resolution No.	Resolution	*Optional	
		For	Against
01	Adoption of financial statement for the year ended 31st March, 2016, together with Auditors' Report and Directors' Report.		
02	Re Appointment of Mr. RAKESHKUMAR JAYVADANBHAI JARIWALA who retires by rotation.		
03	Re Appointment M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W) as auditors of the Company for 2016-17.		

Signed on this .....day of .....2016.

Affix  
Revenue  
Stamp

Signature of shareholder ...../ Signature of Proxy .....

#### NOTE:

- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report.
- 3 \*It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

# BOOK-POST

To,

If undelivered, please return to:

**SIMPLEX TRADING AND AGENCIES LIMITED**

CIN: L51900GJ1981PLC079859

Reg. Office: 3RD-I COMPLEX, BASEMENT OFFICE NO. 5, CABIN NO. 2, PANCHWATI CIRCLE,  
C. G. ROAD, AHMEDABAD-380006