

SIMPLEX TRADING AND AGENCIES LIMITED

CIN NO:L51900GJ1981PLC079859

Date: 20th October, 2017

To,
Listing Department,
BSE Limited,
P J Tower, Dalal
Street
Mumbai-400001

Scrip Code: 504382

Scrip Name: SIMPLEX TRADING & AGENCIES LTD.

Dear Sir/Madam,

SUB: Annual Report for the Financial Year 2016-17 as per Regulation 34(1) of the SEBI (LODR), Regulation, 2015

With reference to the above subject and pursuant to Regulation 34(1) of the SEBI (LODR), Regulation, 2015, we are enclosing herewith the annual report for the financial year ended March 31, 2017.

Please take the above in your records and kindly acknowledge receipts.

Thanking You,

Yours Faithfully

For, SIMPLEX TRADING AND AGENCIES LIMITED



Encl : As stated

Reg. Office Address: A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD GJ 380051 IN

Ph No. 079-26442750

E mail : simplextrading2007@gmail.com Web : www.simplextradingandagencies.in

36TH ANNUAL REPORT 2016-2017

SIMPLEX TRADING AND AGENCIES LIMITED

BOARD OF DIRECTOR

ASHISH AMRUTLAL THAKKAR	- DIRECTOR
KAIVANT RASIKLAL SHAH	- DIRECTOR
GARIMA ARUNKUMAR VERMA	- DIRECTOR

AUDITOR

M/S. RISHI SEKHRI AND ASSOCIATES,
CHARTERED ACCOUNTANTS,
MUMBAI

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

A-1113, SIDDHIVINAYAK COMPLEX,
MAKARBA, VEJALPUR,
AHMEDABAD-380051

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N O T I C E

Notice is hereby given that the **36th ANNUAL GENERAL MEETING** of the members of **SIMPLEX TRADING AND AGENCIES LIMITED** will be held on Monday the 25th day of September, 2017 at 02.00 p.m. at the registered office of the company A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051 to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To Appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), M/S. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI, FRN: 128216W, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD, FRN: 139838W, Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 36th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every 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.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT** Mr. ASHISH AMRUTLAL THAKKAR (DIN-02247833), who was appointed as an Additional Director of the Company on 01.10.2016 under Section 149, 152 & 161 of the Companies Act, 2013 to the extent applicable holds office up to the date of this Annual General Meeting but being eligible, offers himself for re-appointment and in respect of whom the company has received Notice in writing from member proposing his candidature for office of Director, be and hereby appointed as director of the Company and whose office liable to retire by rotation”
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. KAIVANT RASIKLAL SHAH (DIN-07641964) who was appointed on 01.10.2016 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 25, 2022.”
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. GARIMA ARUNKUMAR VERMA (DIN-03094716) who was appointed on 01.04.2017 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 25, 2022.”

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

PLACE: AHMEDABAD
DATE: 25.05.2017

(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833

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 19th September, 2017 to 25th September, 2017.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
11. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
12. 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:

Name of the Director	ASHISH AMRUTLAL THAKKAR	KAIVANT RASIKLAL SHAH	GARIMA ARUNKUMAR VERMA
DIN	02247833	07641964	03094716
Date of Birth	11/04/1986	10/10/1952	16/04/1966
Date of Appointment	24/11/2016	24/11/2016	01/04/2017

PAN	ADUPT6656Q	BMBPS1483H	AFBPV4956J
Directorships held in other companies in India, as on 31.03.2017	MALABAR TRADING COMPANY LIMITED VISHNU PULSE MILL PRIVATE LIMITED AMARJYOT AGROCOMMODITIES PRIVATE LIMITED	SARAL MINING LIMITED MALABAR TRADING COMPANY LIMITED	PRESHA METALLURGICAL LIMITED BANIAN AND BERRY METALS PRIVATE LIMITED MALABAR TRADING COMPANY LIMITED
Membership of Committees of other companies, in which he is a Director, as on 31.03.2017	3	6	6
No. of Shares held in the Company	Nil	Nil	Nil

INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS

In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 22.09.2017 (09:00 am) and ends on 24.09.2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18.09.2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL:
 - b. 16 digits beneficiary ID,
 - c. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - d. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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 Company Name i.e. “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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533

Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at simplextrading2007@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24.09.2017 up to 5:00 pm without which the vote shall not be treated as valid.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September 2017. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

Mr. KALPESHKUMAR PATEL of M/s. K. G. Patel & Associates, Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the remote e-voting process. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL. The same will be communicated to the listed stock exchanges i.e. Bombay Stock Exchange Limited where shares are listed.

