



8th July, 2022

Department of Corporate Services

BSE Limited

Phiroz Jeejeebhoy Towers,

Dalal Street,

Mumbai-400001

Dear Sir / Madam,

Ref: Script Code - 533018

Sub: Submission of the Annual Report for the financial year 2021-22.

In pursuance of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith the Annual Report of the Company for the financial year 2021-22 containing inter-alia the Notice convening the 24th Annual General Meeting to be held on Tuesday, 2nd August, 2022 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), Board's Report with the relevant annexures, Management Discussion and Analysis, Report on Corporate Governance, Audited Financial Statements, Auditors' Report, etc. for the financial year 2021-22.

The soft copy of the Annual Report is also available on the website of the Company at <https://simplex-group.com/admin/report/uploads/SMCL-%20AR%20Final.pdf>

You are requested to take the same on your records.

Thanking You,

Yours faithfully,

For **Simplex Mills Company Limited**

Harshika Kataria

Company Secretary & Compliance Officer

Membership Number: A61964

Address: A/305, Indrapratha Building, Beside Mithalal Bungalow New Golden Nest, Bhayandar East- 401105, Thane.

CIN-L65900MH1998PLC116585

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

Corporate Office: 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mahalaxmi (E), Mumbai – 400011.

T: 2308 2951-54; | F: 2307 2773

E: mills@simplex-group.com; | W: www.simplex-group.com



**24TH
ANNUAL REPORT
2021-2022**

SIMPLEX MILLS COMPANY LIMITED

Board of Directors

Shri Sabhapati G. Shukla

Smt. Sita Sunil

Shri Shekhar R Singh

Smt. Fatima Fernandes (Resigned w.e.f 1st April, 2021)

Shri Manish Harshey

Chief Executive Officer and Chief Financial Officer

Smt. Fatima Fernandes (Appointed w.e.f. 7th April, 2021)

Company Secretary

Ms. Harshika Kataria

Statutory Auditors

M/s. K.M. Shah & Co.

Chartered Accountants

Mumbai

Secretarial Auditors

M/s. Taher Sapatwala & Associates

Company Secretaries

Mumbai

Banker

State Bank of India, Mumbai

Corporate Identification Number (CIN)

L65900MH1998PLC116585

Registered Office

Village Shivni, Taluka and District,

Akola - 444104, Maharashtra

Corporate Office

30, Keshavrao Khadye Marg,

Sant Gadge Maharaj Chowk,

Mumbai-400 011

Tel. :23082951

Share Transfer Agent

Freedom Registry Limited

Plot No. 101/102, 19th Street,

MIDC, Satpur, Nashik-422 007

Tel.:0253-2354032

Fax : 0253-2351126

Email: support@freedomregistry.co.in

CONTENTS

	Page Nos.
Notice	1-10
Directors' Report	11-19
Management Discussion and Analysis Report	20-21
Corporate Governance Report	22-32
Auditor's Report	33-41
Balance Sheet	42
Statement of Profit and Loss	43
Statement of Changes in Equity	44
Cash Flow Statement	45
Notes to Financial Statements	46-67

24th Annual General Meeting of the Company will be held on Tuesday, the 2nd August, 2022 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

NOTICE

NOTICE is hereby given that the **Twenty-Fourth ANNUAL GENERAL MEETING** of the Members of **SIMPLEX MILLS COMPANY LIMITED** (the Company) will be held on Tuesday, the 2nd August, 2022 at 11.00 a.m. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors' and Auditors' thereon.**
2. **To appoint a Director in place of Smt. Sita Sunil (DIN 00041722), who retires by rotation and, being eligible, offers herself for re-appointment.**
3. **Appointment of Statutory Auditor**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and all other applicable rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Khandelwal and Mehta LLP, Chartered

Accountants, (ICAI Firm Registration No. W100084) be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. K. M. Shah & Co. Chartered Accountants, Mumbai (ICAI Firm Registration No. 109637W), the retiring Auditors, to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Ninth Annual General Meeting to be held for the financial year 2026-27, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

By Order of the Board

Harshika Kataria
Company Secretary

Mumbai, 14th May, 2022
CIN L65900MH1998PLC116585

Registered Office:

Village Shivni,
Taluka and District, Akola - 444104,
Maharashtra

NOTES:

1. The Ministry of Corporate Affairs (the MCA) has, vide its circular dated 5th May, 2022 read with circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as the MCA Circulars), and the Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/ HO/ CFD/ CMD2/ CIR/P/2022/62 dated 13th May, 2022, read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Covid-19 pandemic' (the SEBI Circulars) permitted the holding of the Annual General Meeting (AGM/the Meeting) through VC/OAVM, without the physical presence of the Members at a common

venue upto 31st December, 2022. In compliance with the said provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.

2. In view of the above mentioned MCA and SEBI Circulars, no proxy shall be appointed by the Members and accordingly the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members (other than Individuals, HUF, NRI etc.) intending to authorize their representatives are requested to send duly certified copy of the Board Resolution alongwith attested specimen signature(s) of the duly authorized signatory (ies) who are authorized to

participate in the AGM through VC and to vote through remote e-voting to the Scrutinizer by e-mail to fcsravisharma@gmail.com with a copy marked to evoting@nsdl.co.in. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. The details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standards in respect of the Directors seeking appointment/re-appointment at the Twenty-Fourth Annual General Meeting (the AGM), forms integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.

4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

5. Book Closure

The Register of Members and Share Transfer Books of the Company will be closed **Wednesday, the 27th July, 2022 to Tuesday, the 2nd August, 2022** (both days inclusive) for the purpose of the Twenty Fourth Annual General Meeting (the AGM) or any adjournment thereof.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. Members who wish to inspect such documents can send their request to the Company to mills@simplex-group.com

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

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

9. Updation of PAN and other details

The SEBI, vide its circular dated 3rd November, 2021 and 14th December, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details, by the holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be proceed only after the folio is KYC compliants.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Relevant details and forms prescribed by SEBI to give effect to the aforesaid circular are available on the Company's website.

10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's STA / their Depository Participants, in respect of shares held in physical/ electronic mode respectively. An electronic copy of the Annual Report for the year 2021-22 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company / Depository Participant(s). Members may also note that the Notice of the AGM and the Annual Report are available on the Company's website at www.simplex-group.com.
11. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat / electronic form to get inherent benefits of dematerialisation.

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

12. Voting through Electronic means

- I In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI Listing Regulations, as amended from time to time the Company is pleased to provide the Members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

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

The instructions for Members voting electronically are as under

- (i) The voting period begins on **Saturday, the 30th July, 2022 from 9.00 A.M. and ends on Monday, the 1st August, 2022 at 5.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, the 26th July, 2022, may cast their vote electronically.

- (ii) Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 26th July, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

SIMPLEX MILLS COMPANY LIMITED

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-voting” under e-Voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>a. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>d. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

SIMPLEX MILLS COMPANY LIMITED

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120117 then user ID is 120117001***

v. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/ Password ?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-voting will open.

Step 2 : Details are given below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of Company which is 120117 to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsravisharma@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.
- In case of any grievances connected with facility for e-voting, please contact Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/1800 1020 990 /1800 224 430

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN

(self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to support@freedomregistry.co.in

- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@freedomregistry.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at mills@simplex-group.com from 28th July, 2022 at 9:00 A.M. to 30th July, 2022 upto 5:00 P.M. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to

restrict the number of speakers depending on the availability of time for the AGM.

- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800 1020 990 /1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL, at evoting@nsdl.co.in
- II The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. Tuesday, 26th July, 2022.
 - III Ravi Sharma and Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IV The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - V The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at www.simplex-group.com and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

EXPLANATORY STATEMENT

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) However, the same is strictly not required as per Section 102 of Companies Act, 2013 (the Act).

The Members of the Company at the 19th Annual General Meeting ('AGM') held on 8th August, 2017, appointed M/s. K. M. Shah & Co. Chartered Accountants, Mumbai (ICAI Firm Registration No. 109637W), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 19th AGM till the conclusion of the 24th AGM. Pursuant to the provisions of Section 139 of the Act, read with applicable Rules framed thereunder, the term of the Statutory Auditors expires on the conclusions of the 24th AGM.

The Board of Directors of the Company at its meeting held on 14th May, 2022 on the recommendation of the Audit Committee has recommended the appointment of Khandelwal and Mehta LLP, Chartered Accountants, (ICAI Firm Registration No. W100084) as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 24th AGM till the conclusion of the 29th AGM.

Khandelwal and Mehta LLP, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Based on the recommendation of the Audit Committee, the Board commends an Ordinary Resolution as set out at Item Number 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution as set out at Item Number 3 of the accompanying Notice.

By Order of the Board

Harshika Kataria
Company Secretary

Mumbai, 14th May, 2022
CIN L65900MH1998PLC116585

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

SIMPLEX MILLS COMPANY LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS- 2

Item Number - 2

Re-appointment of Smt. Sita Sunil (DIN 00041722)

Smt. Sita Sunil joined the Board of the Company on 8th June 2009. She is also a Director on the Board of Simplex Papers Limited and Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

Smt. Sita Sunil is a commerce graduate and having more than twelve years of experience in the field of Marketing and she does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Sita Sunil as a Director.

Smt. Sita Sunil has attended all the five Board Meetings held during the year. Further, she is not related to any Director or Key Managerial Personnel of the Company.

The Board accordingly, recommends an Ordinary Resolution as set out at Item Number 2 of the accompanying Notice for approval of the Members of the Company.

Except Smt. Sita Sunil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out at Item Number 2 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

By Order of the Board

Harshika Kataria
Company Secretary

Mumbai, 14th May, 2022
CIN L65900MH1998PLC116585

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

DIRECTORS' REPORT

To
The Members,

Your Directors present the 24th Annual Report, together with the Audited Accounts of for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

(₹ in '000)

Particulars	2021-2022	2020-2021
Profit before Depreciation, Finance Costs, Exceptional Items and Taxation	1,977.29	3,983.54
Less: Depreciation	552.92	552.92
Less: Finance Costs	1,772.14	1,628.04
(Loss)/Profit before Exceptional Items and Tax	(347.77)	1,802.58
Add: Exceptional Items (net)	7,352.60	-
Profit before Tax	7,004.83	1,802.58
Profit after Tax for the year	7,004.83	1,802.58

DIVIDEND

As there were operational losses, in view of that, your Directors do not recommend any dividend for the financial year under review.

OPERATIONS

Your Company has reported total income of ₹ 6,195.45 thousands and net profit after tax of ₹ 7,004.83 thousands during the year ended 31st March, 2022 which is due to exceptional items (net) of ₹ 7,352.60 thousands. During the year under review, the National Highway Authority of India (NHAI) has acquired a portion of land approx. 0.21 hectare for widening work of the National Highway Number 6. The compensation received for compulsory acquisition in earlier year was shown as liability till NHAI has taken possession of the land. During the current year, possession was taken by them hence profit on compulsory acquisition of land by NHAI has been recognized and same has been shown as exceptional item.

