



Simplex Projects Limited

AN ISO 9001:2008 & ISO 14001:2004 COMPANY

No. SPL/SE/24(A)/2020-21

Date: January 18, 2021

To, BSE Limited, P J Towers, Dalal Street, Mumbai - 400 001	To, National Stock Exchange of India Limited Bandra Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code - 532877	Scrip Code: SIMPLEX EQ

Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated August 19, 2020 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by Mr. Asit Kumar Labh , Practicing Company Secretary.

Kindly take the same on record.

Thanking you,
Yours faithfully
For **Simplex Projects Limited**

Sohini Shukla
Company Secretary
Mem.no. 48409
Encl: a/a

Registered & Corporate Office:

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E-mail: info@simplexprojects.com, CIN: L45201WB1990PLC050101
www.simplexprojects.com



Secretarial Compliance Report of Simplex Projects Limited
for the year ended 31st March, 2019

I, Asit Kumar Labh, *Practicing Company Secretary*, have examined:

- (a) all the documents and records made available to me and explanation provided by **Simplex Projects Limited** (CIN : L45201WB1990PLC050101) having its Registered Office at 12/1, Nellie Sengupta Sarani, Kolkata-700 087, West Bengal ("the listed entity");
- (b) the filings/submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder; and based on above examination, I hereby report that, during the Review Period:





- (a) The listed entity has compiled with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Composition of Board not proper due to less number of Independent Directors.	The Company had less number of Independent Directors on the Board post resignation of an Independent Director w.e.f. 16.07.2018. 2 Independent Directors were required as per the composition of the Board; however there was only 1 Independent Director as on 31st March, 2019.
2.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Composition of Board not proper due to non-appointment of Woman Director.	The Company did not have any Woman Director on the Board during the financial year under review.
3.	Regulation 18(1) of SEBI (LODR) Regulations, 2015	Constitution of Committee not in accordance of the said Regulation.	The constitution of Audit Committee was not in accordance with Section 177 of the Companies Act, 2013 and Reg. 18 of SEBI (LODR) Regulations, 2015 post resignation of an Independent Director w.e.f. 16.07.2018.
4.	Regulation 19(1) of SEBI (LODR) Regulations, 2015	Constitution of Committee not in accordance of the said Regulation.	The constitution of Nomination and Remuneration Committee is not in accordance with Section 178 of the Companies Act, 2013 and Reg. 19 of SEBI (LODR) Regulations, 2015 during the financial year under review.





5.	Regulation 33(2) and 33(3) of SEBI (LODR) Regulations, 2015	Delay in approval of financial results and submission of the same to the Stock Exchange.	There was delay in approval of Financial Results and submission of the same to the Stock Exchange for the following periods: a. Audited Results for the quarter and financial year ended 31.03.2018; b. Unaudited Financial Results and Limited Review Reports for the quarter ended 30.06.2018, 30.09.2018, 31.12.2018 and Audited Financial Results for Quarter and Financial Year ended 31.03.2019.
6.	Regulation 14 of SEBI (LODR) Regulations, 2015	Non-payment of Annual Listing Fees	The Company has not paid Listing Fees to Stock Exchanges for F.Y. 2018-19.
7.	Regulation 30 of SEBI (LODR) Regulations, 2015	Delay in submission of Disclosure under Regulation 30	There has been delay in intimation for Cessation of Company Secretary and also appointment of new Company Secretary. The same should have been submitted within 24 hours of the event.
8.	Regulation 34 of SEBI (LODR) Regulations, 2015	Delay in submission of Annual Report for F.Y. 2017-18	AGM for F.Y. 2017-18 was held on 27.08.2019 and the Annual Report was submitted post AGM on 31.08.2019. Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015, Annual Report is required to be submitted to the Stock Exchange not later than the day of commencement of dispatch to the shareholders.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



ASIT KUMAR LABH

B.Com.(H), ACS



c/o **A. K. LABH & Co.**

Company Secretaries

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Sl. No.	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practising Company Secretary, if any.
1.	BSE and NSE	Non-compliance with the provisions of Regulations 17, 18 and 19 with relation to Composition of the Board and Committees.	1. Penalty was imposed by the Stock Exchanges. 2. Suspension of trading in securities of the Company.	Due to less number of Independent Directors and non-appointment of woman director, the Company is in non-compliance of Regulation 17, 18 and 19 for which the penalty has been imposed by BSE and NSE.
2.	BSE and NSE	Delay in filing of audited financial results for the quarter and year ended 31.03.2018	Penalty was imposed by the Stock Exchanges	The Company had delayed in preparation of accounts and approval of the same at the Board Meeting. Hence, filing of financial results for the quarter and year ended 31.03.2018 was delayed.
3.	BSE and NSE	Delay in filing of financial results for the quarter ended 30.06.2018 and 30.09.2018.	1. The Company's shares have been transferred to "Z" category w.e.f 25.09.2018. 2. Promoters' shareholding has been frozen by BSE and NSE w.e.f. 02.11.2018. 3. BSE and NSE have suspended trading in securities of the Company w.e.f. 26.11.2018. 4. The Company has received Show Cause Notice for delisting of shares and also pending penalties for non-compliance with SEBI (LODR) Regulations. 2015.	The Company had delayed in preparation of accounts and approval of the same at the Board Meeting. Hence, filing of financial results for the quarter ended 30.06.2018 and 30.09.2018 was delayed.



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4.	BSE and NSE	Non-submission of Annual Report for F.Y. 2017-18	Penalty was imposed by the Stock Exchanges	The Company had delayed in submission of Annual Report for F.Y. 2017-18.
5.	BSE and NSE	Non-Payment of Listing Fees	1. The Company's shares have been transferred to "Z" category. 2. Suspension of trading in securities. 3. Penalty imposed.	The Company had not paid the Annual Listing Fees for F.Y. 2018-19.

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

Sl. No.	Observation of practising Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended...	Actions taken by the listed entity, in any	Comments of the Practising Company Secretary on the actions taken by the listed entity
-	None	Not Applicable (since being the first year of implementation of this report)	-	-

Place : Kolkata

Date : 19.08.2020

UDIN: A032891B000596388



Asit Kumar Labh

(CS ASIT KUMAR LABH)
Practising Company Secretary
ACS – 32891 / CP No.- 14664