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

**PLACE: AHMEDABAD
DATE: 25.05.2017**

**(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833**

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No. 3

The Board of Directors at their meeting held on 01.10.2016 co-opted Mr. ASHISH AMRUTLAL THAKKAR in the Board as Additional Director as per section 160 and other applicable provision of the Company Act, 2013 his tenures of office expires at the ensuing Annual General Meeting. He is proposed to be confirmed and appointed as a director of the Company, as his induction on the Board would be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. ASHISH AMRUTLAL THAKKAR as a Director for approval by the shareholders of the Company. Mr. ASHISH AMRUTLAL THAKKAR being appointee may be deemed to be interested in the Resolution for their respective appointment as set out in Item Nos. 3 of the Notice.

Except as provided above, none of the other Directors, promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4 and 5

Mr. KAIVANT RASIKLAL SHAH and Ms. GARIMA ARUNKUMAR VERMA were appointed as an Additional Director of the Company with effect from 01.10.2016 and 01.04.2017 respectively pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. They holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. KAIVANT RASIKLAL SHAH and Ms. GARIMA ARUNKUMAR VERMA as Independent Director of the Company and to hold office for five consecutive years for a term up to September 25, 2022.

The Board recommends the resolution for the approval of shareholders.

Except as provided above, none of the other Directors, promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

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

**PLACE: AHMEDABAD
DATE: 25.05.2017**

**(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 36th Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2017.

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. 915287/-.

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.

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 2016-17 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:

Mr. ASHISH AMRUTLAL THAKKAR (DIN-02247833) was appointed as an Additional Director of the Company on 01.10.2016 and hold office up to the date of this Annual General Meeting be and hereby appointed as director of the Company and whose office liable to retire by rotation.

Mr. ASHISH AMRUTLAL THAKKAR and Ms. GARIMA ARUNKUMAR VERMA were appointed on 01.10.2016 and 01.04.2017 respectively as an Additional Director of the Company and are hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the conclusion of the Annual General Meeting to be held in the calendar year 2022.

RAKESHKUMAR JAYVADANBHAI JARIWALA, JAYDIPSINH DHIDRAJSINH MEDHAT and DINABEN GANATRA were resigned as a Director of the Company with effect from 01.10.2016, 01.10.2016 and 01.04.2017 respectively.

Mr. ANAND RAMANLAL TRIVEDI was appointed as additional director of the company as on 11.05.2016 and subsequently resigned as on 13.08.2016.

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.

NUMBER OF MEETINGS OF THE BOARD:

The details of the number of meetings of the Board held during the Financial Year 2016-17 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees and the details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

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:

M/S. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI, FRN: 128216W, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD, FRN: 139838W, Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 36th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every 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

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.

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

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 Ms. Heena Patel, Company Secretary 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.

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: 25.05.2017

**(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833**

Annexure to Director's Report**Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31st March, 2017**

Particulars	Rupees in Lacs
	Amount
Loans given	2038.28
Guarantee given	Nil
Investments	2900.66

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: 25.05.2017

**(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833**

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

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: 25.05.2017

**(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833**

Annexure to Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

(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, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2017** according to the provisions of:

- i) The Companies Act, 2013 and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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, 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 - 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.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. 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 the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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, Heena Patel
Practicing Company Secretary

Place: Vadodara
Date: 25.05.2017

[Heena Patel]
ACS No: A40323
C. P. NO.: 16241

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.