Further during the year, the Company received ₹3,062.04 thousands as refund of extra charges paid in electricity bills in earlier years and paid ₹1,225.00 thousands towards professional charges for providing services in connection of recovery of the same. These amounts have been shown as exceptional items.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

MATERIAL CHANGES AFFECTING THE COMPANY

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

TRANSFER TO RESERVE

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

SHARE CAPITAL

The paid-up equity share capital as on 31st March, 2022 was ₹ 30,004.75 thousands. During the year under review, the Company has not issued any shares.

CONSOLIDATION OF EQUITY SHARES

At the Twenty-Third Annual General Meeting of the Members of the Company held on 6th July, 2021 approved the Consolidation of shares. Accordingly, the Company had submitted the application with the Hon'ble National Company Law Tribunal on 25th October, 2021 for consolidation of 100 (Hundred) equity shares of face value of ₹ 10/- (Rupees Ten Only) each, into 1 (one) equity shares of face value ₹ 1,000/- (Rupees One Thousand Only) each.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary or associate or joint venture company. Accordingly, the disclosure as required in terms of Section 129 (3) of the Companies Act, 2013 (the Act) and Rule 5 of the Companies (Accounts) Rules is not required.

SIMPLEX MILLS COMPANY LIMITED

PUBLIC DEPOSITS

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

LOANS, GUARANTEES AND INVESTMENTS

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Smt. Fatima Fernandes, Non- Executive Director of the Company, resigned with effect from 1st April, 2021 due to acceptance of the position of Chief Executive Officer and Chief Financial Officer, designated as the Key Managerial Personnel of the Company with effect from 7th April, 2021.

Smt. Sita Sunil, Director of the Company who retires by rotation at the Twenty-Fourth Annual General Meeting (AGM) and, being eligible, offers herself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and complied with the Code for Independent Directors prescribed in Schedule IV to the Act and that they are not disqualified to become directors under the Act. There has been no change in the circumstances affecting their status as Independent Directors of the Company. All the Independent Directors have registered themselves in the Independent Director's Database as maintained by the Indian Institute of Corporate Affairs.

The Board of Directors is of the opinion that all the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

BOARD EVALUATION

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

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

BOARD AND COMMITTEE MEETINGS

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

INDEPENDENT DIRECTORS' MEETING

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

During the year under review, Independent Directors met separately on 1st February, 2022, inter-alia, for

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

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

NOMINATION AND REMUNERATION POLICY

The Board has framed a policy for selection and appointment for Directors, Senior Management and their remuneration. The details of this Policy are given in the Corporate Governance Report which forms part of this Report. The Nomination and Remuneration Policy is also available on the website of the Company on <https://simplexgroup.com/admin/report/uploads/Nomination%20and%20Remuneration%20Policy%20Amended%20as%20on%2007.04.2021.pdf>

FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

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

AUDITORS

I. Statutory Auditors

At the Nineteenth Annual General Meeting (the AGM) of the Company held on 8th August, 2017, appointed M/s. K. M. Shah & Co. Chartered Accountants, Mumbai as the Statutory Auditors of the Company for a period of five consecutive years, from the conclusion of the Nineteenth AGM till the conclusion of the Twenty-Fourth AGM. Accordingly, the term of the Statutory Auditors expires on the conclusion of the Twenty-Fourth AGM.

The Audit Report of M/s. K. M. Shah & Co. Chartered Accountants on the Financial Statements of the Company for financial year 2021-22 forms part of this Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Board of Directors places on record its appreciation for the services rendered by M/s. K. M. Shah & Co., Chartered Accountants, as the Statutory Auditors of the Company.

The Board of Directors of the Company at its meeting held on 14th May, 2022, based on the recommendation of the Audit Committee, appointed Khandelwal and Mehta LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for the first term of five consecutive years i.e. from the conclusion of the Twenty-Fourth AGM till the conclusion of the Twenty-Ninth AGM to be held for the financial year 2026-27, subject to approval by the Members at the ensuing AGM of the Company.

Accordingly, an Ordinary Resolution proposing the appointment of M/s. Khandelwal and Mehta LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for the first term of five consecutive years is set out in the Notice of the Twenty-Fourth AGM forming part of this Annual Report.

The Company has received their written consent along with the eligibility certificate confirming that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

ii. Cost Auditors

As there was no production during the year 2021-22, no cost audit required to be carried out.

iii. Secretarial Auditors

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

iv. Internal Auditors

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

FRAUD REPORTING

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

SECRETARIAL STANDARDS

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as required under the SEBI Listing Regulations is annexed and forms a part of this Report.

CORPORATE GOVERNANCE

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

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- ii. appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and the profit of the Company for the said period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. there is a proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

RELATED PARTY TRANSACTIONS

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and provides for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

The details of the Policy are explained in the Corporate Governance Report and are also available on the Company's website on <https://simplex-group.com/admin/report/uploads/Final%20Whistle%20Blower%20Policy.pdf>

EXTRACT OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and the Rules framed thereunder, the extract of the Annual Return for the financial year 2021-22 is available on the Company's website at [https://simplex-group.com/admin/report/uploads/Signed%20Form_MGT_7_2021_SMCL%20\(1\).pdf](https://simplex-group.com/admin/report/uploads/Signed%20Form_MGT_7_2021_SMCL%20(1).pdf)

PARTICULARS OF EMPLOYEES

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

STOCK EXCHANGE

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2022-23 has been paid.

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

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

RISK ASSESSMENT AND MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In line with the provisions of the Act and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your Company is not governed by the provisions of Section 135 of the Act and the rules made thereunder. Accordingly, the Company is not required to formulate a policy on CSR and nor required to constitute a CSR Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS.

During the financial year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals that would impact the going concern status of the Company and in its future operations.

DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the POSH) and the Rules thereunder.

During the year under review, there was no complaint reported under the POSH Act, 2013.

INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

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

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

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

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

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Shekhar R Singh
Director
DIN: 03357281

Sabhapati G. Shukla
Director
DIN: 02799713

Mumbai, 14th May, 2022

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2022
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
SIMPLEX MILLS COMPANY LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIMPLEX MILLS COMPANY LIMITED** (CIN: L65900MH1998PLC116585) and having its registered office at Village Shivni, Taluka and District, Akola 444104, Maharashtra and corporate office at 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Jacob Circle, Mumbai 400011 (hereinafter called 'the Company').

The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 ("the Review Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Review Period**);
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Review Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Review Period**);

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Review Period);**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations);
- (vi) There are no laws that are specifically applicable to the Company based on their sector / industry.

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

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

I further report that:

The Company has appointed CEO and CFO w.e.f. 7th April, 2021. The Board of Directors of the Company is duly constituted with Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement, Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations, standards and guidelines.

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

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

Taher Sapatwala
Taher Sapatwala & Associates
Company Secretaries
FCS: 8029
C.P. No. 16149
UDIN: F008029D000317624

Place: Mumbai
Date: 14th May, 2022

SIMPLEX MILLS COMPANY LIMITED

To
The Members,
Simplex Mills Company Limited

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

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

Annexure A

4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Taher Sapatwala
Taher Sapatwala & Associates
Company Secretaries
FCS: 8029
C.P. No. 16149
UDIN:F008029D000317624

Place:Mumbai
Date: 14th May, 2022

Annexure II

PARTICULAR OF EMPLOYEES

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

Sr. No	Requirements	Details
i	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	No remuneration was paid to Directors except sitting fees
ii	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	No increase in remuneration of Directors, Chief Executive Officer and Chief Financial Officer and Company Secretary during the financial year under review.
iii	The percentage increase in the median remuneration of employees in the financial year	Nil
iv	The number of permanent employees on the rolls of Company	2 employees as on 31.03.2022
v	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Nil
vi	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes

For and on behalf of the Board

Shekhar R Singh
Director
DIN: 03357281

Sabhapati G.Shukla
Director
DIN: 02799713

Mumbai, 14th May, 2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Economy

The last two years have been difficult for the Indian as well as world economy on account of the COVID-19 pandemic. With the vaccination programme having covered the bulk of the India's population, economic momentum is building back and the likely long-term benefits of supply-side reforms in the pipeline, the Indian economy is in a good position to witness GDP growth of 8.0-8.5 per cent in 2022-23. The Asian Development Bank (ADB) forecasts India's GDP growth to moderate to 7.5% in 2022-23 from an estimated 8.9% in 2021-22, but will pick up to reach 8% in 2023-2024.

As per Federation of Indian Chambers of Commerce and Industry (FICCI) economic outlook survey India's gross domestic product growth is forecast to expand at 7.4 per cent in the current fiscal year ending in March 2023, with the risk tilted more to the downside from the escalating Russia-Ukraine war.

Indian Textile Industry

The textile and apparel industry is one of the leading segments of the Indian economy and the largest source of foreign exchange earnings for India. The textile industry has been a major part of our economy for decades. It is a sector that accounts for 14% of the total industrial production. The textile industry caters to one of the most basic and regular needs of mankind. It maintains its growth by providing humanity with improved quality of life. This industry is very incomparably self-reliant. Over the years it has proven to be one of the heaviest contributors to a nation's economy. The textile industry has gone through phenomenal growth in recent times. This has earned it quite an amount of attention from foreign countries. It has a direct impact in India's economy improvement which will increase in the future markets. On the other hand, the textile industry also face several challenges due to several factors. A recent study reveals that Indian textile sectors will take economy to new height in the future markets. Moreover, it will shape the economy effectively with high success rates. The textile industries have large diversified segments which enable businesses to choose a wide range of products accordingly. There are several factors which determine the success of garment industries in India. Some of them include cheap labour costs, skilled manpower, availability of raw materials, product development, and diversification. Growing economy is also another factor that contributes more to the growth of garment industries in India. Another advantage is that the potential local and international markets make textile sectors to perform well with high success rates. Apart from that, new innovations and technologies also transformed the garment industries that made them to improve their productivity levels.

OUTLOOK, OPPORTUNITIES AND THREATS

The post-Covid era has provided a big opportunity for the online textile industry. The sales in the online textile industry witnessed a jump in various cities and states of India due to the lockdown that was imposed to curb the spread of corona virus.

It goes without saying that cloth is one of the basic needs and requirements after food. It is nothing less than any essential commodity, and that's why even during lockdown online textile industry witnessed a boom in sales. Lockdown failed to leave any negative impact on the online textile industry because of its operations in the virtual space leaving no room for human or physical contact to further spread Covid-19 pandemic in the country. The online textile industry even registered an increasing trend in sales due to no dependency on the offline industry for example wholesalers, semi-wholesalers, retailers, middle persons, etc.

Moreover, technology can play the role of big brother in reviving, rejuvenating and reinvigorating the Indian textile industry. Undoubtedly, technology support is vital to any sector but when it comes to textile, it becomes even more important due to the integral role of machines right from sourcing raw material to giving final shape to the products that eventually consumers are going to get. Further, the Indian textile industry is expected to witness some new trends in the future - increased demand for natural fibers, shifting focus towards non-woven fabrics to name a few.

The domestic textile industry, which had seen demand slump in fiscal 2021 owing to onset of the Covid-19 pandemic, is firmly on course to recover in fiscal 2022 on the back of reopening of businesses, educational institutions and retail outlets with increase in the vaccinated population. Sanctions on Chinese textiles have boosted Indian textile exports as well.

The textile industry of India also undergoes certain challenges. The frequently changing policies stated by the government at the central and state levels create immense pressure on the textile industry. The GST applied on the products make the garments and clothes even more expensive.

Another challenge that the textile industry faces is the limitation to access the latest and best technology while also failing to meet the global standards in the competitive export market. Apart from this, issues like child labour, competition from neighboring countries regarding low-cost garments, personal safety norms are some of the challenges the Indian textile industry faces.

In order to achieve sustainable growth, modernization, value addition, increase in exports and for overall

development of the textile sector in the country, the Government has been implementing various policy initiatives and schemes such as the Technology Upgradation Fund Scheme (TUFS), Schemes for the development of the Powerloom Sector, Schemes for Technical Textiles, Scheme for Integrated Textile Parks (SITP), Integrated Skill Development Scheme (ISDS), Integrated Processing Development Scheme (IPDS), National Handloom Development Programme (NHDP), Comprehensive Handloom Cluster Development Scheme (CHCDS), Handloom Weavers Comprehensive Welfare Scheme, Yarn Supply Scheme etc. and to provide assistance for modernization of textile industry in the country. Further, the Government has also recently launched special package for employment generation and promotion of exports in Textile and Apparel sector.

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

RISKS AND CONCERNS

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

The common risks, inter alia, are Regulations, Competitions, Business risks which includes financial risk, Technology Obsolescence, Retention of talent etc.

INTERNAL CONTROL SYSTEM AND ADEQUACY

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

FINANCIAL AND OPERATING PERFORMANCE

During the year under review, the Company has reported total income of ₹ 6,195.45 thousands as compared to ₹ 7,212.69 thousands in the previous year. The Company has registered a net profit of ₹ 7,004.83 thousands as against a net profit of ₹ 1,802.58 thousands in the previous year.

KEY FINANCIAL RATIOS

The Key Financial Ratios for the financial year ended 31st March 2022 are as under:

Particulars	2021-22	2020-21
Debtors Turnover	4.92	0.04
Inventory Turnover	0.43	0.36
Interest Coverage Ratio	0.80	2.11
Current Ratio	1.19	0.92
Debt Equity Ratio	-2.53	-2.13
EBITDA Margin %	31.92	55.23
Net Profit Margin %	113.06	24.99
Return on Networth (%)	19.52	4.58

Current year profit was higher due to exceptional income hence resulted in higher return on net worth and profit margin. Interest coverage and EBITDA margin is low due to increase in professional fees and employee salaries in the current year. Current ratio is higher as advance received in previous year adjusted against sale of land in the current year. Debtors turnover is higher because average debtors are lower for the current year compare to previous year.

CAUTIONARY STATEMENT

Statement in this report on Management Discussion and Analysis describing the Company's objectives, projects, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations.

These statements are based on certain assumptions and expectation of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference of the company's operation include economic conditions affecting demand.

The Company and its Directors assume no responsibility in respect of the forward-looking statements herein which may undergo changes in the future on the basis of subsequent developments, information or events.

SIMPLEX MILLS COMPANY LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

2. BOARD OF DIRECTORS

a) Composition

The Company believes that an active, knowledgeable and experienced Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors provides strategic direction and thrust to the operations of the Company. As on 31st March, 2022, the Board comprises of two Non-Executive Directors and two Independent Directors.

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

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

During the year ended 31st March, 2022, 5 (five) Board Meetings were held. The dates on which the said meetings were held are as follows:

7th April, 2021, 27th May, 2021, 2nd August, 2021, 28th October, 2021 and 1st February, 2022.

Attendance of Directors at Board Meetings during 2021-22 and Directorship(s) and Committee Chairmanship(s)/Membership(s) of other companies as on 31st March, 2022

Name	Category	No. of Board Meetings held - 5	No. of Directorships and Committee Chairmanship / Membership			Attendance at AGM held on 6th July, 2021
		Attended	Other Directorship*	Committee Chairmanship(s)**	Committee Membership(s)**	
Shri Manish Harshey	Independent Non-Executive	5	1	-	2	Yes
Shri Sabhapati G. Shukla	Independent Non-Executive	5	2	-	2	Yes
Smt. Sita Sunil	Non-Executive	5	1	2	-	Yes
Shri Shekhar R Singh	Non-Executive	5	1	-	1	Yes

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

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

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

c) Details of Directorship in other Listed Companies

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

d) Areas of Skills/ Expertise / Competence

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

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

e) Key Board Qualifications

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

f) Other Disclosures

- Shri Sabhapati G. Shukla, Non-Executive Independent Director holds 71 equity shares i.e. 0.002% of the shareholding in the Company. Shri Shekhar R Singh, Smt. Sita Sunil and Shri Manish Harshey did not hold any shares during the year.
- The Board confirms that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.
- None of the Independent Directors has resigned before expiry of their tenure.

3. AUDIT COMMITTEE

During the year ended 31st March, 2022, 5 (five) Audit Committee Meetings were held. The dates on which the said meetings were held are as follows:

7th April, 2021, 27th May, 2021, 2nd August, 2021, 28th October, 2021 and 1st February, 2022.

The composition of the Audit Committee and the number of meetings attended by each Member during the year ended 31st March, 2022 is as follows:

Name	Designation	No. of Meetings held - 5
		Attended
Shri Sabhapati G. Shukla	Chairman	5
Shri Manish Harshey	Member	5
Shri Shekhar R Singh	Member	5

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

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

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

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements is correct, sufficient and credible;
- Recommending the appointment/re-appointment/replacement, if required, of Statutory Auditors, fixation of audit fees and approval of payments for any other services;
- Reviewing with management, the annual Financial Statements before submission to the Board for approval with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement are included in the Directors' Report in terms of sub-section 3 (c) of Section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments made in the Financial Statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Un-modified opinion(s) in draft audit report.
- Reviewing with management, quarterly Financial Statements before submission to the Board for approval;
- Review and monitor the Auditor's independence and performance and effectiveness of Audit process;
- Reviewing performance of Statutory Auditors;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm length pricing basis and to review and approve such transactions subject to the approval of the Board;
- To review the functioning of the Whistle Blower mechanism; and
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE

During the year ended 31st March, 2022 (two) Nomination and Remuneration Committee meetings were held i.e. on 7th April, 2021 and 27th May, 2021.

The composition of the Nomination and Remuneration Committee and the number of meeting attended by each Member during the year ended 31st March, 2022 is as follows.

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

The terms of reference of this Committee includes those specified under Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations in consonance with the provisions of Section 178 of the Act. The brief descriptions of terms of reference of the Committee inter-alia, include the following:

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

REMUNERATION TO DIRECTORS

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

The Nomination and Remuneration Policy, which was approved by the Board is available on the Company's website and the web-link for the same is <https://simplex-group.com/admin/report/uploads/Nomination%20and%20Reumenration%20Policy-%20Amended%20as%20on%2007.04.2021.pdf>

Details of sitting fees to Directors during the year ended 31st March, 2022:

(₹ in '000)

Name	Salary, Perquisites & Allowances	Sitting fees
Shri Sabhapati G. Shukla	Nil	28.00
Smt. Sita Sunil	Nil	12.50
Shri Shekhar R Singh	Nil	28.00
Shri Manish Harshey	Nil	28.00

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended 31st March, 2022, 1(one) Stakeholders Relationship Committee Meeting was held on 2nd August, 2021.

The composition of Stakeholders Relationship Committee and the number of meetings attended by each Member during the year ended 31st March, 2022 is as follows:

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

**Shri Shekhar R Singh is appointed as member in Stakeholders Relationship Committee w.e.f. 7th April, 2021.*

The Company Secretary, Ms. Harshika Kataria acts as the Secretary of the Stakeholders Relationship Committee.

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

- To allot shares/securities from time to time;
- To consider all matters pertaining to securities, including but not limited to offer of securities along with issue and allotment of securities, crediting of securities in depository system, listing and de-listing of securities on/from stock exchange in India, transfer and transmission of securities, demat and remat of securities, issue of duplicate securities certificate, consolidation and split of securities certificate and to do all acts required to be done under the applicable rules, regulations and guidelines, from time to time and to

consider matters incidental thereto;

- To monitor the shareholding pattern and related reports on securities;
- To approve the opening, operations and closure of bank accounts for payment of interest and dividend, issue and redemption of securities, to authorize officials to open, operate and close the said accounts from time to time;
- To consider and resolve the grievances of security holders of the Company;
- To appoint/change and fix the fees and other charges payable to the Share Transfer Agent (STA) for handling the work relating to securities and to delegate powers to the STA as may be deemed fit and to monitor all activities of the STA;
- To consider and resolve the matters / grievances of Shareholders / Investors in regard to the following:
 - transfer of shares
 - non-receipt of dividends
 - non-receipt of shares in demat account
 - non-receipt of annual report
 - any other matter of Shareholders / Investors grievance
- To delegate any of the aforesaid matters to Director(s)/official(s) and/or to the officials of the STA, as the Committee may deem fit.

Investor Relations

During the year ended 31st March, 2022, the total numbers of complaints received, resolved and pending were nil.

6. INDEPENDENT DIRECTORS' MEETING

During the year under review, Independent Directors met on 1st February, 2022,inter- alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairperson of the Company, taking into

account the views of the Executive and Non-Executive Directors; and

- Evaluation of the quality, quantity content and timeliness of flow of information between the Management and the Board.

7. GENERAL BODY MEETINGS

Annual General Meeting (AGM)

The last three AGM of the Company were held within the statutory time period and the details including the Special Resolutions passed therein given below.

Financial Year	Date of AGM	Time	Location of the Meeting	No of Special Resolution
2018-2019	07.08.2019	12:30 p.m.	Babubhai Chinai Committee Room, 2 nd Floor, Indian Merchants Chamber, IMC Marg, Churchgate, Mumbai - 400020	Re-appointment of Shri Sabhapati G. Shukla as an Independent Director for a second term of 5 consecutive years
2019-2020	18.08.2020	12:00 noon	Through Video Conferencing Deemed Venue: Regd. Office- 30, Keshavrao Khadye Marg, Sant Gadge Maharaj Chowk, Mumbai – 400011	Shifting of the Registered Office of the Company outside the local limits of the existing city, but within the same state and the same ROC jurisdiction
2020-2021	06.07.2021	11:00 A.M.	Through Video Conferencing Deemed Venue: Regd. Office- Village Shivni, Taluka and District, Akola - 444104, Maharashtra	a. Re-appointment of Shri Manish Harshey as an Independent Non-Executive Director of the Company for a second term of 5 consecutive years b. Consolidation of equity shares of the Company by increasing the face value from ₹ 10/- to ₹ 1,000/- per share and Alteration of Memorandum of Association of the Company c. Alteration of Articles of Association of the Company

Postal Ballot during the last year

No resolution was passed through postal ballot voting process during the financial year under review and last year.