For, Heena Patel
Practicing Company Secretary

Place: Vadodara
Date: 25.05.2017

[Heena Patel]
ACS No: A40323
C. P. NO.: 16241

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 31.03.2017

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	A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051
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 01.04.2016				No. of Shares held at the end of the year as on 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	--	--	--	--	--	--	--	--	--
2. Foreign	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = 1+2	--	--	--	--	--	--	--	--	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corporate	23812542	--	23812542	47.63	27120522	--	27120522	54.24	6.61
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	7373047	27550	7400597	14.80	5380296	27550	5407846	10.82	(3.98)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	14024448	--	14024448	28.05	12972948	--	12972948	25.095	(2.95)

c) Others (specify)									
-NRI REPATRIABLE	7000	--	7000	0.01	7011	--	7011	0.01	--
-HUF	4755413	--	4755413	9.51	4491673	--	4491673	9.98	0.47
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 01.04.2016		Cumulative Shareholding during the year 31.03.2017	
		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	2287000	4.57	2287000	4.57
3	SUBHEKSHA GOODS SUPPLIERS PRIVATE LIMITED	1703500	3.41	1703500	3.41
4	COSMOS DISTRIBUTORS PRIVATE LIMITED	1226730	2.45	1646500	3.29
5	KANIKSHA MERCHANTS PVT LTD	1297870	2.60	1297870	2.60
6	ADMIT VINTRADE PRIVATE LIMITED	0	0.00	1268500	2.54
7	SHREEJI BROKING PRIVATE LTD	1226730	2.45	1198930	2.40
8	RUDRA SECURITIES AND CAPITAL LIMITED	1193750	2.39	1193750	2.39
9	TWIST BARTER PRIVATE LIMITED	1193620	2.39	1193620	2.39
10	RUDRA SECURITIES AND CAPITAL LIMITED	1193750	2.39	1193750	2.39

(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
Indebtness at the beginning of the financial year				
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
Total (i+ii+iii)	00	19000000	00	19000000
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	19000000	00	19000000
Net Change	00	19000000	00	19000000

Indebtness at the end of the financial year				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

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)
A. Company					
Penalty			NONE		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other officers in default					
Penalty			NONE		
Punishment					
Compounding					

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

PLACE: AHMEDABAD

DATE: 25.05.2017

(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833

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 2016-17 the Board met 7 (Seven) times:

25 th April, 2016	11 th May, 2016	25 th May, 2016	13 th August, 2016
1 st October, 2016	15 th November, 2016	13 th February, 2017	

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

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attendance
RAKESHKUMAR JARIWALA Resigned as on 01.10.2016	Non-Executive Independent Director	4	Yes
JAYDIPSINH MEDHAT Resigned as on 01.10.2016	Non - Executive (Director)	4	Yes
DINABEN GANATRA Resigned as on 01.04.2017	Non-Executive Independent Director	7	NA
ANAND RAMANLAL TRIVEDI Appointed as on 11.05.2016 Resigned as on 13.08.2016	Non-Executive Independent Director	2	NA
KAIVANT RASIKLAL SHAH Appointed as on 01.10.2016	Non-Executive Independent Director	3	NA
ASHISH AMRUTLAL THAKKAR Appointed as on 01.10.2016	Non - Executive (Director)	3	NA

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on February 13, 2017 without the presence of the Executive Director and the Senior Management team. The meeting was attended by majority of Independent Directors and was conducted to enable the Independent Director to discuss matters prescribed under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Regulation, 2015.

AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. KAIVANT RASIKLAL SHAH Mr. ASHISH AMRUTLAL THAKKAR and Ms. GARIMA ARUNKUMAR VERMA.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the SEBI (LODR), Regulation 2015.

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 with attendance of the members as under:

25th May, 2016 | 13th August, 2016 | 15th November, 2016 | 13th February, 2017

Name	Attended	Name	Attended
RAKESHKUMAR JARIWALA	2	ANAND TRIVEDI	1
JAYDIPSINH MEDHAT	2	KAIVANT SHAH	2
DINABEN GANATRA	4	ASHISH THAKKAR	2

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee has been re-constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 01.04.2017 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 Mr. KAIVANT RASIKLAL SHAH Mr. ASHISH AMRUTLAL THAKKAR and Ms. GARIMA ARUNKUMAR VERMA. There were 4 (Four) meetings were held on 25.04.2016, 11.05.2016, 13.08.2016 and 01.10.2016 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, Mr. KAIVANT RASIKLAL SHAH Mr. ASHISH AMRUTLAL THAKKAR and Ms. GARIMA ARUNKUMAR VERMA. During the year under review, the Committee met as and when required and all the members have attended the meetings.

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
2015-16	At Registered office Address	29.09.2016 12:00 PM	Nil
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

POSTAL BALLOT: During the Financial Year 2016-17 no Special Resolution was required to be carried out through postal ballot.