8. DIRECTORS

Resume and other information regarding the Director seeking appointment/re-appointment as required by Regulation 36(3) of the SEBI Listing Regulations has been given in the Notice of the 24th AGM annexed to the Annual Report.

9. DISCLOSURES

a) Related party transactions

All transactions entered into with related parties as defined under the Act and the SEBI Listing Regulations during the financial year on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The Board has approved a policy for related party transactions which is available on the Company's website and the web-link for the same is <https://simplex-group.com/admin/report/uploads/SMCL%20Related%20Party%20Policy.pdf>

The detailed disclosure as required by the Indian Accounting Standards (Ind AS) -24 on material significant related party transactions has been made in the notes to the Financial Statements.

b) Compliance by the Company

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

c) Familiarization Programme for Independent Director

At the time of appointment, a formal letter of appointment is given to Independent Directors which inter-alia explain the role, functions, duties and responsibilities

expected from them as a Director of the Company. The Company conducts structure orientation programmes for the Independent Directors to understand and get updates on the business and operations of the Company on a continuous basis. The Familiarization Programmes are available on the Company's website and the web-link for the same is <https://simplex-group.com/admin/report/uploads/Familiarization%20Programme%20for%20Independent%20Directors%20of%20SRL.pdf>

d) Vigil Mechanism/Whistle-blower Policy

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

e) Code of Conduct

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

f) Disclosure of Accounting Treatment

In the preparation of the Financial Statements, the Company has followed Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

g) Disclosure of Risk Management

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

h) CEO/CFO Certification

As per requirement of Regulation 33 of the SEBI Listing Regulations, the certificate from Smt. Fatima Fernandes, CEO and CFO of the Company on Financial Statements for the year ended 31st March, 2022 was placed before the Board.

SIMPLEX MILLS COMPANY LIMITED

i) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2022 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

j) Recommendation of the Committee

During the financial year 2021-22, all the recommendations of the Committees of the Board, which were mandatorily required, have been accepted by the Board.

10. MEANS OF COMMUNICATION

- The quarterly, half-yearly, nine months and full year results are published in The Financial Express (English edition) and Mahasagar, Akola (Regional edition).
- The Company has its own website i.e. **www.simplex-group.com** and has been uploading the financial results and quarterly

shareholding pattern of the Company along with other relevant information useful to investors on the website.

- At present, the Company does not make presentation to Institutional Investors and Analysts.
- The Management Discussion and Analysis is given separately in this Annual Report.

11. CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code for Prevention of Insider Trading in the shares of the Company which is in line with the Model Code as prescribed by the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The said code, inter-alia prohibits purchase/sale of shares of the Company by Directors and Employees while in possession of unpublished price sensitive information in relation to the Company and the web-link for the same is <https://simplex-group.com/admin/report/uploads/Prohibition%20of%20insider%20trading%20regulation%202015-r1.pdf>

12. GENERAL INFORMATION FOR SHAREHOLDERS

i. Date, Time and Venue of ensuing AGM	Date: Tuesday, the 2 nd August, 2022 Time: 11.00 A.M. through Video Conferencing (VC)/Other Audio Video Means (OAVM)
ii. Financial Calendar (2022-2023)	<ul style="list-style-type: none"> First Quarterly Results - Upto 14th August, 2022 Second Quarterly Results - Upto 14th November, 2022 Third Quarterly Results - Upto 14th February, 2023 Annual Results - Upto 30th May, 2023
iii. Date of Book Closure	From Wednesday, 27 th July, 2022 to Tuesday, 02 nd August, 2022, (both days inclusive)
iv. Dividend payment date	N.A.
v. Listing on Stock Exchange	BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai- 400 001
vi. Security Code Script Name ISIN	533018 SIMPLXMIL INE457H01019

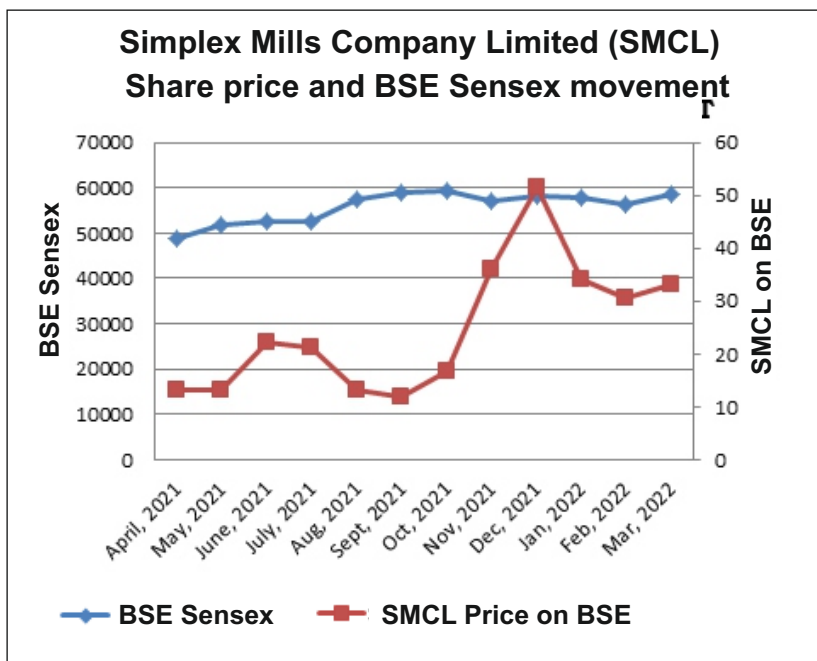
vii. Market Price Data:

The monthly high and low quotations of shares traded on the BSE from April, 2021 to March, 2022 are as follows:

Month	Volume (No. of shares)	Price (₹)		BSE Sensex	
		High	Low	High	Low
April, 2021	4	13.22	13.22	50375.77	47204.50
May, 2021	4927	13.22	11.95	52013.22	48028.07
June, 2021	10133	24.61	13.75	53126.73	51450.58
July, 2021	12091	26.00	19.35	53290.81	51802.73
August, 2021	2020	20.20	13.20	57625.26	52804.08
September, 2021	3554	13.18	11.40	60412.32	57263.90
October, 2021	2560	16.86	11.41	62245.43	58551.14
November, 2021	64454	41.85	17.65	61036.56	56382.93
December, 2021	68526	57.30	29.45	59203.37	55132.68
January, 2022	33166	50.60	29.55	61475.15	56409.63
February, 2022	6433	40.00	28.00	59618.51	54383.20
March, 2022	10888	37.75	26.30	58890.92	52260.82

viii. Stock Performance:

Performance in comparison to broad-based indices viz. BSE SENSEX during the Financial Year 2021-22 were as under:



SIMPLEX MILLS COMPANY LIMITED

ix. Share Transfer Agent

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

x. Share Transfer System

In terms of Regulation 40 of the SEBI Listing Regulations, as amended from time to time,

request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

xi. Shareholding Pattern as on 31st March, 2022

Category	Number of Shares held	Percentage of Shareholding
(A) Shareholding of Promoter and Promoter Group	21,48,871	71.62
(B) Public shareholding		
(1) Institutions		
(a) Mutual Funds/ UTI	102	0.00
(b) Financial Institutions/ Banks	4,942	0.16
(c) Insurance Companies	4,39,674	14.65
(2) Non-Institutions		
(a) Bodies Corporate	4,727	0.16
(b) Individuals -		
i. holding nominal share capital up to ₹ 2 lakh	3,53,681	11.79
ii. holding nominal share capital in excess of ₹ 2 lakh	31,217	1.04
(c) Non Residents and Others	17,190	0.58
(d) Directors and their Relatives	71	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	8,51,604	28.38
TOTAL (A)+(B)	30,00,475	100.00

Distribution of Shareholding as on 31st March, 2022

Category	Number of Shareholders	Percentage of Total Number of Shareholders	Total Number of Shares	Percentage of Total Number of Shares
1 to 500	5,124	97.60	2,24,101	7.47
501 to 1,000	67	1.28	47,058	1.57
1,001 to 5,000	42	0.80	73,594	2.45
5,001 to 10,000	6	0.11	39,059	1.30
10,001 & above	11	0.21	26,16,663	87.21
Total	5,250	100.00	30,00,475	100.00

xii. Dematerialization of Shares and Liquidity

About 95.59 percent shares have been dematerialized as on 31st March, 2022.

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

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

xiv. Proceeds from Public Issues, Right Issues, Preferential Issues, etc.

During the year, your Company has not raised any proceeds from public issue, rights issue, preferential issues, etc. and hence, there are no unutilised issue proceeds during the year under review

xv. Address for Investor Correspondence

- a) Simplex Mills Company Limited
Corporate Office:
30, Keshavrao Khadye Marg,
Sant Gadge Maharaj Chowk,
Mumbai- 400011
Tel. : (022) 2308 2951
Fax : (022) 2307 2773
E-mail : mills@simplex-group.com
Website : www.simplex-group.com

OR

- b) Freedom Registry Limited

Registered Office

Plot No. 101/102, 19th Street,
MIDC, Satpur, Nashik- 422007
Tel. : (0253) 2354032
Fax : (0253) 2351126
E-mail : support@freedomregistry.co.in

Liasioning Office

104, BaySide Mall,
35/C, M.M.Malviya Marg, Tardeo Road,
Haji Ali, Mumbai- 400034
Tel.: (022) 23525589

xvi. Details of Total Fees Paid to Statutory Auditors

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

(₹ in '000)

Audit Fees	22.50
In other capacity	7.50
Total	30.00

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

The disclosure regarding the complaints of sexual harassment is given the Board's Report.

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

It is hereby declared that all the Board Members and Senior Management Personnel of the Company have affirmed adherence to and compliance with the Code of Conduct for the year ended 31st March, 2022.

For Simplex Mills Company Limited

Fatima Fernandes
Chief Executive Officer and
Chief Financial Officer

Mumbai, 14th May, 2022

SIMPLEX MILLS COMPANY LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Simplex Mills Company Limited

We have examined the compliance of the conditions of Corporate Governance by Simplex Mills Company Limited (the Company) for the year ended 31st March 2022 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) with the BSE Limited.

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

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

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

For **K.M.Shah & Co.**
Chartered Accountants
Firm's Registration No.: 109637W

Kantilal M.Shah
Proprietor
Membership No.: 003857
UDIN: 22003857AIZDAG8208

Mumbai, 14th May, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Simplex Mills Company Limited

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of **Simplex Mills Company Limited** ('the Company'), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, the profit and total comprehensive income / expense, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

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

1. The Company has accumulated losses and its net worth has been fully eroded. This situation, along with other matters set forth in Note no. 28, indicate the existence of an uncertainty that may cast doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note.
2. Attention is drawn on Note no 1 (1(a)) of the Standalone financial statements relating to impact of COVID – 19 Pandemic on the Company. In the opinion of the Management, the said Pandemic is not likely to significantly impact the carrying amount of loans, receivables, inventories and other assets. The impact of COVID-19 on the Company's Financial Statements may differ from that estimated as at the date of approval of these financial statements.

Our opinion is not modified in respect of the aforesaid matter.

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

SIMPLEX MILLS COMPANY LIMITED

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

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

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

material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by The Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in Paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the 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 Indian Accounting Standards specified under Section 133 of the Act.
 - (e) on the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022' 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 operative effectiveness of such controls, refer to our separate report in Annexure 'B'
 - (g) As per the information and explanation given and based on our examination, Company has not paid any managerial remuneration to the Directors and hence reporting clause under section 197(16) of the Act is not applicable.

SIMPLEX MILLS COMPANY LIMITED

- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 27 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 39 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, as disclosed in note 39 to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.
 - v. The Company has not declared or paid any dividend, during the year.

For **K.M. Shah & Co.**
Chartered Accountants
Firm's registration number: 109637W

Kantilal M. Shah
Proprietor
Membership number: 003857
Mumbai, 14th May, 2022
UDIN :22003857AIZQUC1367

Annexure 'A' to the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2022 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. a. i. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- ii. The Company does not have any Intangible assets.
- b. The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and as per information and explanation given, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
- c. Based on the audit procedure performed and according to the records of the company, title deeds of all the immovable properties are held in the name of the company.
- d. During the relevant year, the company has not done revaluation of its property, plant and equipment (including Right of Use assets) or intangible assets or both.
- e. As per the information and explanations given to us, as on the date of balance sheet, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a. As explained to us, management conducted physical verification of stocks of finished goods and waste at reasonable intervals during the year, as also as at the balance sheet date. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate. On the

basis of our examination of records of inventory, we are of the opinion that the discrepancies noticed on verification between the physical stocks and book records were not 10% or more in the aggregate for each class of inventory and have been properly dealt with in the books of accounts.

- b. As per the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- iii. During the year, the Company has not made investments in or provided any guarantee or security to Companies, firms, LLPs or any other parties. However, the company has granted unsecured loans or advances to Companies, firms, LLPs or any other parties.
- a. During the year, the company has provided the following loans or advances in the nature of loans:

- i. Subsidiaries, Joint ventures and associates

Particulars	(₹ in '000)
Loans or advances	-
Aggregate amount during the year (Net of repayment received)	-
Balance outstanding as on 31.03.2022	-

- ii. Parties other than Subsidiaries, Joint ventures and associates

Particulars	(₹ in '000)
Loans or advances	-
Aggregate amount during the year (Net of repayment received)	520.00
Balance outstanding as on 31.03.2022	21,275.00

- b. In our opinion, the terms and conditions on which the Company has given loans are not prima facie prejudicial to the interest of the Company.
- c. The schedule of repayment of principal and payment of interest has not been stipulated by the Company and hence, we are unable to

SIMPLEX MILLS COMPANY LIMITED

make any comment on the regularity of repayment of principal and payment of interest.

- d. The repayment terms are 'On demand' and hence, there is no overdue amount of principal and interest.
 - e. During the year, no renewals or fresh loans have been granted to settle any overdue loans of existing parties.
 - f. The aggregate loans and advances repayable on demand outstanding as on the Balance Sheet date amounts to ₹ 21,275.00 thousands which comprises 100% of the loans and advances given. Of the said amount, the aggregate loans and advances repayable on demand by related parties amounts to ₹ 8,210.00 thousands.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Act.
 - v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
 - vi. As per information and explanation given to us, by the management, the provisions for maintenance of the cost records under Section 148(1) of the Act are not applicable to the Company as there is no manufacturing activity during the year under review.
 - vii. a. According to the information and explanations given to us, the Company was regular during the year in depositing undisputed statutory dues including Provident Fund, Income tax, Sales tax, Customs duty, Goods and Service Tax and Excise duty with the appropriate authorities. According to the information and explanation given to us, as at the balance sheet date, the Company has no undisputed statutory dues of a material nature which remained unpaid for a period exceeding six months from the date on which they were payable.
 - b. According to the information and explanation given to us, as at the balance sheet date, the Company has not deposited dues of excise

duty aggregating to ₹10,246.25 thousands on account of the following disputes pending before authorities:

Excise Duty

Period to which dues relate	Pending before	(₹ in '000)
1984-85 and 1995 to 1996	Assistant Commissioner	4,913.70
1981-84	CESTAT	5.29
1981 to 1984	High Court	5,327.26
	Total	10,246.25

- viii. As information and explanation given to us, by the management, there are no transactions of surrendered or disclosed income in the Income Tax Assessments during the year which are unrecorded in the books of accounts maintained by the Company.
- ix. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix) (c) of the Order is not applicable.
- d. On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. a. The Company has not raised moneys by way of initial public offer or further public offer

- (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. We have taken into consideration the whistle blower complaints, if any, received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information based on our examination of the evidence supporting the assumption, we are of the opinion that there exists material uncertainty as on the date of Audit report and the company is not capable of meeting its liabilities existing as on the date of Audit Report indicating that Company is not capable of meeting its liabilities existing as on the Balance sheet date as and when they fall due within a period of one year from the Balance sheet date.
- xx. a. The provisions of clause 3(xx) (a) are not applicable to the Company.
- b. The provisions of clause 3(xx) (b) are not applicable to the company since there is no amount unspent under sec 135(5) of the Companies Act.

For K.M. Shah & Co.
Chartered Accountants
Firm's registration number: 109637W

Kantilal M. Shah
Proprietor
Membership number: 003857
Mumbai, 14th May, 2022
UDIN :22003857AIZQUC1367

SIMPLEX MILLS COMPANY LIMITED

Annexure 'B' to the Independent Auditors' Report of the even date.

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2022, we report that:

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

We have audited the internal financial controls over financial reporting of **Simplex Mills Company Limited** ('the Company') as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by The Institute of Chartered Accountants of India and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **K.M. Shah & Co.**
Chartered Accountants
Firm's registration number: 109637W

Kantilal M. Shah
Proprietor
Membership number: 003857
Mumbai, 14th May, 2022
UDIN :22003857AIZQUC1367

SIMPLEX MILLS COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2022

	Notes	As at 31st March, 2022	(₹ in '000) As at 31st March, 2021
A ASSETS			
I Non-Current Assets			
Property, Plant and Equipment	2	40,582.77	41,560.60
Financial Assets:			
Other Financial Assets	3	32.69	32.69
Deferred Tax Assets (net)	4	-	-
Other Non-Current Assets	5	1,497.82	1,375.90
Total Non-Current Assets		42,113.28	42,969.19
II Current Assets			
Inventories	6	76.96	118.58
Financial Assets:			
Trade Receivables	7	13.33	4.11
Cash and Cash Equivalents	8	1,544.03	523.14
Loans	9	21,275.00	20,755.00
Other Financial Assets	10	-	1,681.31
Other Current Assets	11	1,225.26	1,069.69
Total Current Assets		24,134.58	24,151.83
TOTAL ASSETS		66,247.86	67,121.02
B EQUITY AND LIABILITIES			
I Equity			
Equity Share Capital	12	30,004.75	30,004.75
Other Equity	13	(62,395.90)	(69,400.73)
Total Equity		(32,391.15)	(39,395.98)
II Liabilities			
Non-Current Liabilities:			
Financial Liabilities :			
Borrowings	14	21,214.25	19,451.31
Other Financial Liabilities	15	59.76	-
Other Non-Current Liabilities	16	57,032.37	60,732.32
Total Non-Current Liabilities		78,306.38	80,183.63
Current Liabilities:			
Financial Liabilities :			
Trade Payables	17	-	79.40
Other Financial Liabilities	18	492.46	496.70
Other Current Liabilities	19	19,840.17	25,757.27
Total Current Liabilities		20,332.63	26,333.37
Total Liabilities		98,639.01	1,06,517.00
TOTAL EQUITY AND LIABILITIES		66,247.86	67,121.02

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

As per our report of even date attached

For and on behalf of the Board

For **K.M.Shah & Co.**
Chartered Accountants
(Firm's Registration No.109637W)

Fatima Fernandes
Chief Executive Officer &
Chief Financial Officer

Sabhapati G Shukla
Director

Kantilal M.Shah
Proprietor
Membership No. 003857
Mumbai, 14th May, 2022

Harshika Kataria
Company Secretary and
Compliance Officer

Shekhar R Singh
Director

Mumbai, 14th May, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

	Note	2021-22	(₹ in '000) 2020-21
I Revenue from Operations	20	42.93	33.34
II Other Income	21	6,152.52	7,179.35
III Total Income (I+II)		6,195.45	7,212.69
IV EXPENSES			
Changes in Inventories of Finished Goods	22	41.62	51.72
Employee Benefits Expense	23	358.00	160.00
Finance Costs	24	1,772.14	1,628.04
Depreciation	2	552.92	552.92
Other Expenses	25	3,818.54	3,017.43
Total Expenses (IV)		6,543.22	5,410.11
V Profit/(Loss) before Exceptional Items and Tax (III-IV)		(347.77)	1,802.58
VI Exceptional Items	26	7,352.60	-
VII Profit/(Loss) before Tax (V+VI)		7,004.83	1,802.58
VIII Tax Expense		-	-
IX Profit/(Loss) For The Year (VII-VIII)		7,004.83	1,802.58
X Other Comprehensive Income / (Expense) - (OCI) :			
Total Other Comprehensive Income / (Expense) for the year, net of tax		-	-
XI Total Comprehensive Income / (Expense) for the year (IX+X)		7,004.83	1,802.58
Earnings per Equity Share (Face Value of ₹10/- each			
Basic and Diluted Earnings Per Share before exceptional items (in ₹)		(0.12)	0.60
Basic and Diluted Earnings Per Share after exceptional items (in ₹)		2.33	0.60

Significant Accounting Policies

1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

For **K.M.Shah & Co.**
Chartered Accountants
(Firm's Registration No.109637W)

Fatima Fernandes
Chief Executive Officer &
Chief Financial Officer

Sabhapati G Shukla
Director

Kantilal M.Shah
Proprietor
Membership No. 003857
Mumbai, 14th May, 2022

Harshika Kataria
Company Secretary and
Compliance Officer

Shekhar R Singh
Director

Mumbai, 14th May, 2022

SIMPLEX MILLS COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

1. EQUITY SHARE CAPITAL

(₹ in '000)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance at the beginning of the year	30,004.75	30,004.75
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	30,004.75	30,004.75
Changes in equity share capital during the year	-	-
Balance at the end of the reporting year	30,004.75	30,004.75

2. OTHER EQUITY

For the year ended 31st March, 2022

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2021	2,500.00	1,27,859.09	(1,99,759.82)	(69,400.73)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
Profit for the period	-	-	7,004.83	7,004.83
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	7,004.83	7,004.83
Balance as at 31st March, 2022	2,500.00	1,27,859.09	(1,92,754.99)	(62,395.90)