EXTRAORDINARY GENERAL MEETINGS: No Extra Ordinary General Meeting held in last three year.

DISCLOSURES

- There are no materially significant related partly 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 markers, 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 2016 – 17, was placed at the meeting of Board of Directors held on May 25, 2017.

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	25th September, 2017 and 02:00 P.M.
Venue of Annual General Meeting	A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051
Dates of Book Closure	19.09.2017 to 25.09.2017
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, 2018	
Quarterly Financial Results	Date of Board Meeting
First Quarterly Results	Before 15.08.2017
Second Quarterly Results	Before 15.11.2017
Third Quarterly Results	Before 15.02.2018
Fourth Quarterly Results	Before 15.05.2018

CATEGORIES OF SHAREOWNERS AS ON 31.03.2017

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Bodies Corporate	27120522	54.24
Resident Individuals		
- Share capital up to Rs 1 lakh	5407846	10.82
- share capital in excess of Rs. 1 lakh	12972948	25.095
NRI	7011	0.01
Hindu Undivided Families	4491673	9.98
Total	50000000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017

Share Balance	Holders	% of Total	Total Shares	% of Total
0001- 2500	201	16.13	15440	0.03
2501-5000	34	2.73	18742	0.04
5001- 10000	32	2.57	34343	0.07
10001- 20000	31	2.49	63649	0.13
20001- 30000	26	2.09	110273	0.22
30001- 40000	12	0.96	69707	0.14
40001- 50000	57	4.57	532207	1.06
50001-100000	417	33.47	4564488	9.13
100001 and above	436	34.99	44591151	89.18
Total	1246	100.00	50000000	100.00

STOCK MARKET DATA

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 2017, 46182454 Equity Shares (95.36%) of the Company was held in dematerialized form.

ADDRESS FOR CORRESPONDENCE AND COMPLAINTS TO BE ADDRESS TO:

ASHISH AMRUTLAL THAKKAR -Compliance Officer E-mail: simplextrading2007@gmail.com
A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051

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, 2017 as envisaged in SEBI (LODR) Regulation, 2015.

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

PLACE: AHMEDABAD
DATE: 25.05.2017

(ASHISH THAKKAR)
DIRECTOR
DIN: 02247833

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

To the members of SIMPLEX TRADING AND AGENCIES LIMITED:

We have examined the compliance of conditions of Corporate Governance by **M/s. SIMPLEX TRADING AND AGENCIES LIMITED** ("the company") for the year ended March 31, 2017, as per the provisions of regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated above. 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 explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

Restrictions on Use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

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

**CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263**

**PLACE: AHMEDABAD
DATE: 25.05.2017**

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 **M/s. SIMPLEX TRADING AND AGENCIES LIMITED**, which comprise the Balance Sheet as at 31 March 2017, 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, 2017;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

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, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and 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.
 - iv. The Company has provided requisite disclosures in Note 27 to these standalone financial statements as to the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

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

CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263

PLACE: AHMEDABAD
DATE: 25.05.2017

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 31ST MARCH, 2017.**

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, 2017 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**

**CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263**

**PLACE: AHMEDABAD
DATE: 25.05.2017**

BALANCE SHEET AS AT 31ST MARCH 2017			
(Amount in Rupees)			
Particulars	Notes	March 31, 2017	March 31, 2016
I. EQUITY AND LIABILITIES			
<u>Shareholder's Funds</u>			
(a) Share Capital	2	500000000	500000000
(b) Reserves and Surplus	3	65313764	66229051
<u>Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	0	19000000
(b) Deferred Tax Liabilities (Net)		23355	23355
<u>Current Liabilities</u>			
(a) Short-Term Borrowings		0	0
(b) Trade Payables		0	0
(c) Other Current Liabilities	5	10230	191980
(d) Short-Term Provisions	6	0	11000
Total Equity & Liabilities		565347349	585455386
II. ASSETS			
<u>Non-Current Assets</u>			
(a) Fixed Assets		0	0
(b) Non-current investments	7	197933179	266647259
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances	8	192356500	81160000
(e) Other non-current assets	9	0	300000
<u>Current Assets</u>			
(a) Current investments	10	92132714	143006910
(b) Trade receivables	11	70986000	76142500
(c) Cash and cash equivalents	12	467706	236104
(d) Short-term loans and advances	13	11471250	17962612
Total Assets		565347349	585455386
Notes to Accounts 1 to 27			
Notes attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of 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	
CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017	KAIVANT SHAH DIRECTOR DIN: 07641964 Place: Ahmedabad Date: 25.05.2017	ASHISH THAKKAR DIRECTOR DIN: 02247833	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017				
(Rupees)				
Sr. No	Particulars	Notes	2016-17	2015-16
I	Revenue from operations		00	00
II	Other Income	14	0	278
III	III. Total Revenue (I +II)		0	278
IV	Expenses:			
	Employee Benefit Expense	15	330000	0
	Financial Costs	16	2045	999
	Depreciation and Amortization Expense		0	0
	Other Expenses	17	583242	908667
	Total Expenses (IV)		915287	909666
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(915287)	(909388)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(915287)	(909388)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(915287)	(909388)
X	Tax expense:		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(915287)	(909388)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(915287)	(909388)
XVI	Earning per equity share:			
	(1) Basic		(0.02)	(0.02)
	(2) Diluted		(0.02)	(0.02)
Notes to Accounts		1 to 27		
Notes attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of 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		
CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017		KAIVANT SHAH DIRECTOR DIN: 07641964 Place: Ahmedabad Date: 25.05.2017	ASHISH THAKKAR DIRECTOR DIN: 02247833	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017								
	(Rupees)							
	2016-17	2015-16						
A CASH FLOW FROM OPERATING ACTIVITIES								
Net Profit/(Loss) before Tax and Extra Ordinary Items	(915287)	(909388)						
Adjustments for								
Depreciation & impairment	0	0						
Operating Profit before Working Capital Changes	(915287)	(909388)						
Adjustments for								
Change in Receivables	5156500	(76142500)						
Change in Current Liabilities & Provisions	(192750)	171750						
Change in Current assets, Loans & Advances	6491362	(16118378)						
Cash generated from Operations	10539825	(92998516)						
Direct Taxes paid	0	0						
Net cash from Operating Activities	10539825	(92998516)						
B CASH FLOWS FROM INVESTING ACTIVITIES :								
Proceeds from borrowings	(19000000)	(591137)						
Purchases of Fixed Assets	0	0						
Purchases of Investment	119588276	58395470						
Dividend Received	0	0						
Profit/(Loss) on Investment	0	0						
Net cash flow from Investing Activities	100588276	57804333						
C. CASH FLOWS FROM FINANCING ACTIVITIES								
Proceeds from Long Term loans	(110896500)	35095409						
Proceeds from Short term borrowings	0	0						
Net cash flow from Financing Activities	(110896500)	35095409						
Net Increase/(Decrease) in Cash & Cash Equivalent	231601	(98774)						
Cash & Cash Equivalents at the beginning of the year	236104	334878						
Cash & Cash Equivalents at the end of the year	467706	236104						
Note: Previous Year figures have been regrouped/rearranged, wherever necessary								
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> FOR DHVANISH SHAH & ASSOCIATES CHARTERED ACCOUNTANTS Firm Reg. No. 139838 W </td> <td style="width: 50%; vertical-align: top; text-align: right;"> FOR AND ON BEHALF OF THE BOARD For, SIMPLEX TRADING AND AGENCIES LIMITED </td> </tr> <tr> <td style="vertical-align: top;"> CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017 </td> <td style="vertical-align: top; text-align: right;"> KAIVANT SHAH DIRECTOR DIN: 07641964 Place: Ahmedabad Date: 25.05.2017 </td> </tr> <tr> <td></td> <td style="vertical-align: top; text-align: right;"> ASHISH THAKKAR DIRECTOR DIN: 02247833 </td> </tr> </table>			FOR DHVANISH SHAH & ASSOCIATES CHARTERED ACCOUNTANTS Firm Reg. No. 139838 W	FOR AND ON BEHALF OF THE BOARD For, SIMPLEX TRADING AND AGENCIES LIMITED	CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017	KAIVANT SHAH DIRECTOR DIN: 07641964 Place: Ahmedabad Date: 25.05.2017		ASHISH THAKKAR DIRECTOR DIN: 02247833
FOR DHVANISH SHAH & ASSOCIATES CHARTERED ACCOUNTANTS Firm Reg. No. 139838 W	FOR AND ON BEHALF OF THE BOARD For, SIMPLEX TRADING AND AGENCIES LIMITED							
CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017	KAIVANT SHAH DIRECTOR DIN: 07641964 Place: Ahmedabad Date: 25.05.2017							
	ASHISH THAKKAR DIRECTOR DIN: 02247833							