For the year ended 31st March, 2021

(₹ in '000)

Particulars	Other Equity			Total
	Reserves and Surplus			
	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2020	2,500.00	1,27,859.09	(2,01,562.40)	(71,203.31)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the period	-	-	-	-
Profit for the period	-	-	1,802.58	1,802.58
Other comprehensive income / (expense)	-	-	-	-
Total comprehensive income / (expense)	-	-	1,802.58	1,802.58
Balance as at 31st March, 2021	2,500.00	1,27,859.09	(1,99,759.82)	(69,400.73)

Significant Accounting Policies - Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

For **K.M.Shah & Co.**

Chartered Accountants

(Firm's Registration No.109637W)

Fatima Fernandes

Chief Executive Officer &

Chief Financial Officer

Sabhapati G Shukla

Director

Kantilal M.Shah

Proprietor

Membership No. 003857

Mumbai, 14th May, 2022

Harshika Kataria

Company Secretary and

Compliance Officer

Shekhar R Singh

Director

Mumbai, 14th May, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

	2021-22	2020-21
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX	(347.77)	1,802.58
Adjustment for :		
Depreciation	552.92	552.92
Interest expense	1,772.14	1,628.04
Interest income	(5,911.47)	(6,007.65)
Interest receivable written off	705.27	573.92
Balances written (back)/off- (net)	10.19	(965.51)
Changes in fair value of financial assets through profit or loss (FVTPL)	-	10.18
Unwinding of discount on security deposit	(6.46)	(9.12)
	(2,877.41)	(4,217.22)
OPERATING LOSS BEFORE WORKING CAPITAL CHANGES	(3,225.18)	(2,414.64)
Adjustment for changes in working capital		
Adjustment for (increase) / decrease in operating assets:		
Inventories	41.62	51.72
Trade receivables	(9.22)	1,588.85
Other financial assets	97.59	(97.59)
Other current assets	(165.77)	(192.89)
Adjustment for increase / (decrease) in operating liabilities:		
Other financial liabilities	49.30	22.54
Trade payables	(79.40)	(1,544.74)
Other current liabilities	(5,910.65)	(1.65)
Other non-current liabilities	6.38	-
	(5,970.15)	(173.76)
CASH (USED IN) / GENERATED FROM OPERATIONS	(9,195.33)	(2,588.40)
Direct taxes paid-net	(121.92)	(18.01)
NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES BEFORE EXCEPTIONAL ITEMS	(9,317.25)	(2,606.41)
Exceptional items (net)	1,837.04	-
NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES	(A) (7,480.21)	(2,606.41)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Sale of investments	-	468.20
Sale of fixed assets	5,940.48	-
Interest received	3,083.59	702.85
Inter corporate deposits refund / (given) - net	(520.00)	950.00
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES	(B) 8,504.07	2,121.05
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Interest paid	(2.97)	(1.86)
NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES	C) (2.97)	(1.86)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(A+B+C) 1,020.89	(487.22)
CASH AND CASH EQUIVALENTS - AT THE START OF THE YEAR	523.14	1,010.36
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	1,544.03	523.14
Cash and cash equivalents comprise of :	As on	As on
	31-Mar-22	31-Mar-21
Balances with banks :		
- in Current accounts	1,534.23	516.00
Cash on hand	9.80	7.14
Cash and cash equivalents (refer note 8)	1,544.03	523.14

Significant Accounting Policies- Note 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For **K.M.Shah & Co.**
Chartered Accountants
(Firm's Registration No.109637W)

Kantilal M.Shah

Proprietor
Membership No. 003857
Mumbai, 14th May, 2022

Fatima Fernandes
Chief Executive Officer &
Chief Financial Officer

Harshika Kataria
Company Secretary and
Compliance Officer

For and on behalf of the Board

Sabhapati G Shukla
Director

Shekhar R Singh
Director

Mumbai, 14th May, 2022

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

CORPORATE INFORMATION

Simplex Mills Company Limited ("the Company") is a public limited company, incorporated and domiciled in India having its registered office at Village Shivni, Taluka and District, Akola- 444 104, Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is in trading of textile products (i.e. cloths and fabrics).

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of Preparation:

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

(ii) Current and Non-Current Classification:

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

(iii) Fair Value Measurement:

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

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

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

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

(iv) Revenue Recognition:

Revenue is measured at the fair value of consideration received or receivable, excluding Goods and Services Tax (GST).

Revenue from sale of goods is recognized when the control over goods is transferred to the buyer and no significant uncertainty exists regarding collectability of the amount of consideration that is derived from the sale of goods. Payment is generally received either in cash or based on credit terms. The normal credit term is 1-60 days which is generally in line with the industry standards.

(v) Property, Plant and Equipment:

Recognition and measurement

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Subsequent expenditures

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

Depreciation

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

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

(vi) Impairment of Non-Financial Assets:

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

(vii) Financial instruments:

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

Financial Assets

Initial recognition and measurement

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

Subsequent measurement

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

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

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

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

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

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

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

Impairment of financial assets

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

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

De-recognition

A financial asset is derecognized when:

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

Financial Liabilities

Initial recognition and measurement

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

Subsequent measurement

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

Loans and borrowings

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

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

Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

- **Offsetting financial instruments**

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

(viii) Inventories:

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

(ix) Taxes:

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

i. Current Tax

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

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

ii. Deferred Tax

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

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

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

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

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

(x) Borrowing Costs:

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

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

(xi) Cash and Cash Equivalents:

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

(xii) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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

(xiii) Earnings Per Share:

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

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

(xiv) Investments:

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

1 (a) USE OF ESTIMATES AND JUDGEMENTS

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

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

Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company, as at the date approval of these financial statements has considered internal and external sources of information, in assessing the possible effects that may result from the global health pandemic relating to COVID-19 on the carrying amounts of loans, investments, receivables, inventories and other assets. As on the date of approval of these financial statements, the Company has concluded that the impact of COVID - 19 is not material based on these estimates and expects to recover the carrying amount of these assets. The impact of COVID-19 on the Company's Financial Statements may differ from that estimated as at the date of approval of these financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

2. PROPERTY, PLANT AND EQUIPMENT

(₹ in '000)

	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2021	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2022	Upto 31st March, 2021	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
Land	37,689.40	-	424.91	37,264.49	-	-	-	-	37,264.49	37,689.40
Buildings	7,831.63	-	-	7,831.63	4,064.86	552.92	-	4,617.78	3,213.85	3,766.77
Plant, Machinery and Computers	18.58	-	-	18.58	-	-	-	-	18.58	18.58
Furniture, Fixtures and Office Equipments	42.54	-	-	42.54	-	-	-	-	42.54	42.54
Vehicles	43.31	-	-	43.31	-	-	-	-	43.31	43.31
Total	45,625.46	-	424.91	45,200.55	4,064.86	552.92	-	4,617.78	40,582.77	41,560.60

(₹ in '000)

	GROSS CARRYING AMOUNT				DEPRECIATION				NET CARRYING AMOUNT	
	As at 1st April, 2020	Additions during the year	Deductions/ Adjustments during the year	As at 31st March, 2021	Upto 31st March, 2020	Provided during the year	On Deductions/ Adjustments	Upto 31st March, 2021	As at 31st March, 2021	As at 31st March, 2020
Land	37,689.40	-	-	37,689.40	-	-	-	-	37,689.40	37,689.40
Buildings	7,831.63	-	-	7,831.63	3,511.94	552.92	-	4,064.86	3,766.77	4,319.69
Plant, Machinery and Computers	18.58	-	-	18.58	-	-	-	-	18.58	18.58
Furniture, Fixtures and Office Equipments	42.54	-	-	42.54	-	-	-	-	42.54	42.54
Vehicles	43.31	-	-	43.31	-	-	-	-	43.31	43.31
Total	45,625.46	-	-	45,625.46	3,511.94	552.92	-	4,064.86	41,560.60	42,113.52

3. OTHER FINANCIAL ASSETS - NON -CURRENT (Unsecured, considered good)

(₹ in '000)

	<u>31.03.2022</u>	<u>31.03.2021</u>
Security deposits	32.69	32.69
	32.69	32.69

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in '000)

4. DEFERRED TAX (ASSETS) / LIABILITY (NET)	31.03.2022	31.03.2021
Deferred tax liability		
Property, plant and equipment	(272.57)	(320.20)
Other items	(1,765.24)	(1,276.06)
Deferred tax assets		
Unused tax losses	23,593.21	28,920.86
Net deferred tax asset*	21,555.40	27,324.60

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

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

Movement in deferred tax

Movement in deferred tax during the year ended 31st March, 2022

(₹ in '000)

	Opening balance as at 01.04.2021	Recognised in profit or loss	Recognised in in OCI	Others	Closing balance as at 31.03.2022
Property, plant and equipment	(320.20)	-	-	47.63	(272.57)
Interest income on unwinding of financial liability	(1,276.06)	-	-	(489.18)	(1,765.24)
Unused tax losses**	28,920.86	-	-	(5,327.65)	23,593.21
Net deferred tax asset*	27,324.60	-	-	(5,769.20)	21,555.40

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

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

Movement in deferred tax during the year ended 31st March, 2021

(₹ in '000)

	Opening balance as at 01.04.2020	Recognised in profit or loss	Recognised in in OCI	Others	Closing balance as at 31.03.2021
Property, plant and equipment	(398.81)	-	-	78.61	(320.20)
Interest income on unwinding of financial liability	(750.24)	-	-	(525.82)	(1,276.06)
Unused tax losses	28,982.35	-	-	(61.49)	28,920.86
Others	(2.56)	-	-	2.56	-
Net deferred tax asset*	27,830.74	-	-	(506.14)	27,324.60

*Deferred tax asset has not been recognised in the books

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in '000)

Income tax recognised in profit or loss	31.03.2022	31.03.2021
Current tax		
In respect of current year	-	-
in respect of earlier years	-	-
Deferred tax		
Relating to origination and reversal of temporary differences	-	-
Total income tax recognised for the year	-	-

The income tax expense for the year can be reconciled to the accounting profit as follows:

	31.03.2022	31.03.2021
Profit before tax	7,004.83	1,802.58
Tax expense / (income) calculated at 25.168% (2020-21:25.168%)	1,762.98	453.67
Effect of expenses/income that are not deductible/(chargeable) in income tax	(1,738.17)	(383.64)
Effect of expenses that are deductible in income tax	(7.47)	(8.54)
Utilisation of brought forward business losses set off during the year	(17.34)	(61.49)
Income tax expense recognised in profit or loss	-	-

The tax rate used for the above reconciliations is the corporate tax rate of 25.168% for the year 2021-22 and 2020-21 payable by the Company.