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	<u>AUTHORIZED CAPITAL</u> 5,00,00,000 Equity Shares of Rs. 10/- each	500000000	500000000
		500000000	500000000
2	<u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> 5,00,00,000 Equity Shares of Rs. 10/- each	500000000	500000000
	Total in	500000000	500000000

Note : 3 Reserve & Surplus

Sr. No	Particulars	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)	8374602	9289889
	Balance brought forward from previous year	9289889	10357556
	Less:Prior Period Item TDS written Off	0	0
	Less: Tax on Regular Assessment Paid	0	0
	Add: Profit for the period	(915287)	(909388)
	Total in	65313764	66229051

Note : 4 Long Term Borrowings(Unsecured)

	Other Loans & Advances	0	19000000
	Total in	0	19000000

Note : 5 Other Current Liabilities

	Other Payables	10230	191980
	Other Payable includes unclaimed dividend of Unclaimed Dividend		
	Total in	10230	191980

Note : 6 Short Term Provisions

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

Note : 7 Non Current Investment consist of the following

1	Investment in Equity Instrument(At Cost)		
A	Quoted		
1	22700 Eq. Shares of Biofil Chemicals Limited	144599	0
2	12000 Eq. Shares of Exdon trading Company Limited	120000	0
3	275846(5418) E.S. of Malabar Ltd	4118058	4118058
4	63000 E.S.of Presha Mettalurigical Ltd	3150000	3150000
5	35200 Shares of Radhika Jeweltech Limited	857071	0
6	1800000 E.S. of Seven Hill Industries Ltd	6642000	6642000
7	9000 Eq. Shares of Shree Ganesh Bio Tech (India) Limited	792000	0
8	257333 Eq. Shares of Sitashree Food Products Limited	7526250	0
9	448276 E.S. of Sun and shine worldwide ltd	25596560	25596560
10	10000000 Eq Shares of wellworth Overseas Ltd	10000000	10000000
11	1410268 Equity Shares of XO Infotech Ltd	18269641	18269641
		77216179	67776259
B	UNQUOTED (F.V. Rs.10/- each)		
1	Eq. Shares of Angel Finvest Pvt Ltd	0	39468000
2	Eq. Shares of Aurogold Jewellery Ltd	120500000	120500000
3	Eq. Shares of Induram Developers Pvt. Ltd	217000	217000
4	Eq. Shares of Pratik Minerals P.Ltd	0	12686000
5	2600 Shiva Textfabs Ltd. Ludhiana	0	26000000
		120717000	198871000
	Total in	197933179	266647259

Note : 8 Long Term Loans and Advances

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Other Loans & Advances	192356500	81160000
	Total in	192356500	81160000

Note : 9 Other Non - Current Assets includes following

1	Others	0	300000
	Total in	0	300000

Note :10 Current Investment

1	Investment in Equity		
	Quoted		
1	12000 E.S. of Anar Industries Limited	282000	282000
2	174384 E.S. of Camex Ind Ltd	2436064	5486260
3	3084 (19300) E.S. of Divine impex Ltd	57050	357050
4	500000 E.S. of Golden Legend Leasing Ltd	42500000	42500000
5	Interface Financial Services Limited	400000	0
6	91925 E.S. of Kappac Pharma Ltd	9927900	9927900
		55603014	58553210
	Unquoted		
1	Eq. Shares of Akalgrah Infra Development Pvt. Ltd	3500000	0
2	Eq. Shares of Colama Commercials Ltd	7000	4000
3	Eq. Shares of Direction Builders P.Ltd	75000	75000
4	Eq. Shares of Girish Metal P.Ltd	1500000	10000000
5	Eq. Shares of Myfair capital p. Ltd	0	10000000
6	Eq. Shares of Nidhi Multicommodities Pvt Ltd	1500000	0
7	Eq. Shares of Northpole Finance Ltd	24261000	41788000
8	Eq. Shares of Reetika Properties P.Ltd	1616700	1616700
9	Eq. Shares of Rudra Securities Ltd	0	20000000
10	Eq. Shares of Sannidhya Tradelink P.Ltd	3100000	0
11	Eq. Shares of Vashi Construction P.Ltd	970000	970000
		36529700	84453700
	Total in	92132714	143006910

Note : 11 Trade Receivables(unsecured)

2	Others		
	a) Secured, Considered Good	0	0
	b) Unsecured, Considered Good: (Related to balance of Investment)	70986000	76142500
	c) Doubtful	0	0
	Total in	70986000	76142500

Note : 12 Cash & Cash Equivalent

1	Cash-in-Hand		
	Cash Balance	423534	180876
	Sub Total (A)	423534	180876
2	Bank Balance		
	Bank Balance with Scheduled Banks		
	(i) In Current Accounts	44172	55228
	Sub Total (B)	44172	55228
	Total [A + B]	236104	334878

Note :13 Short Terms Loans and Advances

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Advance Income Tax/Refund Due	0	91362
2	Others	11471250	17871250
	Total in	11471250	17962612

Note : 14 Other Income includes following

1	Interest on Income Tax Refund	0	278
	Total in	0	278

Note : 15 Employment Benefit Expenses includes

1	Salaries & Wages	330000	0
	Total in	330000	0

Note : 16 Financial Cost consist of following

1	Interest on Other loans	0	0
2	Bank Charges	2045	999
	Total in	2045	999

Note : 17 Other Expenses

1	Annual Custody Fees	99548	171750
2	Audit Fees	10000	10000
3	bad Debt Written Off	300000	0
4	Delay Payment Charges	4081	8469
5	Demat Expenses	1150	900
6	Evoting Expenses	0	2850
7	Income Tax Expense	80362	0
8	Legal & Professional Fees	14400	95000
9	Listing Fees	0	112360
10	Loss on sale of Investment	42859	164485
11	Rent Expenses	12800	324000
12	Roc Exp.	7200	0
13	Security Transaction Tax	10842	18853
	Total in	583242	908667

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 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: 23 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	31.03.2017	31.03.2016
Profit/(Loss) after taxation (Rs.)	(915287)	(909388)
Weighted Avg. No. of Shares outstanding during the year (Nos.)	500000000	500000000
Basic / diluted earnings per share (Rs.)	(0.02)	(0.02)

Note: 24 Auditors Remuneration

(In Rs.)

Particulars	2016-17	2015-16
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.

Note: 27 Details of Specified Bank Notes (SBN) held and transacted during the period 8th November, 2016 to 30th December, 2016: Disclosure as stated in Notification G.S.R. 308 dated 31st March 2017

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	0	340833	340833
(+) Permitted receipts	0	131150	131150
(-) Permitted payments	0	6000	6000
(-) Amount deposited in Banks	0	0	0
Closing cash in hand as on 30th December, 2016	0	465983	465983

Signature to Notes '1' to '27'

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

CA DHVANISH SHAH
PROPRIETOR
Membership No. 162263
Place: Ahmedabad
Date: 25.05.2017

KAIVANT SHAH
DIRECTOR
DIN: 07641964
Place: Ahmedabad
Date: 25.05.2017

ASHISH THAKKAR
DIRECTOR
DIN: 02247833

SIMPLEX TRADING AND AGENCIES LIMITED

CIN: L51900GJ1981PLC079859

Reg. Office: A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051

36th ANNUAL GENERAL MEETING on 25.09.217 at 02.00 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 36th 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	A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051
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 36th Annual General Meeting of the Company to be held on 25.09.2017 at 02.00 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
Ordinary Business			
01	Adoption of financial statement for the year ended 31st March, 2017, together with Auditors' Report and Directors' Report.		
02	To Appoint Auditor and to fix their remuneration		
Special Business			
03	To Appoint Mr. ASHISH AMRUTLAL THAKKAR (DIN-02247833) as Director of the company.		
04	To Appoint Mr. KAIVANT RASIKLAL SHAH (DIN-07641964) as Independent Director of the company.		
05	To Appoint Ms. GARIMA ARUNKUMAR VERMA (DIN-03094716) as Independent Director of the company.		

Signed on thisday of2017

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: A-1113, SIDDHIVINAYAK COMPLEX, MAKARBA, VEJALPUR, AHMEDABAD-380051