	31.03.2022	31.03.2021
5. OTHER NON-CURRENT ASSETS		
Advance tax (net of provisions)	1,497.82	1,375.90
	1,497.82	1,375.90

	31.03.2022	31.03.2021
6. INVENTORIES		
(As valued and certified by the management)		
Finished goods (including waste)	76.96	118.58
	76.96	118.58

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

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

7. TRADE RECEIVABLES

Trade receivable ageing as at 31st March, 2022

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	< 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	>3 years	
(I) Undisputed trade receivables -considered good	13.33	-	-	-	-	13.33
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables -credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables -considered good	-	-	-	-	-	-
(v) Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-	-
	13.33	-	-	-	-	13.33

Trade receivable ageing as at 31st March, 2021

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	< 6 months	6 months - 1 year	1 year - 2 years	2 years - 3 years	>3 years	
(I) Undisputed trade receivables -considered good	4.11	-	-	-	-	4.11
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables -credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables -considered good	-	-	-	-	-	-
(v) Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-	-
	4.11	-	-	-	-	4.11

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(₹ in '000)
	31.03.2022	31.03.2021
8. CASH AND CASH EQUIVALENTS		
Cash and cash equivalents		
Balances with banks:		
In current accounts	1,534.23	516.00
Cash on hand	9.80	7.14
	<u>1,544.03</u>	<u>523.14</u>
9. LOANS - CURRENT		
(Considered good - Unsecured)		
Inter corporate deposits-related parties	8,210.00	6,550.00
Inter corporate deposits-others	13,065.00	14,205.00
	<u>21,275.00</u>	<u>20,755.00</u>
10. OTHER FINANCIAL ASSETS - CURRENT		
		(₹ in '000)
	31.03.2022	31.03.2021
Interest receivable	-	1,583.72
Others	-	97.59
	<u>-</u>	<u>1,681.31</u>
11. OTHER CURRENT ASSETS		
(Unsecured, considered good)		
Balances with government authorities	1,119.19	913.16
Prepaid expenses	26.63	30.17
Others	79.44	126.36
	<u>1,225.26</u>	<u>1,069.69</u>
12. EQUITY SHARE CAPITAL		
		(₹ in '000)
	31.03.2022	31.03.2021
AUTHORISED		
31,00,000 (31st March, 2021 - 31,00,000) Equity Shares of ₹10/- each	31,000.00	31,000.00
1,00,00,000 (31st March, 2021 - 1,00,00,000) Redeemable Preference Shares of ₹10/- each	1,00,000.00	1,00,000.00
	<u>1,31,000.00</u>	<u>1,31,000.00</u>
ISSUED, SUBSCRIBED AND PAID UP		
30,00,475 (31st March, 2021 - 30,00,475) Equity shares of ₹10/- each fully paid up.	30,004.75	30,004.75
Total Issued, subscribed and fully paid up share capital	<u>30,004.75</u>	<u>30,004.75</u>

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

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

	31.03.2022		31.03.2021	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	30,00,475	30,004.75	30,00,475	30,004.75
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	30,00,475	30,004.75	30,00,475	30,004.75

b. Terms/rights attached to the equity shares

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

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

Name of Shareholder	As at 31.03.2022		As at 31.03.2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Simplex Realty Ltd.	14,70,000	48.99	14,70,000	48.99
Life Insurance Corporation of India	3,76,241	12.54	3,78,869	12.63
Shreelekha Global Finance Ltd.	2,52,553	8.42	2,52,553	8.42
New Textiles LLP	2,43,505	8.12	2,51,505	8.38

d. Details of the shareholding of Promoters

Name of Promoter	As at 31.03.2022		As at 31.03.2021		% change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Individual					
Nandan Damani	42,765	1.43	42,765	1.43	-
Shreelekha N Damani	26,571	0.89	26,571	0.89	-
Sanjay N Damani	12,122	0.40	13,197	0.44	(0.04)
Sandip Somany	2,302	0.08	2,302	0.08	-
Nalini Somany	311	0.01	311	0.01	-
Shashi Patodia	265	0.01	4,765	0.16	(0.15)
Nandan Damani HUF	153	0.00	153	0.00	-
Kamladevi Bagri	43	0.00	243	0.01	(0.01)
Sumita Somany	25	0.00	25	0.00	-
Bodies Corporate					
Simplex Realty Limited	14,70,000	48.99	14,70,000	48.99	-
Shreelekha Global Finance Limited	2,52,553	8.42	2,52,553	8.42	-
New Textiles LLP	2,43,505	8.12	2,51,505	8.38	(0.26)
Lucky Vyapaar and Holdings Pvt Ltd	98,256	3.27	98,256	3.27	-
Total	21,48,871	71.62	21,62,646	72.08	(0.46)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(₹ in '000)
13. OTHER EQUITY	31.03.2022	31.03.2021
CAPITAL RESERVE - Backward area incentive		
Opening balance	2,500.00	2,500.00
Addition/(utilisation) during the year	-	-
Closing balance	2,500.00	2,500.00
GENERAL RESERVE		
Opening balance	1,27,859.09	1,27,859.09
Addition/(utilisation) during the year	-	-
Closing balance	1,27,859.09	1,27,859.09
RETAINED EARNINGS		
Opening balance	(1,99,759.82)	(2,01,562.40)
Profit/(Loss) for the year	7,004.83	1,802.58
Other comprehensive income / (expense)	-	-
Closing balance	(1,92,754.99)	(1,99,759.82)
Total other equity	(62,395.90)	(69,400.73)

GENERAL RESERVE

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

CAPITAL RESERVE

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

		(₹ in '000)
14. BORROWINGS - CURRENT	31.03.2022	31.03.2021
Unsecured - at Amortised Cost		
Non-cumulative redeemable preference shares	21,214.25	19,451.31
	21,214.25	19,451.31

Non-cumulative redeemable preference shares (NCRPS)

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

(₹ in '000)

Particulars	31.03.2022 NCRPS Number	31.03.2021 NCRPS Number
Shares outstanding at the beginning of the year	90,00,000	90,00,000
Shares issued during the year	-	-
Shares redeemed during the year	-	-
Shares outstanding at the end of the year	90,00,000	90,00,000

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

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

Name of Shareholder	As at 31.03.2022		As at 31.03.2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Simplex Realty Limited	90,00,000	100	90,00,000	100

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

d. Rights and restrictions to NCRPS

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

	31.03.2022	(₹ in '000) 31.03.2021
15. OTHER FINANCIAL LIABILITIES - NON-CURRENT		
Security deposit	59.76	-
	<u>59.76</u>	<u>-</u>

	31.03.2022	(₹ in '000) 31.03.2021
16. OTHER LIABILITIES - NON-CURRENT		
Deferral liability on account of Non-Cumulative Redeemable Preference Shares	57,025.99	60,732.32
Deferred income	6.38	-
	<u>57,032.37</u>	<u>60,732.32</u>

17. TRADE PAYABLES

Trade payable ageing as at 31st March, 2022

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment/transaction				Total
	< 1 years	1-2 years	2-3 years	> 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Trade payable ageing as at 31st March, 2021

(₹ in '000)

Particulars	Outstanding for following periods from due date of payment/transaction				Total
	< 1 years	1-2 years	2-3 years	> 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	79.40	-	-	-	79.40
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
	79.40	-	-	-	79.40

	31.03.2022	(₹ in '000) 31.03.2021
18. OTHER FINANCIAL LIABILITIES - CURRENT		
Security deposit	-	117.94
Liability for expenses	357.16	358.96
Other Liabilities	135.30	19.80
	492.46	496.70

	31.03.2022	(₹ in '000) 31.03.2021
19. OTHER CURRENT LIABILITIES		
Deferred income	5.47	1.90
Deferral liability on account of Non-Cumulative Redeemable Preference Shares	3,706.34	3,706.34
Statutory dues	28.36	8.55
Advance received against sale of immovable property	16,100.00	16,100.00
Other liabilities	-	5,940.48
	19,840.17	25,757.27

	2021-22	(₹ in '000) 2020-21
20. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of products		
Finished goods	42.93	33.34
Revenue from operations (net)	42.93	33.34
Details of products sold		
Finished goods		
Cloth	42.93	33.34

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(₹ in '000)
21. OTHER INCOME	2021-22	2020-21
Interest on		
Inter corporate deposits	2,200.07	2,286.05
Interest on income tax refund	3.57	7.32
Others	1.49	7.94
Rent	241.05	189.83
Interest on amortisation of financial liability	3,706.34	3,706.34
Sundry balances written back (net)	-	965.51
Profit /(Loss) on sale of Investment	-	16.36
	6,152.52	7,179.35

		(₹ in '000)
22. INCREASE / (DECREASE) IN INVENTORIES	2021-22	2020-21
Closing stock		
Finished goods	76.96	118.58
	76.96	118.58
Less: Opening stock		
Finished goods	118.58	170.30
	118.58	170.30
Decrease in stock	(41.62)	(51.72)
Details of inventory		
Finished goods		
Cloth	64.12	105.23
Waste	12.84	13.35
	76.96	118.58

		(₹ in '000)
23. EMPLOYEE BENEFITS EXPENSES	2021-22	2020-21
Salaries	358.00	160.00
	358.00	160.00

		(₹ in '000)
24. FINANCE COSTS	2021-22	2020-21
Interest expense	1,769.17	1,626.18
Interest on income tax	-	1.86
Interest others	2.97	-
	1,772.14	1,628.04

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(₹ in '000)
25. OTHER EXPENSES	2021-22	2020-21
Power and fuel	23.55	24.11
Repairs - others	10.27	2.26
Insurance	9.21	9.83
Rates and taxes	1,048.07	932.43
Travelling and conveyance expenses	0.31	0.21
Director's sitting fees	96.50	45.50
Advertisements	32.86	22.94
Postage, stationery and printing	58.09	8.97
Bank charges/commission	2.75	2.51
Motor maintenance	56.19	34.94
Professional fees	1,066.96	670.25
Security charges	312.36	315.81
Membership and subscription charges	300.00	300.00
Interest receivable written off	705.27	573.92
Changes in fair value of financial assets through profit or loss (FVTPL)	-	10.18
Sundry balances written off (net)	10.19	-
Sundry expenses	55.96	33.57
Payments to Auditor		
Audit fees	22.50	22.50
In other capacity	7.50	7.50
	3,818.54	3,017.43

		(₹ in '000)
26. EXCEPTIONAL ITEMS (refer note 38)	2021-22	2020-21
Profit on sale of fixed asset (compulsory acquisition of land by NHAI)	5,515.56	-
Recovery of excess electricity charges paid in earlier years	3,062.04	-
Consultancy charges paid for recovery of the above excess amount	(1,225.00)	-
	7,352.60	-

27. CONTINGENT LIABILITIES

Claims against the Company not acknowledged as debt:

(₹ in '000)

	31.03.2022	31.03.2021
Appeals filed in respect of disputed demands:		
i) Central Excise	10,246.25	10,246.25
ii) Labour Matters	4,463.97	4,389.98

28. The net worth of the Company has been fully eroded due to continuous losses. During the year, the Company has trading activity in clothes. Further, the Management is in the process of evaluating other options and accordingly, the accounts have been prepared on going concern basis.

29. The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

30. As there are only two employees in the Company, and have not completed required minimum period to become eligible for retirement benefits, accordingly, the provisions relating to Ind AS 19 Employee Benefits, are not applicable.

31. **Earnings Per Share - (EPS)** is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.

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

	Particulars	2021-22	2020-21
(a)	Profit/(Loss) after tax – (₹ in '000)	7,004.83	1,802.58
(b)	Weighted average number of shares	30,00,475	30,00,475
(c)	Face value of shares (₹per share)	10/-	10/-
(d)	Basic and Diluted EPS before exceptional item - ₹	(0.12)	0.60
(e)	Basic and Diluted EPS after exceptional item - ₹	2.33	0.60

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

33. RELATED PARTY DISCLOSURE

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

a) Controlling Company :	Simplex Realty Limited
b) Common Directors :	Simplex Papers Limited
c) Non Executive/Independent Directors :	Shri Sabhapati Shukla Shri Manish Harshey Smt. Sita Sunil Shri Shekhar R Singh Smt. Fatima Fernandes*

II) Transactions with related party

(₹ in '000)

Name of the Related Party	Type of Related Party	Description of the nature of the transactions	Volume of transactions during 2021-22	Volume of transactions during 2020-21	As on 31.03.2022 Receivable/ (Payable)	As on 31.03.2021 Receivable/ (Payable)
Simplex Realty Limited	Controlling Company	Reimbursement of expenses	50.61	51.89	-	-
Simplex Papers Limited	Common Directors	Loan (repaid) / given-net	1,660.00	1,250.00	-	-
		Receivable / (Payable)	-	-	8,210.00	6,550.00
		Interest accrued	687.77	559.97	-	-
		Interest receivable written off	687.77	559.97	-	-
Shri Sabhapati Shukla	Non Executive / Independent Directors	Sitting fees	28.00	11.50		
Shri Manish Harshey			28.00	11.50		
Smt. Sita Sunil			12.50	5.50		
Shri Shekhar R Singh			28.00	10.50		
Smt. Fatima Fernandes*			-	6.50		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Terms and conditions of transactions with related party:

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

* Ceased to be Independent Director w.e.f. 01st April 2021 and appointed as CEO & CFO w.e.f. 07th April 2021

34. FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

a) Accounting classification

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

(₹ in '000)

Particulars	31.03.2022			31.03.2021		
	At cost	FVTOCI	Amortised cost	At cost	FVTOCI	Amortised cost
Financial Assets						
Loans	-	-	21,275.00	-	-	20,755.00
Trade receivables	-	-	13.33	-	-	4.11
Cash and cash equivalents	-	-	1,544.03	-	-	523.14
Other financial assets	-	-	32.69	-	-	1,714.00
	-	-	22,865.05	-	-	22,996.25
Financial Liabilities						
Borrowings	-	-	21,214.25	-	-	19,451.31
Trade payables	-	-	-	-	-	79.40
Other financial liabilities	-	-	552.22	-	-	496.70
	-	-	21,766.47	-	-	20,027.41

b) Fair value hierarchy and Method of valuation

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

c) Risk management framework

The Company's principal financial liabilities includes borrowings, trade and other payables. The Company's principal financial assets include loans, trade receivables, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

d) Financial Risk Management

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

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

i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment in inter corporate deposit

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

Trade receivables

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

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

Other financial assets

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

ii) Liquidity Risk

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

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

Exposure to liquidity risk

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

(₹ in '000)

As at 31st March, 2022	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	21,214.25	21,214.25	-	-	-	21,214.25
Other financial liabilities	552.22	552.22	552.22	-	-	-
	21,766.47	21,766.47	552.22	-	-	21,214.25

(₹ in '000)

As at 31st March, 2021	Carrying amount	Contractual cash flows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	19,451.31	19,451.31	-	-	-	19,451.31
Trade payables	79.40	79.40	79.40	-	-	-
Other financial liabilities	496.70	496.70	496.70	-	-	-
	20,027.41	20,027.41	576.10	-	-	19,451.31

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

iii) Market Risk

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

Currency risk

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

Interest rate risk

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

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

Commodity price risk

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

35. CAPITAL MANAGEMENT

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

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

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

(₹ in '000)

	As at 31st March, 2022	As at 31st March, 2021
Borrowings	81,946.58	83,889.97
Less: Cash and cash equivalents	1,544.03	523.14
Net Debt	80,402.55	83,366.83
Total equity	(32,391.15)	(39,395.98)
Debt/Equity ratio	(2.48)	(2.12)

36. CORPORATE SOCIAL RESPONSIBILITY

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

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

SIMPLEX MILLS COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

37. ANALYTICAL RATIOS

The following are analytical ratios for the year ended 31st March, 2022 and 31st March, 2021

Ratio	Numerator	Denominator	As at 31 March, 2022	As at 31 March, 2021	% change during the year	Explanation for change by more than 25%
Current ratio	Current assets	Current liabilities	1.19	0.92	29.42%	Advance received in previous year adjusted against sale of land.
Debt-equity ratio	Total debt	Shareholder's equity	-2.53	-2.13	18.81%	-
Debt service coverage ratio	Net profit after tax + Non-cash operating expenses + Interest	Interest + Principal repayment	5.26	2.45	115.17%	Due to exceptional items, PAT was higher during the year.
Return on equity (ROE)	Net profit after tax	Average shareholder's equity	19.52%	4.47%	336.28%	Due to exceptional items, PAT was higher during the year.
Inventory turnover ratio	Cost of goods sold	Average inventory	0.43	0.36	18.89%	-
Trade receivables turnover ratio	Net credit sales	Average trade receivables	4.92	0.04	11689.83%	Average trade receivables were higher in the previous year.
Trade payables turnover ratio	Purchases for services and other expenses	Average trade payables	79.89	1.10	7175.49%	Average trade payables were higher in the previous year.
Net capital turnover ratio	Net sales	Average working capital	5.30%	1.48%	257.66%	Advance received adjusted against sale of land, hence working capital has improved in the current year.
Net profit ratio	Net profit after tax	Total revenue	113.06%	24.99%	352.41%	Due to exceptional items, net profit was higher during the year.
Return on capital employed (ROCE)	Earning before interest and tax	Tangible net worth + Total debt + Deferred tax liability	2.87%	7.71%	-62.72%	Due to increase in professional fees and salary, EBIT was lower in the current year.
Return on Investment (ROI)	Income generated from investment	Time weighted average investment	0.00%	2.91%	-100.00%	There was no investment in the current year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

38. During the year, possession of a portion of land approx. 0.21 Hectare was taken by the National Highway Authority of India (NHAI) for widening work of national highway no 6. The compensation received for compulsory acquisition in earlier year was shown as liability till NHAI has taken possession of the land. During the current year possession was taken by them, hence profit of ₹ 5,515.56 thousands on compulsory acquisition of land by NHAI has been recognized and same has been shown as exceptional item. Further during the year the Company received ₹ 3,062.04 thousands as refund of extra charges paid in electricity bills in earlier years and paid ₹ 1,225.00 thousands towards professional charges for providing services in connection of recovery of the same. These amounts have been shown as exceptional items.
39. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
40. The Financial Statements of the Company for the year ended 31st March, 2022 were approved by the Board of Directors on 14th May, 2022.
41. Previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

For K.M.Shah & Co.
Chartered Accountants
(Firm's Registration No.109637W)

Kantilal M.Shah
Proprietor
Membership No. 003857
Mumbai, 14th May, 2022

Fatima Fernandes
Chief Executive Officer &
Chief Financial Officer

Harshika Kataria
Company Secretary and
Compliance Officer

For and on behalf of the Board

Sabhapati G Shukla
Director

Shekhar R Singh
Director

Mumbai, 14th May, 2022

SIMPLEX MILLS COMPANY LIMITED

Form ISR – 1

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: / /

A. I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

<input type="checkbox"/> PAN	<input type="checkbox"/> Bank details	<input type="checkbox"/> Signature
<input type="checkbox"/> Mobile number	<input type="checkbox"/> E-mail ID	<input type="checkbox"/> Address

B. Security Details:

Name of the Issuer Company		Folio No.:
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.	
Number & Face value of securities		
Distinctive number of securities (Optional)	From	To

C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

	✓	Document / Information / Details	Instruction / Remark
1		PAN of (all) the (joint) holder(s)	
		<div style="display: flex; justify-content: space-between;"> <div style="width: 20%;">PAN</div> <div style="width: 60%; text-align: center;">□ □ □ □ □ □ □ □ □ □ , □ □ □ □ □ □ □ □ □ □</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 20%;">Whether it is Valid (linked to Aadhaar): □ Yes □ No</div> <div style="width: 80%;"> <div style="text-align: center;">□ □ □ □ □ □ □ □ □ □</div> <p>PAN shall be valid only if it is linked to Aadhaar by March 31, 2022*</p> <p>For Exemptions / Clarifications on PAN, please refer to Objection Memo in page 4</p> </div> </div>	
2		Demat Account Number	<div style="text-align: center;">□ □ □ □ □ □ □ □ □ □ , □ □ □ □ □ □ □ □ □ □</div> <p>Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.</p>

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

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

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

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

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

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

SIMPLEX MILLS COMPANY LIMITED

Mode of submission of documents to the RTA

Please use any one of the following mode;

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

Note

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

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

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

Objection Memo that can be raised by the RTA

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

Note

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

No.	Item	Documents / Details to be provided to the RTA by the holder(s) / claimant(s)
1	PAN – Exceptions and Clarification	'Exemptions/clarifications to PAN', as provided in clause D to 'Instructions/Check List for Filing KYC Forms' in Annexure – 1 to SEBI circular No. MIRSD/SE/Cir-21/2011 dated October 05, 2011 on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also applicable for holder(s) / claimant(s) of securities held in physical mode.
2	Minor mismatch in Signature - minor	The RTA shall intimate the holder at the existing address, seeking objection, if any, within 15 days
3	Major mismatch in Signature or its non availability with the RTA	<ul style="list-style-type: none"> Banker's attestation of the signature of the holder(s) as per Form ISR – 2 Original cancelled cheque with name of security holder printed on it or Bank Passbook or Bank Statement attested by the Bank
4	Mismatch in Name	Furnish any one of the following documents, explaining the difference in names; <ul style="list-style-type: none"> Unique Identification Number (UID) (Aadhaar) Valid Passport Driving license PAN card with photograph Identity card / document with applicant's Photo, issued by any of the following: Central / State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions Marriage certificate Divorce decree
5	Present address of the holder is not matching with the address available in the folio	RTA shall issue intimation to both the old and new addresses. <ul style="list-style-type: none"> In case where the letter is undelivered at the old address, RTA shall not insist for any proof of the old address provided the current address proof is in the form of an address proof issued by a Government Authority. The above procedure will be applicable for request for change in address of the holder also

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Simplex Mills Company Limited

Corporate Office :

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